

**BOARD OF DIRECTORS**

Mr. Harish B. Doshi	Chairman
Mr. Pankaj B. Doshi	Managing Director
Mr. Hemant Bhuta	Director
Mr. Mehul Patel	Director
Mr. R. S. Maker	Director
Mrs. Smita Sanghavi	Director

**BANKERS**

Canara Bank

**WORKS**

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

**AUDITORS**

Shah, Shah & Shah  
Chartered Accountants

**REGISTERED AND CORPORATE OFFICE**

301/302, Sagar Avenue,  
S. V. Road, Opp. Shoppers Stop,  
Andheri (W), Mumbai – 400 058  
Tel # 2670 8645/2671 1897  
Website : [www.biopacindia.com](http://www.biopacindia.com)

**REGISTRAR & SHARE TRANSFER AGENTS**

**Link Intime India Pvt. Ltd.**  
C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (W),  
Mumbai – 400 078

**C O N T E N T S**

Notice .....	02
Directors' Report .....	07
Report on Corporate Governance.....	10
Auditors' Report .....	17
Balance Sheet.....	22
Profit & Loss Account.....	23
Cash Flow Statement.....	24
Notes.....	26

## NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of **BIOPAC INDIA CORPORATION LIMITED** will be held as under:

Venue	<b>The Banquet Hall, Hotel Karl Residency 36 Lallubhai Park Road, Andheri [West], Mumbai – 400 058.</b>
Day	<b>Friday</b>
Date	<b>24th August, 2012</b>
Time	<b>4.00 pm</b>

to transact the following business :

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account for the year ended on that date and the reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Mr. R.S.Maker, 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 modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Hemant Bhuta, who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> January, 2012 in terms of Section 260 of the Companies Act, 1956, holds office upto the conclusion of the ensuing Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 5) 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 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), including any amendments made thereto from time to time, and as recommended by the Remuneration Committee of the Company the approval of the Company be and is hereby accorded to the re-appointment of and the remuneration payable to Mr. Harish B. Doshi, as a Executive Chairman of the Company for a further period of three years w.e.f. 1<sup>st</sup> April, 2012 on the terms and conditions as set out in the draft Agreement to be entered into by and between the Company and the Executive Chairman.”

**“RESOLVED FURTHER THAT** Mr. Mehul Patel, Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution.”

6. 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 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), including any amendments made thereto from time to time, and as recommended by the Remuneration Committee of the Company the approval of the Company be and is hereby accorded to the re-appointment of and the remuneration payable to Mr. Pankaj B. Doshi, as a Managing Director of the Company for a further period of three years w.e.f. 1<sup>st</sup> January, 2013 on the terms and conditions as set out in the draft Agreement to be entered into by and between the Company and the Managing Director.”

“RESOLVED FURTHER THAT Mr. Mehul Patel, Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of section 255 and other applicable provisions, if any of the companies Act, 1956 and notice received by the Company pursuant to provisions of section 257 (1) of the said Act from a member of the Company proposing the name of Mr. Subhash Chandra Gupta, as candidature for the office of director, the approval of members of the Company be and is hereby accorded to appoint Mr. Subhash Chandra Gupta, as a director, liable to retire by rotation.”

**For and on behalf of the Board of Directors**

**Pankaj B. Doshi**  
**Managing Director**

**Registered Office:**  
**301-302, Sagar Avenue**  
**S.V.Road, Andheri (W)**  
**Mumbai 400 058**  
**Mumbai, 29<sup>th</sup> May, 2012**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 Monday, the 20<sup>th</sup> August, 2012 to Friday, the 24<sup>th</sup> August, 2012 (Both days inclusive).
4. Members are requested to notify any change in their addresses to their Depository Participants in respect of their electronic share accounts quoting client ID No. and to M/s. Link Intime India Pvt. 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 in respect of their physical shares, quoting folio No.
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.
6. BRIEF RESUME OF PERSON PROPOSED TO BE APPOINTED / RE-APPOINTED AS DIRECTOR OF THE COMPANY AT THE ANNUAL GENERAL MEETING:

Name	:	Mr. R. S. Maker
Age	:	64
Qualification	:	LLB PGDIPLOMA IRW
Experience	:	40

Name	:	Mr. Hemant Bhuta
Age	:	56
Qualification	:	F.C.A.
Experience	:	27

Name	:	Mr. Harish Doshi
Age	:	56
Qualification	:	A.C.A.
Experience	:	29

Name	:	Mr. Pankaj Doshi
Age	:	54
Qualification	:	BSC
Experience	:	24

7. The Ministry of Corporate Affairs ("MCA") has issued Circulars stating that the service of notice / document by a company to its shareholders can now be made through electronic mode for prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

In view of the above, we request all the Members to provide their valid e-mail id along with their folio no. and their residential address as under:-

(I) Through post at :-

[A] The Registrar and Transfer agent of the Company i.e. M/s. Link Intime India Private Limited (Unit:- Biopac India Corporation Limited) at C- 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai – 400 078.

OR

[B] The Registered Office of the Company at 301-302, Sagar Avenue, S.V.Road, Andheri (W), Mumbai 400 058.

OR

(II) Through email at:- member@biopacindia.com

### ANNEXURE TO NOTICE

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

##### Item No: 4

The Board of Directors had appointed Mr. Hemant Bhuta as Additional Director of the Company with effect from 30/01/2012, pursuant to the provisions of Section 260 of the Companies Act, 1956 Mr. Hemant Bhuta holds office up to the date of Annual General Meeting. The notice has been received under section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Hemant Bhuta for the office of the Director of the Company.

None of the Director except Mr. Hemant Bhuta is concerned or interested in the resolution. Your Board recommends the resolutions for your approval

##### Item No. 5

Mr. Harish Doshi has been associated with the Company since 1996. The terms of his appointment were approved by the members for a period of three years w.e.f. 1<sup>st</sup> April 2009, which has expired on 31<sup>st</sup> March, 2012. As recommended by the Remuneration Committee, the Board of Directors at its meeting held on 30<sup>th</sup> January, 2012 has re-appointed Mr. Harish Doshi as Executive Chairman for a further period of three w.e.f. 1<sup>st</sup> April, 2012 and approved remuneration payable to him subject to approval of shareholders in General Meeting and subject to the provisions of Schedules XIII of the Companies Act, 1956.

The remuneration payable to Mr. Harish Doshi as contained in the draft of the agreement is reproduced below:

**SALARY** : ₹ 3, 00,000/- Per month inclusive of all perquisites

**PERIOD** : From 1<sup>st</sup> April, 2012 To 31<sup>st</sup> March, 2015 (Three years)

The above terms and conditions including the remuneration payable to the Executive Chairman would be the minimum remuneration payable in the event of loss or inadequacy of profits in any financial year subject to the provisions of Schedules XIII of the Companies Act, 1956.

A copy of the draft agreement is available for inspection to the members of the Company at the Registered Office of the Company between 11.00A.M. to 4.00 P.M. on all working days prior to the date of the meeting and at the meeting.

The resolution as set out in item No. 5 along with this explanatory statement may be treated as abstract u/s 302 of the Companies Act, 1956.

None of the Director of the Company except Mr. Harish Doshi and Mr. Pankaj Doshi are concerned or interested in this resolution.

The Board of Directors recommends the Special Resolution for the approval of the members.

**Item No. 6**

Mr. Pankaj Doshi has been associated with the Company since 1988. The terms of his appointment were approved by the members for a period of three years w.e.f. 1<sup>st</sup> January 2010, which is expiring on 31<sup>st</sup> December, 2012. As recommended by the Remuneration Committee, the Board of Directors at its meeting held on 29<sup>th</sup> May, 2012 has re-appointed Mr. Pankaj B. Doshi as a Managing Director of the Company for a further period of three years w.e.f. 1<sup>st</sup> January 2013 and approved remuneration payable to him subject to approval of shareholders in General Meeting and subject to the provisions of Schedules XIII of the Companies Act, 1956.

The remuneration payable to Mr. Pankaj B. Doshi as contained in the draft of the agreement is reproduced below:

**SALARY** : ₹ 3, 00,000/- Per month inclusive of all perquisites

**PERIOD** : From 1<sup>st</sup> January, 2013 To 31<sup>st</sup> December, 2015 (Three years)

The above terms and conditions including the remuneration payable to the Managing Director would be the minimum remuneration payable in the event of loss or inadequacy of profits in any financial year subject to the provisions of Schedules XIII of the Companies Act, 1956.

A copy of the draft agreement is available for inspection to the members of the Company at the Registered Office of the Company between 11.00A.M. to 4.00 P.M. on all working days prior to the date of the meeting and at the meeting.

The resolution as set out in item No. 6 along with this explanatory statement may be treated as abstract u/s 302 of the Companies Act, 1956.

None of the Director of the Company except Mr. Pankaj Doshi and Mr. Harish Doshi, are concerned or interested in this resolution.

The Board of Directors recommends the Special Resolution for the approval of the members.

**Item No: 7**

The Company has received a notice in terms of provisions of Section 257 (1) of the Companies Act, 1956 from Mr. Ramesh Sharma, a member of the Company proposing the name of Mr. Subhash Chandra Gupta as candidature for the office of Director of the Company.

The Board of Directors does not recommend the proposed resolution. None of the directors of the Company is interested in the resolution.

**For and on behalf of the Board of Directors**

**Pankaj B. Doshi**  
**Managing Director**

**Registered Office:**  
**301-302, Sagar Avenue**  
**S.V.Road, Andheri (W)**  
**Mumbai 400 058**

**Mumbai, 29<sup>th</sup> May, 2012**

**DIRECTORS' REPORT****TO THE MEMBERS**

The Directors have pleasure in presenting their 24<sup>th</sup> Annual Report and Audited Accounts for the year ended 31<sup>st</sup> March 2012.

**Financial Results***[₹ In Lacs]*

<b>Particulars</b>	<b>Year ended 31.03.2012</b>	<b>Year ended 31.03.2011</b>
Gross Revenues	4128.14	4147.17
Profit / (Loss) before Interest, Depreciation and Tax	472.76	845.72
Financial Expenses	59.24	72.15
Depreciation & Amortization	409.55	451.76
(Loss)/ Profit Before Tax	3.97	321.80
Taxation for the year	0.81	64.74
(Loss)/ Profit After Tax	3.16	257.06
Deferred Tax Adjustment	(14.11)	101.16
Net (Loss) Profit after Deferred Tax Adjustment	17.27	155.89
Profit/(Loss) brought forward from previous year	34.04	(121.84)
Balance carried forward	51.31	34.04

Note: Previous year figures have been regrouped wherever considered necessary.

**Dividend**

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

**Operations**

The total revenue of the Company during the year 2011-12 was ₹ 4128.14 Lacs as compared to ₹ 4,147.17 Lacs of previous fiscal year. The Cash Profit was ₹ 412.71 Lacs whereas net profit after tax was ₹ 3.16 Lacs during the year under review.

**Products & Business**

The Company's main business is "Food Service Disposables". Your company continues to be market leader in India.

**Exports**

During the year the Company achieved an Export Turnover of ₹ 743.30 Lacs as compared to ₹ 519.12 Lacs in the previous year.

**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 Profit/Loss of the Company for the year under review.

3. They have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provisions of the Companies Act, 1956 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**

The terms of office of M/s. Shah, Shah & Shah 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.

### **Technology Absorption and Foreign Exchange Earnings and Outgo**

In terms of the provisions of Section 217(1)(e) read with the companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 particulars as prescribed therein relating to Conservation of Energy, Technology Absorption and foreign Exchange Earnings and Outgo are given in Annexure "A" forming part of this Report.

### **Companies (particulars of employees) Rules, 1975**

As required under Section 217 (2A) of the Companies Act, 1956 and rules made there under, there are no particulars to be furnished as none of the employees was in receipt of remuneration aggregating ₹ 60,00,000/- or more per annum ,if employed throughout the year or ₹ 5,00,000/- or more per month, in case employed for part of the year.

### **Directors**

Mr. R. S. Maker, the Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his reappointment.

The Board of Directors of the Company has recommended for the approval of the member, the re-appointments of and the remuneration payable to Mr. Harish Doshi as Executive Chairman of the Company for a further period of three years w.e.f 1<sup>st</sup> April, 2012 and Mr. Pankaj Doshi as Managing Director of the Company for a further period of three years w.e.f 1<sup>st</sup> January, 2013 details of which are mentioned in the notice of the Annual General Meeting

Mr. Hemant Bhuta was appointed as an Additional Director of the Company pursuant to section 260 of the Companies Act, 1956 w.e.f. 30<sup>th</sup> January, 2012. He holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice from the member of the Company for his appointment as director of the Company. Your Board recommends his appointment as Director of the Company.

### **Corporate Governance**

In terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges at Mumbai, 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.

As regards the observations made in auditors Certificate on Corporate Governance the Directors clarify as under.

The company is in process of appointing a company secretary.



**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 of Directors**

**Place: Mumbai**

**Pankaj B. Doshi**

**Date : 29<sup>th</sup> May 2012**

**Managing Director**

**ANNEXURE - A**

**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.

**POWER AND FUEL CONSUMPTION**

	CURRENT YEAR 31.03.2012	PREVIOUS YEAR 31.03.2011
1. Electricity		
a. Purchased		
Unit (KWH)	3168.40	2664.48
Total Amount (₹)	1,93,30,994	1,27,53,894
Rate/KWH (Average) ₹	6101.18	4786.64

**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**

Foreign Exchange Earning : ₹ 6,30,69,850

Foreign Exchange Outgo : ₹ 25,55,114.79

**For and on behalf of the Board of Directors**

**Place: Mumbai**

**Pankaj B. Doshi**

**Date : 29<sup>th</sup> May 2012**

**Managing Director**

## ANNEXURE 'B'

## REPORT OF THE DIRECTORS 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.

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 5 [Five] members. The composition of the Board is in conformity with the Listing Agreement, having one Managing Director, one Executive Chairman and the required number of Non Executive and Independent Directors.

## During the year Five Meetings of the Board of Directors were held:

Name of Director	Category	Date of Board Meetings					Date of AGM
		15.04.2011	06.06.2011	29.07.2011	31.10.2011	30.01.2012	22.07.2011
Mr. Harish B. Doshi	Promoter & Executive	P	A	P	P	P	P
Mr. Pankaj B. Doshi	Promoter & Executive	P	P	P	P	P	P
Mr. Mehul D. Patel	Independent & Non - Executive	P	P	P	P	P	P
Mr. R.S. Maker	Independent & Non - Executive	P	P	P	P	P	P
Mrs. Smita L. Sanghavi	Independent & Non - Executive	P	P	P	P	P	P
* Mr Hemant Bhuta	Independent & Non - Executive	-	-	-	-	-	-

**P = Present; A = Leave of Absence**

**\* Mr. Hemant Bhuta has been appointed as Additional Director of the Company w.e.f. 30.01.2012.**

## Details of other Directorships / Committees –

Name of Director	Committee Membership	Committee Chairmanship	No of Directorships in other Companies
Mr. Harish .B.Doshi – Chairman	2	1	–
Mr. Pankaj .B.Doshi – Managing Director	1	–	–
Mr. Mehul Patel – Director	2	1	–
Mr. R. S. Maker – Director	1	1	–
Mrs. Smita L. Sanghavi – Director	–	–	–
Mr Hemant Bhuta – Director	1	-	2