



Coral India Finance and Housing Limited

**ANNUAL REPORT
2012 - 2013**



BOARD OF DIRECTORS : Mr. Navinchandra B. Doshi - Chairman & Managing Director
Mr. Sachin N. Doshi - Executive Director
Dr. Sharad R. Mehta - Director
Ms. Ami M. Shah - Director

REGISTERED OFFICE : Dalamal House, 4th Floor,
Jamnalal Bajaj Marg,
Nariman Point,
Mumbai - 400 021.

AUDITORS : M/s. M. A. Parekh & Associates
543, Kalbadevi Road, Ravindra House,
2nd Floor, Near Metro,
Mumbai - 400 002.

BANKERS : HDFC Bank Ltd.,
Express Tower Branch,
Nariman Point,
Mumbai - 400 021.

: State Bank of India
Nariman Point Branch,
Mumbai - 400 021.

REGISTRAR & TRANSFER AGENT : Link Intime India Pvt. Ltd.
(Unit - Coral India Finance and Housing Ltd.)
C-13, Pannalal Silk Mill Compound,
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078.



NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Company will be held on Friday, 27th day of September, 2013 at 3.30 p.m. at the registered office of the Company at Dalamal House, 4th Floor, J. B. Marg, Nariman Point, Mumbai - 400 021 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2013 and the Statement of Profit & Loss for the year ended as on that date together with Directors' Report and the Auditors Report thereon.
2. To appoint Ms. Ami M Shah Director of the company, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. M. A. Parekh & Associates, Chartered Accountants as Statutory 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.

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 : 26th August, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY (ENCLOSED) IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING, DULY COMPLETED.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September, 2013 to 27th September, 2013 (both days inclusive).
3. Members/Proxies should bring attendance slip herewith, duly filled in, for attending the meeting.

The members are informed that in case of joint holders attending the meeting, only such joint holder who's name is higher in the order of names, will be entitled to vote.



DIRECTORS' REPORT :

Dear Members,

Your directors are pleased to present their Nineteenth Annual Report and Audited Statement of Accounts for the year ended 31st March, 2013.

1. FINANCIAL PERFORMANCE (Rupees in Lacs)

Particulars	2012-13	2011-12
Income	3237.92	4215.84
Expenditure	1337.55	2954.20
Earning before Tax	1900.02	1261.64
Provision for Tax	380.00	260.00
Provision for Deferred Tax	0.06	0.24
Less: Income Tax Adjustments of earlier years	(4.74)	(0.13)
Earnings after Tax	1524.70	1001.27
Balance Brought forward	3212.11	2210.84
Balance carried forward to Balance Sheet	4736.81	3212.11

2. MANAGEMENT DISCUSSION AND ANALYSIS

- Industry Structure and Development:** Given the strain on the economic scenario, your Directors are trying their best to maximize the profits of the Company and the stakeholders as a whole.
- Segment-wise operational performance:** Your Company has two segments viz. Finance and Construction. During the year under review, income from the fund activities is **Rs. 429.99 lacs** compared to Rs. 171.83 lacs in the previous year and Construction activity **Rs. 2796.40 lacs** compared to Rs. 3980.88 lacs in the previous year.
- Opportunities and Threats:** The slowdown in global economy could have an impact in the Indian market.
- 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.
- 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.

3. DIVIDEND

In order to conserve the financial resources of the Company for future, the Board of Directors do not recommend payment of any Dividend.

4. DIRECTORS

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



5. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) 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) 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) 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) the Directors had prepared the annual accounts on a going concern basis.

6. 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 not applicable to your Company.

7. FIXED DEPOSITS

Your Company has not accepted any deposits from the Public during the year under review.

8. AUDITORS

The shareholders of the company are requested to re-appoint the retiring Auditors M/s. M. A. Parekh & Associates, Chartered Accountants, the retiring Auditors, who have furnished the requisite certificate u/s 224(1B) of the Companies Act, 1956 and therefore eligible for re-appointment as Auditors of the company.

9. 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.

10. 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.

For and on behalf of the board of Directors

Place: Mumbai
Date: 30th May, 2013

NAVINCHANDRA B. DOSHI
CHAIRMAN



Auditors Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

The Members of **Coral India Finance and Housing Limited**

We have examined the compliance of the conditions of the Corporate Governance by **Coral India Finance and Housing Limited** for the year ended 31st March 2013, as stipulated in Clause 49 of the Listing Agreements of the said Company with the relevant Stock Exchange.

The compliance conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and the representations made by the directors & management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M. A. Parekh & Associates**
Chartered Accountants
FRN: 121973W

Manish Parekh
Proprietor
Membership No.: 044911

Place : Mumbai
Date : 30th May, 2013



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 statutory bodies. The business of the Company are conducted not to benefit any particular interest group but for the benefit of all the shareholders.

2. Board of Directors:

The Board consists of four members comprising:

- Mr. Navinchandra B. Doshi - Chairman - Managing Director
- Mr. Sachin N. Doshi - Executive Director
- Dr. Sharad R. Mehta - Non Executive and Independent Director
- Ms. Ami M. Shah - Non Executive and Independent Director

Four Board Meetings were held during the year 2012-13 - On 14th May, 2012, 14th August, 2012, 9th November, 2012 and 14th February, 2013.

Annual General Meeting for year ended 31st March, 2012 was held on 28th September, 2012.

Board Meeting attended by Directors:

Name of Director	No. of Board Meetings Attended	Attended Last AGM/EGM	No. of Membership of Board Committee	No. of Chairmanship
Mr. Navinchandra B. Doshi	4	Yes	3	1
Dr. Sharad R. Mehta	4	Yes	2	-
Ms. Ami M. Shah	4	Yes	1	-
Mr. Sachin N. Doshi	4	Yes	2	-

3. Audit Committee

The Audit Committee comprise of:

1. Mr. Sachin N. Doshi - Member - Executive Director
2. Dr. 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 14th May, 2012, 14th August, 2012, 9th November, 2012 and 14th February, 2013. The meetings were and all Committee members attended all Audit Committee meetings.

4. Remuneration Committee:

The 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 at the rate Rs. 1500/- for each Board meeting and Rs. 750/- for each Committee Meeting.



5. Transfer Shareholders'/Investors' Grievance Committee:

The Committee comprises of Dr. Sharad Mehta and Mr. Sachin Doshi. The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the transfer of securities. The Committee looks into shareholders' complaints like transfer of shares, non receipt of balance sheet, non receipt of declared dividends, etc. The Committee oversees the performance of the Registrar and Transfer Agents, and recommends measures for overall improvement in the quality of investor services. The Board of Directors has delegated the power of approving transfer of securities to M/s. Link Intime India Pvt. Ltd. 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 Resolution Passed
2009-10	Dalamal House, 4th Floor, J B Marg, Mumbai 400 021	27.09.2010	3.30 p.m.	1
2010-11	As above	27.09.2011	3.30 p.m.	Nil
2011-12	As above	27.09.2012	3.00 p.m.	2

7. Means of Communication:

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

8. General Shareholder Information:

- a) Annual General Meeting:
 - Date and Time : 27th September, 2013
at 3.30 P.M.
 - Venue : Dalamal House
4th Floor, J. B. Marg,
Nariman Point,
Mumbai 400 021.
- b) Financial Calendar : 1st April 2013 to 31st March 2014
- c) Results for the Quarter ending:
 - i) 30th June, 2013 : 14th August, 2013.
 - ii) 30th September, 2013 : On or before 14th November, 2013.
 - iii) 31st December, 2013 : On or before 14th February, 2014.
 - iv) 31st March, 2014 : On or before 30th May, 2014.
- d) Book Closure : 19th September, 2013 to 27th September, 2013 (both days inclusive)
- e) Equity Shares are Listed on
Stock Exchanges at : BSE, NSE
- f) Demat ISIN Numbers in
NSDL & CDSL : Equity Shares INE 558D01013
- g) Registrar and Transfer Agents : Link Intime India Private Limited
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	2012	25.50	22.50
May	2012	24.00	22.35
June	2012	25.50	21.00
July	2012	26.25	23.30
August	2012	29.75	23.80
September	2012	34.45	28.35
October	2012	38.70	31.30
November	2012	35.60	28.90
December	2012	35.90	30.20
January	2013	39.50	30.90
February	2013	35.20	24.30
March	2013	32.80	24.50

- i) Dematerialization of Shares : 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 **7525190** of outstanding share have been dematerialized up to 31st March 2013.

- j) **According to categories of Shareholders as at 31st March, 2013**

	No. of Shares	%
Promoters, Directors & Relatives =	6832215	68.49
International Investors (NRI/FII's) =	37169	00.37
Body Corporate =	1076728	10.79
Others =	2029688	20.35

- k) **Distribution of Shareholding :**

Distribution of Shareholding as on 31st March, 2013	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	723	55.5726	166718	1.6712
501 – 1000	263	20.2152	230153	2.3071
1001 – 2000	106	8.1476	173878	1.7430
2001 – 3000	89	6.8409	227898	2.2845
3001 – 4000	18	1.3836	65103	0.6526
4001 – 5000	24	1.8447	117168	1.1745
5001 – 10000	42	3.2283	306643	3.0739
10001 and above	36	2.7671	8688239	87.0932
Total	1301	100	9975800	100

By the Order of Board

Place: Mumbai
Date: 30th May, 2013

NAVINCHANDRA B. DOSHI
Chairman & Managing Director



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

I, Navinchandra 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 31st March, 2013 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 of contain statements that might be misleading.
 - ii. these statements together present a true and 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.

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 : 30th May, 2013

NAVINCHANDRA B DOSHI
Chairman and Managing Director