

BOARD OF DIRECTORS

Mr. Harish B. Doshi	Chairman
Mr. Pankaj B. Doshi	Managing Director
Mr. Harshad Valia	Director
Mr. Mehul Patel	Director
Mr. R.S. Maker	Director
Mrs. Smita Sanghavi	Director
Mr. Nikhil Vora (w.e.f. 29-06-2007)	Director

CFO AND COMPANY SECRETARY

Mr. Rajesh Punjani

REGISTERED AND CORPORATE OFFICE

Modern Paint House
C-15, Dalia Industrial Estate
Off. New Link Road
Andheri West, Mumbai 400 053.
Tel # 2673 0592/93/94
Website : www.biopacindia.com

BANKERS

State Bank of Hyderabad
Canara Bank
Vijaya Bank

WORKS

Survey No. 38.
Khanvel-Dapada Road,
Dapada Village, Silvassa.

Plot No.1, Siddhi Indl. Estate, Survey No.185/1/1
Dock Mardi, Kilavani Road, New Amli Village
Silvassa.

SOLICITORS & LEGAL ADVISORS

Desai & Diwanji
Advocates, Solicitors & Notaries

AUDITORS

Haribhakti & Company
Chartered Accountants

REGISTRARS & SHARE TRANSFER AGENTS

Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound
L.B.S.Marg, Bhandup (West),
Mumbai 400 078.

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NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of **BIOPAC INDIA CORPORATION LIMITED** will be held at :

Venue	The Banquet Hall, Blue Water Restaurant, [Originally known as Pappilon], Opp. Tata Power House, Andheri New Link Road, Andheri [West], Mumbai – 400 053.
Day	Friday
Date	10 th August, 2007
Time	4.00 pm

to transact the following business :

ORDINARY BUSINESS

- 1) To receive and adopt the Audited Accounts i.e. the Audited Balance Sheet as on 31st March, 2007 and the Profit and Loss Account for the year ended 31st March 2007 and the reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Shri Harshad C. Valia, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Nikhil Vora be and is hereby appointed as a Director of the Company."

- 5) To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any of the Companies Act, 1956 and further subject to any other laws and regulations, as may be applicable, the existing Article 4(e) of the Articles of Association of the Company be and is hereby altered by substituting Article 4(e) as follows :

4[e] : The Directors of the Company shall be paid such an amount by way of Sitting Fee for attending the Board and/or Committee Meetings up to the limits prescribed and permissible under Section 309 of the Companies Act, 1956 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereafter]."

- 6) To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereafter), the Securities and Exchange Board of India (De-listing of Securities) Guidelines, 2003 and subject to such approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which form shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), consent is hereby accorded to the Board to Voluntarily De-list the Company's Equity Shares from The Stock Exchange - Ahmedabad.

Place : Mumbai
Date : 29th June, 2007

By Order of the Board
For Biopac India Corporation Limited

Registered Office :

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

Rajesh Punjani
CFO & Company Secretary

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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. The proxies to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before commencement of the meeting.
2. An Explanatory Statement relating to the Special business as required u/s 173(2) of the Companies Act, 1956, is annexed hereto.
3. The Register of Members and the Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Wednesday the 1st August, 2007 to Friday, the 10th August, 2007 (both days inclusive).
4. Members are requested to advise indicating their folio number, the change of their addresses, if any, to M/s.Intime Spectrum Registry Ltd Unit: BIOPAC INDIA CORPORATION LIMITED, C-13, Pannalal Silk Mill Compound, L.B.S.Marg, Bhandup (West), Mumbai-400 078 the Registrar and share Transfer Agent of the Company.
5. Please note that your Company's Shares are compulsorily traded in Electronic Form. Your Company has already entered 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 De-materialized form may send letters along with the De-materialized Request Form (s) through the concerned Depository participant.

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

Shri Nikhil Vora was appointed as an Additional Director of the Company at the Board Meeting held on 29.06.2007 and in terms of the provisions of Section 260 of the Companies Act, 1956, he holds the office as such till the conclusion of this Annual General Meeting.

Mr. Nikhil Vora is amongst the most respected financial brain and a Partner with India's largest domestic stock brokerage house, SSKI Securities. He Heads the Consumer, Media, Retail and Mid-Cap research desk at SSKI. His exposure to financial services now spans nearly 15 years and is acknowledged strongly within the Industry [Corporates] and global clients. He is ranked by Asia Money and Institutional Investor as also voted by Sanford Bernstein, Fidelity, Invesco, Purnam etc. as amongst the best consumer analyst in India. Mr. Nikhil also has had the privilege of being invited by the Management Board of Nestle India to its Global Consumer Board to make a presentation on the "strategic roadmap" for Nestle in India and was also invited by HLL to address its "listers". He has done his Post Graduation in Management [PGDBM] and will be a strong asset for the Company in its quest for accelerated future growth. He also serves on the Board of Geneva Software Technology Ltd. and Concast India Commodities Ltd., amongst the companies which has been seed invested by him.

Notice in writing under Section 257 of the Companies Act, 1956 has been received from one of the Members of the Company proposing the candidature of Shri Nikhil Vora as the Director of the Company along with a deposit of Rs. 500/-.

Except Mr. Nikhil Vora, none of the Directors of the Company may be considered to be concerned or interested in the Resolution set out in item no. 4.

Item No. 5 :

The existing Article 4(e) of the Articles of Association of the Company needs to be altered/amended to the effect of the prevailed & prescribed maximum limit up to which Sitting Fees can be paid to the Directors of the Company in terms of the provisions of Section 309 of the Companies Act, 1956 and amendment therein from time to time.

Alteration/amendment in the Articles of Association requires approval of the Shareholders of the Company and hence, your Directors recommend the Special Resolution at item no. 5 of the annexed notice.

None of the Directors of the Company may be considered to be concerned or interested in the Resolution set out in item no. 5.

Item No. 6 :

Presently Company's securities are listed at The Stock Exchange – Ahmedabad at Ahmedabad and Bombay Stock Exchange Limited (BSE) at Mumbai.

BSE is having nation-wide trading terminals. With the wide and extensive networking of centers of BSE, investors have access to online dealing in the Company's securities across the country.

From the information received from The Stock Exchange - Ahmedabad (hereafter referred to as "the said Stock Exchange") regarding volume of trade on the said Stock Exchanges, it transpires that there has been no trading in the Company's equity shares in the said Stock Exchange during the earlier financial years. The continued listing on the said Stock Exchange is not considered necessary and therefore, the Board of Directors, at its Meeting held on 29.06.2007, has decided to apply for the voluntary De-listing of the Company's Equity Shares from the said Stock Exchange.

The proposed Voluntary De-listing of the Company's Equity Shares from the said Stock Exchange will not adversely affect any investors including the Members located in the region where the said Stock Exchange is situated. Pursuant to the SEBI (De-listing of Securities) Guidelines 2003, it is now proposed to seek the Members approval by way of a Special Resolution for voluntary De-listing of the Company's Equity Shares from the said Stock Exchange as set out in the resolution. In terms of the said guidelines, as the Company's Equity Shares shall continue to remain listed on BSE, no exit opportunity is required to be offered to the shareholders.

The proposed Voluntary De-listing is in the interest of the Company and the Board commends the resolution for acceptance by the Members.

None of the Directors of the Company is concerned or interested in the resolution.

Place : Mumbai
Date : 29th June, 2007

By Order of the Board
For Biopac India Corporation Limited

Registered Office :

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

Rajesh Punjani
CFO & Company Secretary

DIRECTORS' REPORT
TO THE MEMBERS

The Directors have pleasure in presenting their 19th Annual Report and Audited Accounts for the year ended 31st March 2007.

Financial Results
[Rs. In Lacs]

Particulars	Year ended 31.03.2007	Year ended 31.03.2006
Gross Revenues	2225.21	1543.25
Profit / (Loss) before Interest, Depreciation and Tax	556.64	130.04
Financial Expenses	220.13	220.47
Depreciation & Ammortisation	337.33	246.62
(Loss)/ Profit Before Tax	(0.81)	(337.05)
W/Off / Extra Ordinary Items	53.04	575.92
Taxation for the year	10.46	10.06
(Loss)/ Profit After Tax	(64.32)	228.81
Deferred Tax Adjustment	(2.50)	28.97
Net (Loss)/Profit after Deferred Tax Adjustment	(66.82)	257.77
Profit/(Loss) brought forward from previous year	7.20	(250.57)
Balance carried forward	(59.62)	7.20

Dividend

In view of the loss during the year, your Directors do not recommend any dividend for the year under review.

Operations
Revenues and Cashflow

The total revenues of the Company during the year 2006-07 was Rs. 2225.21 Lacs as compared to Rs. 1543.25 Lacs of previous fiscal year, an increase of 44 % over previous fiscal year.

The Company has also improved its performance during the year and almost reached the Break-even level during the year under review. The Cash Profit during the year was Rs. 336.52 Lacs as compared to Cash Loss of Rs. 90.43 Lacs during the previous year without considering the extra ordinary Income of Rs. 575.92 Lacs.

Products and Business

The Company's main business consists of Food service Disposables. This business is divided into divisions;

1. Food service Catering market
2. Food service Packaging market

The Food service catering business serves customers such as Food caterers, restaurants, Individual homes, food courts, functions, parties, corporate offices, etc. The products used for servicing these markets are Plates, bowls, serving trays and take-away containers.

The Food service Packaging business serves customers such as Supermarkets, Hypermarkets, frozen food producers, fresh vegetables and fruits processors, poultry farms, meat processors, sea food processors and exporters, mushroom farms and packaging for ready to eat exotic vegetables such as Broccoli, etc. The Company has developed products for food packaging during the year. These products are various sizes and colors of "Supermarket trays" that are used by "Organized Retail" to serve fresh processed food such as cut-fruits and vegetables, poultry, meat, dry fruits, dates and various fresh snacks and other food products. The "Organized Retail" is considered to be "sunrise industry" in India and the Company expects to improve its top-line & bottom-line by serving the expanding Supermarket Industry. Most of the organized modern retail formats are using Company's products. Big Players in the Organized

Retail Segment including Reliance Freshplus, Food Bazar & Big Bazar, Aditya Birla More, Shoprite among others are already using our products for packaging fresh produce.

The Company is also in business of manufacturing "Polystyrene Foam Boards" used for shock insulation, heat insulation and sound insulation. These materials are used as construction materials. These products are also used as Advertising materials for Point of Purchase displays, exhibition display boards, Architecture models. These boards are also used as Decorative and craft materials. This industry is at nascent stage and we expect major growth of these products to come in next 2 -3 years.

Exports

During the year the Company achieved an Export Turnover of Rs. 841.44 Lacs as compared to Rs. 463.42 Lacs in the previous year, registering an increase of 82%.

In the previous year the Company's major exports were to United Kingdom, U.A.E., Germany, U.S.A, Israel, Oman, Australia, New Zealand, Qatar,

During the current, year the company plans to export to Pakistan, Iran, S.Arabia, East European Countries and some of the East African countries.

Future Plans

The Company plans to double the capacity during the current year considering the huge growth in demand for Packaging as well as Catering markets.

The Company also plans to start manufacturing "EPS Cups and containers" by the end of the current year. The EPS cups compliment our existing product range perfectly for the Catering segment as Cups and plates go hand in hand. The Company can sell this product to the Company's existing distributors without incurring any additional costs or efforts.

Vision

Your Company's vision is to be the largest player in India in the Food service Disposable Industry by providing the best products and service at competitive price for the Food packaging segment for Retail and supermarket industry and in the food service catering markets.

Allotment of Warrants

Pursuant to the Special Resolution passed by the Shareholders in their Extra-ordinary General Meeting held on 18th June, 2007, 23,00,000 Warrants will be allotted to the Individual Investors [Non-Promoters] & Independent Directors of the Company on a Preferential Basis at a price of Rs. 10.42 per Warrant.

Directors' Responsibility [Section 217 (2AA)]

In terms of Sec. 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

1. In preparation of the Annual Accounts, applicable accounting standards have been followed.
2. They have selected such accounting policies and applied them consistently. The accounting policies have been consistently applied and reasonable, prudent judgment 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;
3. 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;
4. They have prepared the Annual Accounts on a going concern basis.

Fixed Deposits

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

Auditors

M/s Haribhakti & Co. whose terms of office as the Auditors of the Company will expire at the conclusion of the ensuing Annual General Meeting of the Company, and being eligible offer themselves for re-appointment as Auditors of the Company.

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 the prescribed limits.

Corporate Governance

In terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges at Mumbai and Ahmedabad, a Report on Corporate Governance and Certificate from the Auditors of the Company is given in the annexure "B" which form part of the Directors' Report.

Directors

Mr. Harshad C. Valia, the Director of the Company retires by rotation and being eligible offer himself for re-appointment.

Mr. Nikhil Vora was appointed as an Additional Director of the Company with effect from 29.06.2007 and he holds the office till the conclusion of ensuing Annual General Meeting and the Company has received notice from one of its Members proposing his candidature as the Director.

Management Discussions and Analysis

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

Acknowledgement

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

For and on behalf of the Board

Place : Mumbai

Date : 29th June, 2007

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

Harish B. Doshi
Chairman

Place : Mumbai

Date : 29th August, 2006

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

The Committee initially formed by The Securities and Exchange Board of India (SEBI) and various other Committees constituted for the purpose of Corporate Governance made recommendations on the composition of Board of Directors, Audit Committee, Board Procedure etc. of Listed Companies.

The Company has taken necessary steps to comply with the provisions of Clause 49 of the Listing Agreement. Given below is the report of the Directors on the 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.

The Company is committed to good corporate governance. The Company fully understands the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company provides detailed information on various issues concerning the Company's business and financial performance to its shareholders.

The basic philosophy of corporate governance in the Company is to achieve business excellence and dedicate itself to increasing long term shareholder value, keeping in view the needs and interest of all its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

BOARD OF DIRECTORS

In line with the requirements of the Code of the Corporate Governance, the Board of Directors comprises of 6 [Six] members. The composition of the Board is in conformity with the Listing Agreement, having one Managing Director and the required number of Non Executive and Independent Directors.

During the year six meetings of the Board of Directors were held.

Name of Director	Category	Date of Board Meetings						Date of AGM
		28-4-2006	28.7.2005	29-8-2006	20.10.2006	14.11.2006	25.1.2007	29.9.2006
Mr. Harish B. Doshi - Chairman	Promoter & Non executive	P	P	P	P	P	P	P
Mr. Pankaj B. Doshi Managing Director	Promoter & Executive	P	P	P	P	P	P	P
Mr Harshad C. Valia Director	Independent & Non Executive	P	P	P	P	A	P	P
Mr. Mehul D. Patel	Independent & Non Executive	P	P	P	P	A	P	P
Mr. R. S. Maker	Independent & Non Executive	P	P	P	P	A	P	P
Mrs Smita Sanghvi	Independent & Non Executive	P	P	A	P	A	P	P

P - Present, A - Leave of absence

Details of other Directorships / Committees

Name of Director	Committee Membership	Committee Chairmanship	No. of Directorships in other Companies
Mr. Harish B. Doshi -Chairman	3	1	1
Mr. Pankaj B. Doshi -MD	1	—	2
Mr Harshad C. Valia- Director	2	1	3
Mr. Mehul Patel-Director	1	1	—
Mr. R. S. Maker -Director	—	—	—
Mrs. Smita L. Sanghvi-Director	—	—	—

None of the Directors are either Member or Chairman in any committee of any other Company.

AUDIT COMMITTEE

The Audit Committee comprises of three Non – Executive Directors, majority of them are Independent Directors. The head of Finance, Company Secretary, Internal Auditor and the Statutory Auditor of the Company are the invitees to the Audit Committee.

The Audit Committee comprises of Mr. Mehul Patel as the Chairman of the Committee, Mr. Harshad Valia and Mr. Harish Doshi as the Members of the Committee.

In all there were 5 [Five] Audit Committee Meetings held during the financial year 2006-07 - 28.04.2006, 28.07.2006, 29.08.2006, 20.10.2006 and 25.01.2007.

Composition	Mr Harish Doshi	Mr Harshad Valia	Mr. Mehul Patel
No of Meetings attended	5	5	5

The terms of reference of this Committee are wide enough covering the matters specified for Audit Committee under the revised clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956.

The Audit Committee is responsible for overseeing the Company's financial reporting process; reviewing with the management the quarterly, half year and annual financial statements, adequacy of internal audit function, discuss significant internal audit findings and recommending the appointment of Statutory Auditor. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

The Committee interacts with the external Auditors to discuss their audit methodology, audit planning and significant observations/ suggestions made by them.

REMUNERATION COMMITTEE

The composition of the Committee comprises of three Non – Executive Directors, namely Mr. Harshad C. Valia, Mr. Mehul Patel and Mr. Harish B. Doshi. The Chairman of the Committee is Mr. Harshad Valia.

REMUNERATION

The Details of the Remuneration paid including sitting fees for the year ending 31st March 2007 is as follows:

Name of Director	Remuneration/ Salary Paid. Rs.	Sitting Fees Rs.
Mr Harish Doshi	Nil	Nil
Mr. Pankaj Doshi	36.32 Lakhs	Nil
Mr Harshad C. Valia	Nil	25,000
Mr. Mehul D. Patel	Nil	25,000
Mr. R.S. Maker	Nil	25,000
Mrs. Smita L. Sangavi	Nil	20,000