

# Annual Report

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## Coral India Finance and Housing Ltd.



## CORAL INDIA FINANCE AND HOUSING LIMITED

**BOARD OF DIRECTORS** :

Mr. Navinchandra B Doshi	-	Chairman
Mrs. Meeta S Sheth	-	Managing Director
Mr. S.Ramamruthy	-	Whole-Time Director
Dr. Sharad R Mehta	-	Director
Mr. Piyush R Dhedhi	-	Director

**AUDITORS** :

P.C. GHADIALI & COMPANY  
Chartered Accountants  
206, Arun Chambers  
Tardeo  
Mumbai - 400 034

**LEGAL ADVISORS** :

HARIDAS & COMPANY  
Examiner Press Building  
35, Dalal Street, Fort  
Mumbai - 400 023

**BANKERS** :

ORIENTAL BANK OF COMMERCE

**REGISTERED OFFICE** :

Dalamal House, 4<sup>th</sup> Floor  
Jamnalal Bajaj Marg  
Nariman Point, Mumbai - 400 021

**SHARE TRANSFER AGENTS** :

INTIME SHARE SERVICES PVT. LTD.  
260-A, Shanti Industrial Estate  
Sarojini Naidu Road  
Mulund (West), Mumbai - 400 080

**EQUITY SHARES LISTED AT** :

**MADRAS STOCK EXCHANGE**  
Exchange Building  
Post Box No.1183  
11, Second Line Beach  
CHENNAI - 600 001

**THE MUMBAI STOCK EXCHANGE**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI - 400 001

**NATIONAL STOCK EXCHANGE OF INDIA LTD**  
Trade World, Senapati Bapat Marg  
Lower Parel  
MUMBAI - 400 013

**THE AHMEDABAD STOCK EXCHANGE**  
Kamdheni Complex  
Opp. Sahajanand College  
Panjara Pole  
AHMEDABAD - 380 015

**THE CALCUTTA STOCK EXCHANGE ASSOCIATION LTD**  
No.7, Lyons Range  
CALCUTTA - 700 001

**A N N U A L   R E P O R T   2 0 0 0   -   2 0 0 1**

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## NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of CORAL INDIA FINANCE AND HOUSING LIMITED will be held at Dalamal House, 4<sup>th</sup> floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021 on Tuesday, the 12<sup>th</sup> June, 2001 at 11.30 a.m. to transact the following business :

1. To receive, consider and adopt the Directors' Report, the Accounts of the Company for the year ended 31<sup>st</sup> March, 2001 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Piyush R. Dhedhi who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution with or without modification, as Ordinary Resolution:  
 "RESOLVED THAT M/s. Sutar Associates, Chartered Accountants, B2/B3, Satyam Shopping Centre, Ghatkopar(E), Mumbai 400 077 be and hereby appointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to fix their remuneration, in place of M/s. P.C. Ghadiali & Co., Chartered Accountants retiring Auditors".
4. To consider and if thought fit, to pass the following resolution with or without modification, as Special Resolution:  
 "RESOLVED THAT pursuant to the provision of Section 140 (2A) of the Companies Act, 1956 consent of the Company be and is hereby accorded to the Commencement of Business by the Company as stated in Clause 78 in the other objects of the memorandum of Association."  
 "RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors to commence the above business pursuant to Section 149 (2A) of Companies Act, 1956".
5. To consider and if thought fit, to pass the following resolution with or without modification, as Special Resolution:  
 "RESOLVED THAT the Company do voluntarily de-list its' equity with the National Stock Exchange of India Ltd., Mumbai".
6. To consider and if thought fit, to pass the following resolution with without modification, as Special Resolution:  
 "RESOLVED THAT pursuant to the provisions of section 31 and other applicable provisions, if any of the companies Act, 1956 (including any statutory modifications or re enactment thereof for the time being in force) the Articles of Association of the Company be and hereby altered/amended in the manner stated below:
  1. That in the existing Article 20 the following sub-clause shall be inserted namely,
    - a) Beneficial Owner :  
Beneficial Owner shall mean and include 'a person or person' as defined in clause 9(a) of sub-section 2 of the Depositories Act, 1996.
    - b) Bye law  
Bye laws means bye-laws under section 29 of the Depositories Act, 1996.
    - c) Depositories Act  
Depositories Act shall mean and include the Depositories Act, 1996, and any statutory modifications or re-enactment thereof from time-time.
    - d) Depository  
Depository means a Depository as defined under Clause (c) of sub-section (1) of Section 2 of the Depository Act, 1996, and inclusive a company registered under the Companies Act 1956 which as been granted a certificate of registration under sub-section 1(A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
    - e) Participant  
Participant means a person registered as such under sub-section (1A) is section 12 of the Securities and Exchange Board of India Act, 1992.



- f) Securities and Exchange Board of India  
Securities and Exchange Board of India (SEBI) means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

**REGISTERED OFFICE**

Dalamal House, 4<sup>th</sup> Floor  
Jamnalal Bajaj Marg  
Nariman Point  
Mumbai - 400 021

By Order of the Board

**NAVINCHANDRA B DOSHI**  
Chairman

Mumbai, 2<sup>nd</sup> May , 2001

**NOTES :**

- a) The relative Explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Business Item No.3 to 5 above are annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the registered office of the Company, not later than Forty eight (48) hours before the time fixed for holding the meeting.
- c) The Register of members and the Share Transfer Books of the Company shall remain closed from 8<sup>th</sup> June 2001 to 12<sup>th</sup> June 2001. (both days inclusive).
- d) Members are requested to bring in their own copies of the Report and Accounts to the Meeting as no extra copies will be given at the venue of the meeting.
- e) Members are requested to notify any change in their address immediately to the Share Transfer Agents : M/s. Intime Spectrum Registry Pvt. Ltd., 260-A, Shanti Industrial Estate, Sarojini Naidu Road, Mulund (W), Mumbai - 400 080 quoting their Folio No. and members who have multiple folios in identical name or joint names in same order are requested to send all the share certificate(s) to the Share Transfer Agents, for consolidation of all such shareholdings into one folio to facilitate better service.
- f) Members desiring any information/clarification on the accounts are requested to write to the Registered Office of the Company atleast seven days in advance, so as to enable the management to keep the information ready at the Annual General Meeting.

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Mumbai - 400 021

By Order of the Board

**NAVINCHANDRA B DOSHI**  
Chairman

Mumbai, 2<sup>nd</sup> May , 2001.




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**EXPLANATORY STATEMENT AS PER SECTION 173(2) OF THE COMPANIES ACT, 1956.**


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**Item No.3.**

M/s.P.C.Ghadiali & Co., Chartered Accountants retiring Auditors of the Company resigned due to pre-occupation and M/s.Sutaria Associates Chartered Accountants given their concern to work as a Auditor of the Company if appointed. The Directors recommend the Ordinary Resolution for your approval.

None of the Directors' are interested or concerned in the resolution except to the extent to their shareholding in the Company.

**Item No.4.**

The members of the Company may be aware that there is a general slack in the Construction, Housing activities and so is Finance related activities. The Company is trying very much hard to keep up with the pace with the depressed economy.

The Board of Directors of the Company have tried various possibilities to improve the bottom line of the Company. In a positive measure have come up with an idea of building resorts, restaurants, hotels, refreshment rooms, holiday home etc., in order to improve the profits of the company.

The commencement of the said objects is stated in Clause 78 in the other Objects of the Memorandum of Association and as per the provisions of Section 149(2A) of the Companies Act, 1956, a permission is need to be sought from the members of the Company in a General Meeting.

The Board of Directors, accordingly, recommends passing of the said resolution.

A copy of the Memorandum of Association is available for inspection at the Registered Office of the Company during business hours on all working days upto the date of Annual General Meeting.

None of the Directors' are interested or concerned in the resolution except to the extent to their shareholding in the Company.

**Item No.5**

The equity shares of your Company is listed with National Stock Exchange of India Ltd., Mumbai. Most As the volumes traded in this exchange are negligible and the amount of money on listing fees and other paper work involved for continuous listing, the Board after taking into account all such factors have decided to voluntarily de-list the equity shares with National Stock Exchange Ltd., Mumbai. As per the latest guidelines on the issue, the requires the prior approval of the members by way of a Special Resolution in addition to other rules and regulations.

The Directors recommend the Special Resolution for your approval.

None of the Directors' are interested or concerned in the resolution except to the extent to their shareholding in the Company

**Item No.6.**

Consequent upon the passing of the Depositories Act, 1996 and considering benefits of scripless trading, the company with a view to provide better services to the investors is planning to enter into an electronic depository facility for the securities of the company.

Certain provisions of the Articles of association of the company pertaining to issue, holding, transfer and other dealings in securities and issue of certificates thereof, which were framed on the provisions of the Companies Act, 1956 are being amended so as to facilitate the functioning of the depository system.

Addition of some Articles in the Articles of association of the Company pertaining to issue, holding and dealing in scripless securities are necessary so as to bring them in line with the relevant provisions of the Depository Act and to give effect to the practical aspects of the depository system. The same are self explanatory.

The Board recommend this Resolution for approval of the members.

None of the Directors of the Company is concerned or interested in this Resolution.

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Nariman Point  
Mumbai - 400 021

Mumbai, 2<sup>nd</sup> May, 2001.

By Order of the Board

**NAVINCHANDRA B DOSHI**  
Chairman

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**CORAL INDIA FINANCE AND HOUSING LIMITED**



## DIRECTORS' REPORT

Dear Members

Your Directors are pleased to present their Seventh Annual Report and Audited Statement of Accounts for the year ended March 31st, 2001.

## FINANCIAL PERFORMANCE

	Rs. in Lacs	
	2000-2001	1999-2000
Income	49.41	62.86
Expenditure	21.34	22.03
Earnings before Tax	28.07	40.83
Provision for Tax	10.45	13.62
Prior period adjustments	-	4.56
Earnings after Tax	17.62	31.77
Balance brought forward	145.57	113.80
Balance c/f. to Balance Sheet	163.19	145.57

## GENERAL REVIEW

The impact of the economic slowdown on your Company's performance has been more severe. However the income earned during the period under review from the fund activities was satisfactory the NBFC's are passing through a tough phase in general.

During the year under report, the company could not make much headway in the housing construction activities in view of depressed market conditions. In a positive measure your Board have come up with an idea of converting the structure into a Resort in order to improve the bottom line of the Company.

## DIVIDEND

Your Directors regret not to recommend any dividend due to the meagre profits of the Company.

## DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. Piyush R. Dhedhi retire by rotation and being eligible offers himself for re-appointment.

## DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors would like to inform the members that the audited accounts containing the Financial Statements for the year ended 31st March, 2001 are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance transactions carried out during the year and reasonably represent the Company's financial condition and results of operations. These financial statements are audited by the Statutory Auditors M/s. P.C. Ghadiali & Co.,

Your Directors further confirm that :

- in the preparation of the annual accounts, applicable accounting standards have been followed :
- the estimates are made so as to give a true and fair view of the statement of affairs of the company at the end of the financial year:
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities:
- that the Directors had prepared the annual accounts on a going concern basis.

## PARTICULARS OF EMPLOYEES

Information as per section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended is NIL.