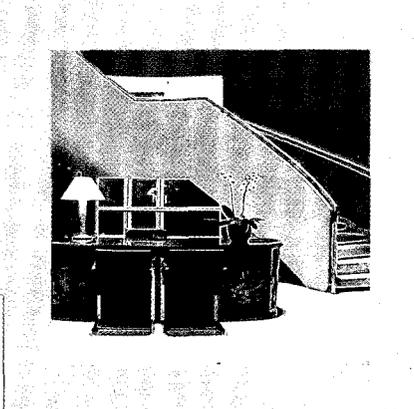
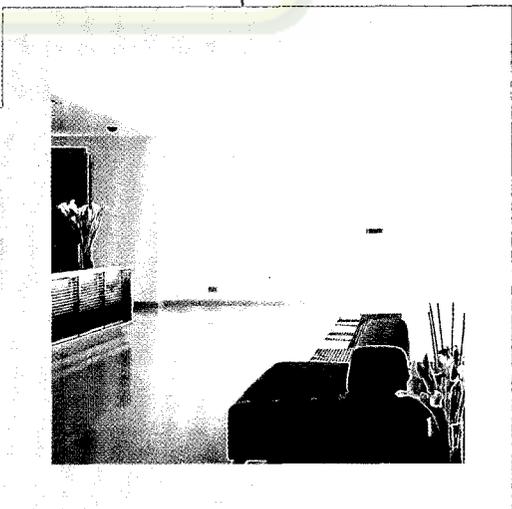
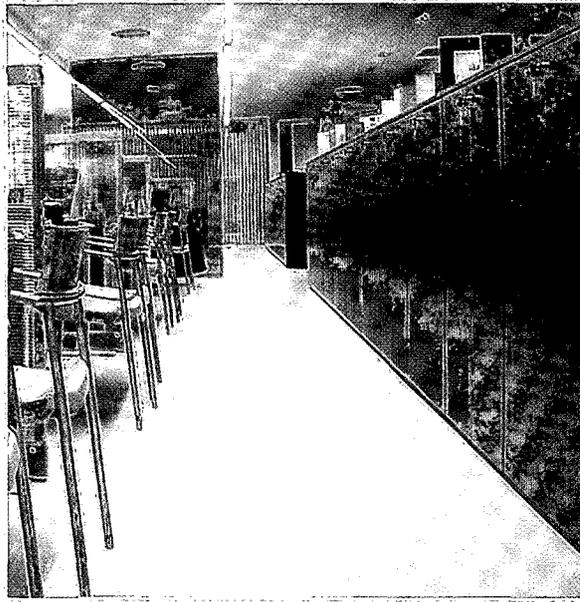


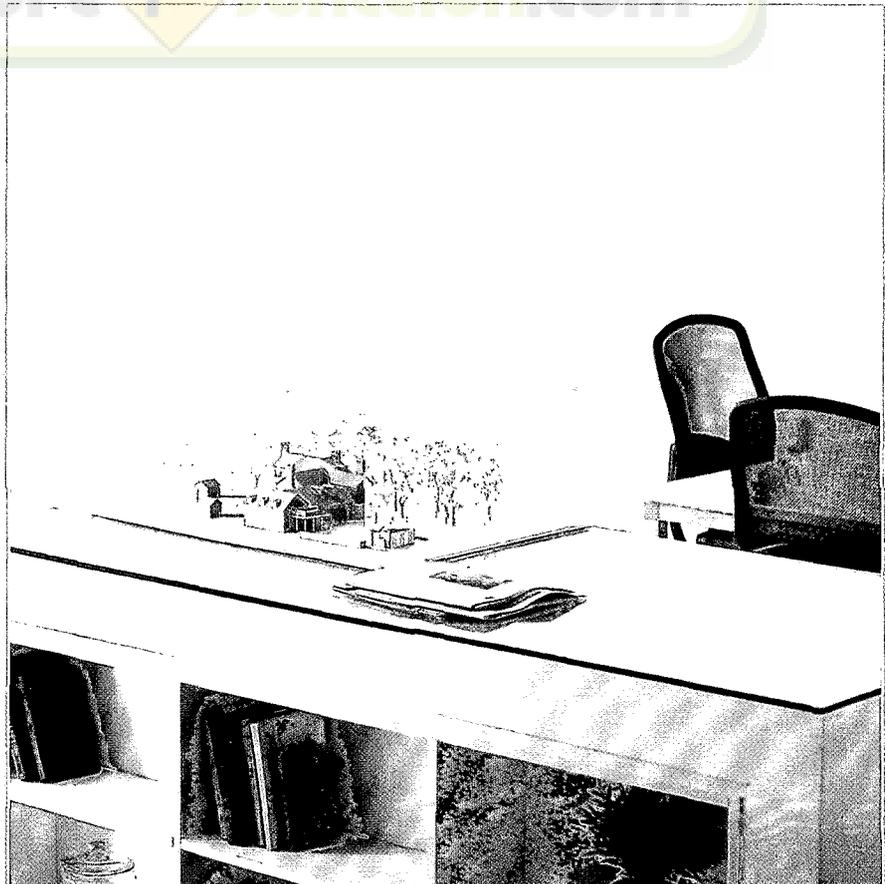
**CORAL INDIA FINANCE  
AND HOUSING LIMITED**

annual report 2008 - 09





REPORT  JUNCTION.COM





**CORAL INDIA FINANCE AND HOUSING LIMITED**

- BOARD OF DIRECTORS** : Mr. Navinchandra B Doshi - Chairman & Managing Director  
 Mr. S. Rammamurthy - Whole-Time Director  
 Dr. Sharad R. Mehta - Director  
 Ms. Ami M Shah - Director
- AUDITORS** : M/s. Sutaria Associates  
 Chartered Accountants  
 23, 2<sup>nd</sup> Floor, C Wing,  
 Satyam Shopping Centre,  
 M.G.Road, Ghatkopar (East),  
 MUMBAI 400 077.
- BANKERS** : HDFC Bank Ltd., Express Tower Branch,  
 Nariman Point, Mumbai - 400021.
- REGISTERED OFFICE** : Dalamal House, 4th Floor,  
 Jamnalal Bajaj Marg, Nariman Point,  
 MUMBAI - 400 021.
- Registrar and Transfer Agent** : Link Intime India Pvt. Ltd  
 (Unit – Coral India Finance and Housing Ltd)  
 C -13, Pannalal Silk Mill compound,  
 LBS Marg, Bhandup (West),  
 MUMBAI 400 078.



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## NOTICE

NOTICE is hereby given that the Fifteenth 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 Thursday, 25th September 2009 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 2009 and the Auditor's Report thereon.
2. To appoint a Director in place of Ms Ami Shah who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of his Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### REGISTERD OFFICE

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

Place: Mumbai

Date: 24th August, 2009

By Order of the Board,

**NAVINCHANDRA B. DOSHI**  
Chairman

### NOTES:

- a) 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.
- b) The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September 2009 to 25th September 2009 (both days inclusive)
- c) Members are requested to bring in their own copies of the Report and Accounts.
- d) Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors' seeking re-appointment at the forthcoming Annual General Meeting is attached hereto.



## DIRECTORS' REPORT:

Dear Members,

Your Directors are pleased to present their Fifteenth Annual Report and Audited Statement of Accounts for the year ended 31st March 2009.

### 1. FINANCIAL PERFORMANCE

Rupees in Lacs

	2008-09	2007-08
Income	245.64	559.50
Expenditure	110.99	118.21
Earnings before Tax	134.65	441.29
Provision for Tax	13.00	50.00
Provision for Deferred Tax	2.39	3.72
Provision for Fringe Benefit Tax	1.50	0.77
Earnings after Tax	117.76	386.78
Add: Income Tax adjustments of earlier years	-	2.72
Balance Brought forward	1246.52	857.02
Balance carried forward to balance sheet	1364.29	1246.52

### 2. MANAGEMENT DISCUSSION AND ANALYSIS

- (a) **Industry Structure and Development:** Despite apprehensions about the impact of inflation and a slowdown in over all industrial production and the entire economic scenario, even though the real estate sector seen a cool off with the Government stimulus package demand was renewed during the last quarter of the year.
- (b) **Segment-wise operational performance:** Your Company has three segments viz. Finance, Naturopathy and Construction. During the year under review, income from the fund activities is Rs.59.26 compared to Rs. 102.07 lacs in the previous year. The Naturopathy activity generated an income of Rs. 106.31 lacs as compared to Rs. 94.48 Lakhs and Construction activity Rs.62.98 lacs compared to Rs.158.45 lacs in the previous year. Company's Commercial Project "Coral Square" expected to complete by end of this financial year. Company's Residential Project is full swing.
- (c) **Outlook:** With new stimulus growth announced by the Government of India, the real estate market expected a higher demand from domestic market.
- (d) **Opportunities and Threats :** The slowdown in global economy could have an impact in the Indian market.
- (e) **Internal control systems and their adequacy:** The internal audit department reviews key business process and controls. The business risk and its control procedures are reviewed periodically.
- (f) **Human Resources:** Human Resource is the most valuable asset of the company. With a rapid changing in the environment, the management put the whole efforts for the betterment of the employees to face the challenges with the training and development at frequent intervals.

### DIVIDEND

In view to strengthen the equity base, your Directors' did not propose any Dividend.

### DIRECTORS

In accordance with provisions of the Companies Act 1956 and the Company's Articles of the Association, Ms. Ami Shah who retire by rotation and being eligible offers herself for re-appointment



## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a) in the preparation of the annual accounts, applicable accounting standards have been followed.
- b) In 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.
- c) 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.
- d) 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 during the year under review.

## **AUDITORS**

The Shareholders of the Company are requested to appoint Auditors and fix their remuneration. M/s. Sutaria Associates, Chartered Accountants, the retiring Auditors have furnished to the Company the required certificate under Section 224(1 B) of the Companies Act, 1956 and therefore eligible for re-appointment as Auditors of the Company.

## **APPRECIATION**

Your Director wish to place a record for their sincere appreciation and thanks for the excellent co-operation and support received from the companies Bankers, Business Associates, Suppliers, Consultant, Customers, Contractors and Shareholders at large, and look forward the same in a greater level in the ensuing years.

## **CORPORATE GOVERNANCE**

The report on Corporate Governance and the Auditors' certificate on compliance with the conditions of corporate governance under Clause 49 of the Listing Agreement is annexed to this report.

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

**NAVINCHANDRA B. DOSHI**  
CHAIRMAN

Place : Mumbai  
Date : 24th August, 2009



## REPORT ON CORPORATE GOVERNANCE

### A. MANDATORY REQUIREMENTS

#### 1. 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 of the Company are conducted not to benefit any particular interest group but for the benefit of all shareholders.

#### 2. Board of Directors

A) The Board consists of Four members comprising:

- Mr Navin B Doshi - Chairman - Executive Director
- Mr S.Rammamurthy - Director - Executive Director
- Dr. Sharad R Mehta - Non Executive and Independent Director
- Ms. Ami M Shah - Non Executive and Independent Director

Six Board Meeting were held during the year 2008-09 - On 27<sup>th</sup> June 2008, 27<sup>th</sup> July 2008, 25<sup>th</sup> September 2008 (AGM), 24<sup>th</sup> October 2008, 30<sup>th</sup> January 2009 and 20<sup>th</sup> February 2009.

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

#### 3. Audit Committee

The Audit Committee comprise of:

1. Mr. S. Rammamurthy - Chairman -Executive Director
2. Mr. Sharad R Mehta - Member -Non Executive and Independent Director
3. Ms. Ami M Shah - Member -Non Executive and Independent Director

The terms of reference specified by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. These include overseeing of the Company's financial reporting process and disclosure of financial information, review of annual and quarterly financial statements with management before submission to the Board of Directors, review of the adequacy of internal control systems with management, external and internal auditors and review of the Company's financial risk and management policies. The Committee also recommends to the Board the appointment of external Auditors. During the financial year the Audit Committee met on four occasions on 27/6/2008, 27/7/2008, 24/10/2008 and 30/1/2009. The meetings were and 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 Director at the rate Rs. 1800/- for each Board meeting and Rs. 1000/- for each Committee Meeting.

#### 5. Transfer Shareholders'/Investors' Grievance Committee

The Committee comprises of Dr. Sharad Mehta and Mr. S .Rammamurthy. All shares have been transferred and returned in 21 days from the date of receipt, so long as the documents have been clear in all respects. The Share Committee generally meets once a fortnight.



## 6. General Body Meeting

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

Year	Location	Date	Time	No.of special Resolutions passed
2005-2006	Dalamal House, 4 <sup>th</sup> Floor, J.B. Marg. Mumbai - 400 021	26.09.2006	3.30 p.m.	1
2006-2007	As above	26.09.2007	3.30 p.m.	1
2007-2008	As above	25.09.2008	3.30 p.m.	Nil

## 7. Means of Communication

The Company has published its quarterly results in Economic Times and Maharashtra Times (Marathi).

## 8. General Shareholder Information

- a) Annual General Meeting:
- Date and Time : 25<sup>th</sup> September 2009  
at 3.30 p.m.
  - Venue : Dalamal House,  
4th Floor, J.B.Marg,  
Nariman Point,  
Mumbai - 400 021.
- b) Financial Calendar 2007-08 (Tentative) : Annual General Meeting  
25<sup>th</sup> September 2009.
- c) Results for the quarter ending :
- i) June 30th 2008 : 30<sup>th</sup> July 2009
  - ii) September 30th , 2008 : Last week of October 2009
  - iii) December 31st, 2008 : Last week of January 2010
  - iv) March 31st, 2009 : Last week of April 2010
- d) Book Closure : 17th September 2009 to 25<sup>th</sup>  
September 2009  
(both days inclusive)
- e) Equity Shares are Listed on Stock Exchanges at : Mumbai, National, Chennai, Ahmedabad and Kolkata.
- f) Demat ISIN Numbers in NSDL & CDSL : Equity Shares INE558D01013
- g) Registrar and Transfer Agents : Link Intime India Pvt. Ltd.,  
C-13, Pannalal Silk Mills Compound, L.B.S .Marg, Bhandup (West)  
MUMBAI - 400 078.



## h) Stock Market Data : Bombay Stock Exchange (BSE)

Month	Year	High Price (Rs.)	Low Price(Rs.)
April	2008	40.75	36.00
May	2008	37.00	27.65
June	2008	40.45	29.00
July	2008	36.55	26.25
August	2008	37.30	30.00
September	2008	35.00	16.30
October	2008	25.70	9.75
November	2008	13.00	7.80
December	2008	10.00	7.00
January	2009	11.25	8.00
February	2009	12.00	10.00
March	2009	10.02	9.15

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 72.95% of outstanding share have been dematerialized upto 31st March 2009.

j) **According to categories of shareholders as at 31st March 2009**

	No. of Shares	%
Promoters, Directors & Relatives =	5819576	58.34
International Investors (NRI/FII's) =	1070578	10.73
Body Corporate =	781089	7.83
Others =	2304557	23.10

k) **Distribution of Share Holding** :

Distribution of Shareholding as on 31st March 2006	No. of Shareholders	No. of Shares	% of Shareholders
Upto 5000	802	203243	2.04
5001-10000	318	281000	2.82
10001 - 20000	130	212096	2.13
20001 - 30000	104	270655	2.71
30001 - 40000	22	81755	0.82
40001-50000	27	131901	1.32
50001-100000	56	424916	4.26
100001 and above	40	8370234	83.90
Total	1499	9975800	100.00

By Order of the Board,

**NAVINCHANDRA B. DOSHI**  
Chairman & Managing Director

Place: Mumbai  
Date: 24<sup>th</sup> August, 2009



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**Certificate of Chairman and Managing Director on Financial Statements Under Clause 49 of the Listing Agreement**

I, Navin B Doshi, Chairman and Managing Director of Coral India Finance and Housing Limited certify that :-

- a. I have reviewed financial statements and the cash flow statement for the Financial Year ended 31<sup>st</sup> March, 2009 and that to the best of our knowledge and belief:
  - i. these statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - ii. these statements together present a true an fair view of the Company's affairs are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violate of the Company's code of conduct.
- c. I am responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit Committee that :
  - i. there have been no significant changes in internal control over financial reporting during the year;
  - ii. there have been no significant changes in accounting policies during the year; and
  - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai  
Date: 24th August, 2009

**NAVIN B DOSHI**  
Chairman and Managing Director