



CORAL INDIA FINANCE AND HOUSING LIMITED



Annual Report 2001-2002



CORAL INDIA FINANCE AND HOUSING LIMITED

BOARD OF DIRECTORS :

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

AUDITORS :

M/s. Sutaria Associates
Chartered Accountants
3, Satyam Shopping Centre,
Ghatkopar (East), Mumbai - 400 077.

LEGAL ADVISORS :

M/s. Haridas & Company
Examiner Press Building
35, Dalal Street, Fort,
Mumbai - 400 023.

BANKERS :

Oriental Bank Of Commerce

REGISTERED OFFICE :

Dajamal House, 4th Floor,
Jamnalal Bajaj Marg,
Nariman Point,
Mumbai - 400 021.

SHARE TRANSFER AGENTS :

Intime Spectrum Registry 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
Kamdhenu Complex
Opp. Sahajanand College
Panjara Pole
AHMEDABAD - 380 015

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



NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of CORAL INDIA FINANCE AND HOUSING LIMITED, will be held at Dalamal House, 4th Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 on Monday, 12th August 2002 at 3.30 p.m. to transact the following business: -

1. To receive, consider and adopt the Directors' Report, the Accounts of the Company for the year ended 31st March 2002 and the Auditor's Report hereon.
2. To appoint a Director in place of Mr. Sharad Mehta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company 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.
4. To consider and if thought fit, to pass the following resolution with or without modification, as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 268, 269 and 309 and other applicable provisions, If any and Schedule XIII of the Companies Act, 1956, approval be and is hereby given to the appointment of Mr. Navinchandra B. Doshi, as the Managing Director of the Company, for a period of five years from 31.05.2002 on the condition that he shall not draw any remuneration from the company as he is already drawing remuneration from M/s. DWD Pharmaceuticals Limited as Executive Director of that Company but shall be reimbursed with all the costs, charges and expenses Incurred for the business of the Company."

REGISTERED OFFICE

Dalamal House, 4th floor,
Jamnalal Bajaj Marg,
Nariman Point,
Mumbai 400 021.

By Order of the Board,

NAVINCHANDRA B. DOSHI
CHAIRMAN

Place: Mumbai

Date : 31st May 2002

NOTES

- a) The relative Explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Business Item No 4 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 8th August 2002 to 12th August 2002 (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) IN TERMS OF NOTIFICATION ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI), EQUITY SHARES OF THE COMPANY COME UNDER COMPULSORY DEMAT TRADING BY ALL INVESTORS, WITH EFFECT FROM 1st JANUARY 2002. THE SHAREHOLDERS ARE, THEREFORE ADVISED TO DEMATERIALISE THEIR SHAREHOLDING TO AVOID INCONVENIENCE IN FUTURE.
- f) Please send your all correspondence including requests for transfer/ transmission of shares, change of address etc., to Intime Spectrum Registry Pvt. Ltd., 260-A, Shanti Industrial Estate, Sarojini Naidu Road, Mulund (West), Mumbai 400 080.



- g) Members desiring any information/clarification on the accounts are requested to write to the Registered Office of the Company at least seven days in advance, so as to enable the Management to keep the Information ready at the Annual General Meeting.

REGISTERED OFFICE

Dalamal House, 4th Floor,
Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021.

By Order of the Board,
NAVINCHANDRA B. DOSHI
Chairman

Place : Mumbai
Date: 31st May 2002

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

ITEM NO. 4

Mr. Navinchandra B. Doshi appointed as Managing Director for the a period of five years from 31st May 2002 on the condition that he shall not draw any remuneration from the company as he is already drawing remuneration from M/s. DWD Pharmaceuticals Limited as Executive Director of that Company but shall be reimbursed with all the costs, charges and expenses incurred for the business of the Company.

Considering his varied experience in Management and Administration it will be in the Interest of the company to appoint him as a Managing Director.

No Director of the Company excepting Mrs. Meeta S. Sheth is interested or concerned in the Resolution Mrs. Meeta Sheth, Director of the Company, is related to Mr. Navinchandra B. Doshi. This should be considered also an abstract of the terms of the appointment of the aforesaid Managing Director and a Memorandum as to the nature of the concern or interest of the Director in the said appointment as required under Section 302 of the Companies Act, 1956.

Your Directors recommend the appointment of Mr. Navinchandra B. Doshi as Managing Director of the Company.



**DIRECTORS' REPORT:**

Dear Members,

Your Directors are pleased to present their Eighth Annual Report and Audited Statement of Accounts for the year ended 31st March 2002.

FINANCIAL PERFORMANCE

	Rs. In lacs	
	2001 - 2002	2000 - 2001
Income	33.16	49.41
Expenditure	25.87	21.34
Earnings before Tax	7.29	28.07
Provision for Tax	3.41	10.45
Provision for Deferred Tax	0.25	-
Earnings after Tax	4.13	17.62
Balance brought forward	163.19	145.57
Balance carried forward to Balance Sheet	167.73	163.19

REVIEW OF OPERATIONS

During the year under review, income from the fund activities is Rs.29.07 Lacs as compared Rs.49.41 lacs in the previous year. The Company could not make much headway in the housing construction activities in view of depressed market conditions.

DIVIDEND

Your Directors regret their inability to propose any dividend due to the meager profits of the Company.

DIRECTORS

During the period under review, Mrs. Meeta S. Sheth resigned as Managing Director of the Company due to personal reasons. The Board of Directors place on record their appreciation for the services rendered by her during her tenure as Managing Director of the Company. Mrs. Meeta S. Sheth though, continues to be a Director of the Company. Mr. Navinchandra B. Doshi was appointed as Chairman and Managing Director of the Company by the Board of Directors subject to the approval of the Members in the Annual General Meeting. Mr. Navinchandra B. Doshi is presently Chairman of the Company.

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that,

- in the preparation of the annual accounts, applicable accounting standards have been followed.
- the estimates are made so as to give 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.

FIXED DEPOSITS

Your Company has not accepted any deposits from the Public.

AUDITORS

Messrs. Sutaria Associates, Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and have expressed their willingness to continue if so appointed. The Members are requested to consider their re-appointment for the current year.

REGISTERED OFFICE

Dalamal House, 4th Floor,
Jamnalal Bajaj Marg,
Nariman Point, Mumbai 400 021.

Place: Mumbai

Date : 31st May 2002

By Order of the Board,

NAVINCHANDRA B. DOSHI
CHAIRMAN



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on code of Governance

A brief statement on the Company's philosophy on code of governance:

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all interactions with its stake holders, including the shareholders, employees, the government and other bodies. The business operations of the Company are conducted not to benefit any particular interest group but for the benefit of all stakeholders.

2. Board of Directors

The Board consists of five members comprising:

- One Executive Director
- Four Non Executive Directors Including Chairman & Managing Director.

Five Board Meetings were held during the year 2001-2002, on April 30th 2001, July 31st 2001, 31st October 2001, 31st January 2002 and 29th March 2002.

All Board meetings and Annual General Meetings are attended by all Directors.

3. Audit Committee

The Audit Committee comprise of:

- | | | |
|------------------------------|--------------------------|-----------------------------|
| 1) Mr. Navinchandra B. Doshi | - Non Executive Director | - Chairman of the Committee |
| 2) Mr. Priyush R. Dhedhi | - Non Executive Director | - Member of the Committee |
| 3) Mr. S. Ramamruthy | - Executive Director | - Member of the Committee |

The terms of reference specified by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement. They are as follows:

- The statutory annual and quarterly financial reporting by the Company.
- Changes in the statutory
- The adequacy and effectiveness of accounting and financial controls of the company, compliance with Company policies and applicable laws and regulations.

The Committee also recommends to the Board the appointment of external Auditors.

During the financial year the Audit Committee met on four occasions. The meetings were held on April 30th 2001, July 31st 2001, October 31st 2001 and 31st January 2002. All Committee members attended all Audit Committee meetings.

4. Remuneration Committee

The Chairman and non-executive Directors do not draw any remuneration from the Company except sitting fees for attending the meetings of the Board and Committees thereof.

The Company pays sitting fees to all directors other than Managing Director and Whole Time Director at the rate of Rs.600 for each meeting.

5. Shareholder/Investor Grievance Committee

The Committee comprises of Shri Navinchandra B. Doshi and Mr. Priyush R. Dhedhi. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall Improvement of the equity of Investor services. Shri S. Ramamurthy is the Compliance Officer.

6. General Body Meetings

The Last Three Annual General Body Meetings of the company were held as under:

Year	Location	Date	Time	No. of special Resolutions Passed
1998-1999	Dalamal House 4 th floor, J. B. Marg, Nariman Point, Mumbai 400 021.	28.09.1999	11.00 am	1
1999-2000	As above	28.09.2000	11.30 am	Nil
2000-2001	As above	12.06.2001	11.30 am	3



7. Means of Communication

The Company has published its quarterly results in The Free Press Journal (English) and Maharashtra Times.

8. General Shareholder Information

a) Annual General Meeting:

- Date and Time : 12th August 2002 3.30 p.m.
- Venue : Dalamal House, 4th floor,
J.B.Marg, Nariman Point
MUMBAI 400 021.

b) Financial Calendar 2002 : Annual General Meeting (Tentative) 12th August 2002

Results for the quarter ending :

- 1) June 30th, 2002 : Last week of July 2002
- if) September 30th, 2002 : Last week of October 2002
- iii) December 31st, 2002 : Last week of January 2003
- iv) March 31st, 2003 : Last week of April 2003

c) Book Closure: 8th August to 12th, August 2002 (both days inclusive)

d) Dividend Payment date: Not applicable

e) Listing of Equity Shares on Stock Exchanges at

Mumbai, National Stock Exchange, Chennai, Ahmedabad and Kolkata.

f) Demat ISIN Numbers In NSDL & CDSL Equity Shares INE558DO1013

g) Registrar and Transfer Agents :

Intime Spectrum Registry Pvt. Ltd.,
260-A Shanti Industrial Estate,
Sarojini Naidu Road, Mulund (W),
Mumbai 400 080.

h) Stock Market Data Bombay Stock Exchange (BSE)

	Monthly High Price		Monthly Low Price
April to December 2001		No Transaction	
January 2002		No Transaction	
February 2002	4.50		4.00
March 2002	4.25		3.80

i) Dematerialization of Share:

Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 1st January 2002 as per notification issued by the Securities and Exchange Board of India (SEBI) Approximately 1.2% of outstanding share have been dematerialized upto 31st March 2002.

j) Distribution of Shareholding as on 31st March 2002

International Investors (NRI/FII's)	= 14.36%
Body Corporate	= 19.61%
Others	= 66.03%