

Industries Limited

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NINETEENTH ANNUAL REPORT 2007-2008



Industries Limited 19TH ANNUAL REPORT 2007-2008

BOARD OF DIRECTORS

Mr. Satan S. Bharwani

Chairman

Mr. Amit Khemani

Managing Director

Dr. P. Kotaiah

Director

Mr. D.T. Khilnani

Director

Dr. S. Puri

Director

Dr. S.D. Israni

Director

Padmashree Ms. Lila Poonawalla

Director

Mr. Vincent Vaz

Whole-time Director (w.e.f. 28th January 2008)

COMPANY SECRETARY

Haresh Thakkar

AUDITORS

M/s Deloitte Haskins & Sells Chartered Accountants, Mumbai

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072 Tel No:2851 5606, 2851 5644 Fax No: 2851 2885 sharexindia@vsnl.com

REGISTERED OFFICE & PLANT

Village Jani Vankad, ... Nani Daman, Daman -- 396210 (U.T.)



NOTICE

To, The Members.

BLOSSOM INDUSTRIES LIMITED

Notice is hereby given that the **Nineteenth Annual General Meeting** of the Shareholders of BLOSSOM INDUSTRIES LIMITED will be held on Friday, August 22, 2008, at 11.00 a.m. at Sandy Resort, Devka Beach, Daman – 396 210 (U.T.) to transact the following business: -

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2008 and the Profit & Loss Account of the Company for the year ended on that date, together with the Report of Directors' and the Auditors' thereon.
- To appoint a Director in place of Mr. S. S. Bharwani who retires by rotation and being eligible, offers himself for reappointment.
- To appoint a Director in place of Dr. S. Puri who retires by rotation and being eligible, offers himself for reappointment.
- To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

- To consider, and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution.
 - "RESOLVED THAT Mr. Vincent Vaz who was appointed as an Additional Director by the Board of Directors of the Company with effect from January 28, 2008 under Section 260 of the Companies Act, 1956 (the Act) and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."
- To consider, and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution.
 - "RESOLVED THAT pursuant to section 269, 309, 198 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, if any, as may be required, the consent and approval of the Company be and is hereby accorded to the appointment of Shri. Vincent Vaz as Whole-time Director of the Company for a period of 5 years w.e.f. 28th January, 2008, subject not to retire by rotation, on the remuneration and terms & conditions mentioned in the Agreement to be entered into between the Company and Mr. Vincent Vaz, a draft of which is submitted to this meeting and initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and

conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Vincent Vaz."

"RESOLVED FURTHER that if in any financial year of the Company during his tenure as Whole-time Director, the Company has made no profit or profits are inadequate, Mr. Vincent Vaz shall be paid remuneration including perquisites as permitted in terms of Section II of Part II of Schedule XIII of the Act."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule XIII, the consent of the members be and is hereby accorded to the reappointment of Mr. Amit A. Khemani as Managing Director of the Company for a further period of 5 years, subject not to retire by rotation, with effect from 27th September 2008 on a remuneration not exceeding the limits specified in Section I of Part II of Schedule XIII or Section II of Part II of Section XIII whichever is higher and on such terms and conditions including remuneration as set out in the Agreement entered into between the Company and Mr. Amit A. Khemani, as submitted to this meeting and initialed by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Amit A. Khemani.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956, be paid to and distributed amongst the Non-Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors for a period of 5 years with effect from financial year 2007-2008 upto financial year 2012-2013."

By order of the Board

Place: Mumbai Date: June 7, 2008 Mr. Amit A. Khemani Managing Director

Registered office:

Village, Jani Vankad, Nani Daman, Daman - 396 210 (U.T.)

NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER, THE PROXIES IN ORDER TO BE VALID MUST BE DULY COMPLETED STAMPED AND SIGNED AND MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- B. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 18th August 2008 to Friday, the 22nd August 2008 inclusive of both the days.
- C. Members are requested to:
 - Intimate to the Company or its Registrar and Share Transfer Agent immediately, of any change in their address.
 - Send all share transfer lodgments (Physical mode) / correspondence to the Registrar and Share Transfer Agent at the following address upto the date of book closure to:

M/s Sharex Dynamic (India) Private Limited Unit No. 1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072 Tel No: 2851 5606, 2851 5644

- Fax No: 2851 2885
- Write to the Company at least 7 (seven) days before the date of meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2008, so as to enable the Company to keep the information ready.
- Quote Registered Folio Numbers/ DP ID/ Client ID in all the correspondence.

EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 5 & 6:

Mr. Vincent Vaz was initially appointed as an Additional Director on 28th January 2008 and thereafter as a Whole-time Director. As required by the provisions under Section 257 of the Companies Act, 1956, a notice has been received from a member proposing Mr. Vincent Vaz's appointment as a Director along with a deposit of Rs.500/- (Rupees Five Hundred Only). The Board considers it desirable that the Company should continue to avail the services of Mr. Vincent Vaz.

Mr. Vincent Vaz is a qualified Chartered Accountant and having over 15 years of experience in the area of accounts, finance and taxation. He also has more than 10 years of experience in the liquor and beer industry. He was associated with the Khemani group from 1995 to 2005. He had earlier been designated as a Whole-time Director on the Board. Taking into account his vast experience in the Breweries industry, his professional qualifications and keeping in mind the proposed modernization project of the Company, it was desirable to appoint him as an Additional Director and also as a Whole-time Director, designated as an Executive Director.

At the meeting of the Board of Directors of the Company (the Board) held on January 28, 2008, the Board decided to appoint Mr. Vincent Vaz as a Whole-time Director, designated as an Executive Director of the Company, not subject to retire by rotation, for a period of 5 years with effect from January 28, 2008 on the following terms and conditions:

- TENURE: Five years with effect from 28.01,2008.
- 2. SALARY: Rs.50,000/- p.m.
- 3. PERQUISITES:
- a) Mobile telephone for official use.

Mr. Vincent Vaz will also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on the remuneration in the event the Company has no profits or its profits are inadequate in any financial year during the aforesaid period.

- (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Schemes to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable at the rate of half a month's salary for each completed year of service.
- (iii) Earned/privilege leave: On full pay and allowances, as per rules of the Company. Leave encashment also as per Company rules.

The total remuneration including perquisites shall not exceed 5% of the profits calculated in accordance with Section 349 and 350 of the Companies Act, 1956.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as per the limits set out Section II of Part II of Schedule XIII of the Companies Act, 1956.

At the Remuneration Committee meeting and at the Board of Directors meeting held on 7th June, 2008, the Committee



members and the Board decided to revise the terms and conditions (including remuneration) of appointment of Mr. Vincent Vaz as a Whole-time Director, pursuant to the provisions of Sections 198, 269, 309 read with Section I of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of members at the general meeting by ordinary resolution.

The revised terms and conditions of his appointment shall be as follows:

Proposed		Per Month	Per Annum
Basic		70700	848400
HRA	10%	7070	84840
Conveyance Allowance		17500	210000
Children Education Allowance		-	-
Medical	*	1250	15000
Performance Pay	2 months	11050	132600
LTA	1 month	6000	72000
Gratuity	15 days	2945	35340
PF (Company's Contribution)	12%	8485	101820
Total CTC	001	125000	1500000

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, commission and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is higher, unless otherwise determined by the Board of Directors.

The Board of Directors commends this resolution to the members for their approval.

None of the Directors except Mr. Vincent Vaz, himself is interested or concerned in this resolution.

Item 8:

The present terms of office of Mr. Amit Khemani as the Managing Director, will be expiring on 27th September 2008. Under the leadership of Mr. Amit Khemani, the Company has crossed all its initial hurdles, also came out of the purview of BIFR and is now a successful, profit making Company. Thus, in order to continue working under the leadership of Mr. Amit Khemani, the Board of Directors in their meeting held on 7th June 2008 entered into a fresh agreement and re-appointed him as the Managing Director for the period of 5 years with effect from 27th September 2008 to 27th September 2013, subject not to retire by rotation and subject to the approval of the shareholders.

The re-appointment shall be pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII without requiring the approval of the Central Government and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re-enactment

thereof for the time being in force), the Articles of Association of the Company and subject to the approval of members at the general meeting by ordinary resolution.

The total remuneration payable to Mr. Amit A. Khemani shall not exceed 5% of the net profits during any financial year or such other limits as may be prescribed by Central Government. The remuneration payable shall not exceed the limits specified in Section I of Part II of Schedule XIII or Section II of Part II of Section XIII, whichever is higher

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, commission and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is higher, unless otherwise determined by the Board of Directors.

In addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961,
- (b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of unavailed leave at the end of the tenure

 The Board of Directors commends this resolution to the
 members for their approval.

None of the Directors except Mr.Amit A. Khemani, himself is interested or concerned in this resolution.

Item 9:

Under the guidance of the Board, the Company has now become a model success story of BIFR. The Company came out of the purview of BIFR and is now a profit making Company. Also, taking into account the modernization project undertaken by the Company and the increasing responsibilities of the Directors, it is proposed that in terms of Section 309(4) of the Companies Act, 1956, the Non-Executive Directors be paid, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with Sections 198, 349 and 350 and the other provisions of the Companies Act, 1956, for the period of 5 years with effect from the financial year 2007-2008 upto financial year 2012-2013. This remuneration will be distributed amongst the Non-Executive Directors in accordance with the directions given by the Board.

The Board of Directors commends this resolution to the members for their approval.

Except Mr. Amit Khemani and Mr. Vincent Vaz, other Directors of the Company are interested in passing of this resolution.

By order of the Board

Place: Mumbai Date: June 7, 2008 Mr. Amit A. Khemani Managing Director

Registered office:

Village, Jani Vankad, Nani Daman, Daman - 396 210 (U.T.)

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DIRECTORS' REPORT

To
The Members
BLOSSOM INDUSTRIES LIMITED

The Directors have pleasure in presenting the Nineteenth Annual Report of the Company and the Audited Statement of Accounts for the year ended **March 31, 2008.**

1.0 FINANCIAL RESULTS:

(Rs. In Lacs)

Particulars	2007-2008	2006-2007	
Sales & Other Income	7654.54	6641.63	
Profit before interest and Depreciation	1421.00	1349.20	
Less/Add:	:	•	
(1) Interest	151.98	156.00	
(2) Depreciation	287.97	373.93	
Profit before tax	981.05	819.27	
Less:			
Provisions for tax	340.43	10.90	
Profit/ (Loss) for the Year	640.62	808.37	
Balance brought forward from previous year	722.23	(86.14)	
Balance carried to the Balance Sheet	1362.85	722.23	

2.0 DIVIDEND:

In view of the modernization project undertaken by the Company, the Directors do not recommend any dividend.

3.0 PERFORMANCE:

During the year under review, the Company could achieve sales turnover (including other income) of Rs.7654.54 Lacs as compared to Rs.6641.63 Lacs in the previous year. However the profit has declined from Rs 808.37 Lacs to Rs.640.62 Lacs. The declined in profit is due to completion of the sales tax holidays (exemption) enjoyed by the Company. Your Company shall continue to use optimal capacity utilization, cost reductions to improve margins. The management has taken appropriate measures to maintain the growth momentum during the current year.

3.1 MODERNIZATION PROJECT:

Your Company has undertaken a modernization project with a total capital outlay of Rs.85 Crores. The project is at the final stage of implementation and also expected to start trial production by the end of June 2008. The result of the same shall be reflected during the current year's performance.

4.0 STATUS UNDER SICA:

The Company continued to adhere to all necessary compliances in the course of implementing the Sanctioned Rehabilitation Scheme during the year including operating the plant at a higher capacity with a view to ensure sustained long term viability.

5.0 DIRECTORS:

Mr. S. S. Bharwani and Dr. S. Pun retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. Vincent Vaz was appointed by the Board as an Additional Director of the Company under Section 260 of the Companies Act, 1956, and holds office as a Director only up to the date of the ensuing Annual General Meeting. As required by the provisions of Section 257 of the Companies Act, 1956, notice has been received from a member proposing the appointment of Mr. Vincent Vaz as Director along with deposit of Rs.500/- (Rupees Five Hundred Only).

Mr. Vincent Vaz was appointed by the Board as a Wholetime Director designated as an Executive Director of the Company subject to the confirmation by the members.

The Board considers it desirable that the Company should continue to avail the services of Mr. Vincent Vaz and recommends his appointment.

Mr. Amit Khemani was re-appointed as a Managing Director by the Board for a further tenure of 5 years with effect from 27th September 2008. The Board recommends his re-appointment.

6.0 AUDITORS:

The retiring Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants, have given their consent for appointment as Statutory Auditors at the ensuing Annual General Meeting. The Company has received a letter from M/s Deloitte Haskins & Sells, Chartered Accountants, to the effect that their reappointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. Your Directors recommend their reappointment.

7.0 AUDITORS' REPORT:

There are no qualifications contained in the Auditors' Report and therefore there are no further explanations to be provided for in this report.

8.0 INSURANCE:

All the assets of your Company have been adequately insured.

9.0 FIXED DEPOSIT:

The Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.



10.0 EMPLOYEES:

One employee falls within the purview of the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. The statement for the same is attached herewith:

Name of the Employee and Designation	Qualification	Age	Experience	Remuneration.	Commence- ment of Employ-ment	Particulars of last employment held, designation, organization and period
Mr. Amit Khemani Managing Director	 B. A. with major subjects viz., Business Management and Communication Junior College Diploma from Brevard College 	31 years	9 years	Rs. 50,00,000/-	27.09.2003	DIAGEO Plc. Management Trainee.1 year.

11.0 ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

The information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in Report of the Board of Directors) Rules, 1988 with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo is appended hereto as Annexure I and forms part of this report.

12.0 DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956; the Directors based on the representations received from the Operating Management confirm that-

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (2) They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at end of the financial year and of the profit of the Company for that year;
- (3) They have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records 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.

13.0 ACKNOWLEDGEMENTS:

The Directors express their deep gratitude for the cooperation and support extended to your Company by its customers, suppliers, Bankers and various Government agencies. Your Directors also place on record the commitment and involvements of the employees at all levels and look forward to their continued co-operation. The Directors are also thankful to the Shareholders for their continued support to the Company:

For and on behalf of the Board of Directors

S. S. Bharwani Chairman

Date: June 7, 2008 Place: Mumbai

ANNEXURE I- TO THE DIRECTORS' REPORT

A. CONSERVATION OF ENERGY

Energy Conservation measures taken by the Company.

a) Electrical Energy

- Steps are taken to improve power factor by installing capacitors and AC drives.
- Brewing and bottling operations synchronized during lean season to achieve optimal energy consumption.

b) Fuel Oil Consumption

- Low-pressure Burners in boiler replaced with energy efficient Burners.
- Condensate recovered from the bottles washer used in pasteurizer and thereby reducing furnace oil consumption.

B. TECHNICAL ABSORPTION

- Indigenous/Locally available raw materials are utilized to gain maximum advantage.
- No technology has been imported by the Company.
- Efforts are being made to further improve the quality of the products.

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Company concentrates in the domestic market for its products. The efforts are being made to increase the exports of our own brand of beer.

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Foreign Exchange Earnings Rs.32.97 Lacs

Foreign Exchange Outgo Rs.39.69 Lacs

GENERAL SHAREHOLDERS INFORMATION

A) Annual General Meeting:

Day, Date, Time & Venue	Friday, 22nd August 2008 at 11.00 a.m. at Sandy Resort, Devka Beach, Daman – 396 210 (U.T.).
Financial Year	1 st April 2007 – 31 st March 2008
Book Closure Date	18 th August 2008 – 22 nd August 2008

B) Registrar & Share Transfer Agent:

M/s Sharex Dynamic (India) Private Limited of Mumbai is the Registrar & Share Transfer Agent of the Company.

For any assistance regarding share transfers, transmissions, change of address, duplicate/missing share certificates and other relevant matters, please write to the Registrar & Share Transfer Agent of the Company, at the address given below:

M/s Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072 Tel No:2851 5606, 2851 5644

Fax No: 2851 2885

Contact Person: Mr. B.S. Baliga, Director

Email: sd_india@rediffmail.com

C) Share Transfer System:

All matters pertaining to Share Transfer are being handled by M/s Sharex Dynamic (India) Private Limited. The Share Transfer requests received are processed by them and a Memorandum of Transfer is sent to the Company for approval. The average time taken for processing Share Transfer requests including dispatch of Share Certificates is less than 30 days, while it takes a minimum of 15 days for processing dematerialization requests. The Company's representatives visit the office of the Registrar & Share Transfer Agents to monitor, supervise and ensure that there are no delays or lapses in the system.

D) Dematerialization of Shares and Liquidity:

The Company in May 2002 has entered into an agreement with the Central Depository Services (India) Limited for dematerialization of its Equity Shares in accordance with the provisions of the Depositories Act, 1996.

Plant Locations:

The Company has manufacturing plant situated at Village Jani Vankad, Nani Daman, Daman-396 210. (U.T.)

Tel: (0260) 2221050, 2221130, 2221120, Fax: 2220421

E-mail: bil_ad1@sancharnet.in

ADDRESS FOR CORRESPONDENCE REGISTERED OFFICE

Village, Jani Vankad, Nani Daman, Daman-396210(U.T.)

Tel: (0260) 2221050, 2221130, 2221120

Fax: (0260) 2220421

E-mail: bil_ad1@sancharnet.in