Coral India Finance And Housing Limited



Coral India Finance And Housing Limited

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This report can be viewed online by logging on to www.coralhousing.in



GO GREEN TODAY



As a responsible Corporate Citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to effect electronic delivery of documents. The above initiative will go a long way in conserving paper which is a natural resource and will also result in substantial savings on printing and posting of Annual Reports and other documents of your Company sent to Shareholders. Members are requested to support this green initiative by updating their email address with the respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding. Join this cause and make the world a cleaner, greener and healthier place to live.



Coral India Finance And Housing Limited

CORPORATE INFORMATION



Board of Directors:

Mr. Navin B. Doshi Managing Director

Mrs. Meeta S. Sheth Non-Executive Director

Dr. Sharad R. MehtaIndependent Director

Mrs. Sheela R. Kamdar Independent Director

Mr. Kishor R. Mehta Additional Director

Mr. Niraj A. Mehta Additional Director



Key Managerial Personnel

Mr. Kishor R. Mehta Chief Financial Officer

Mrs. Riya R. Shah Company Secretary



Statutory Auditors

M/s Hasmukh Shah & Co. LLP

Chartered Accountants



Secretarial Auditor

M/s Uma Lodha & Co.

Practicing Company Secretary



Bankers

HDFC Bank Limited State Bank of India Corporation Bank



Registered Office

Coral India Finance and Housing Limited

Dalamal House, 4th Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021 Tel: (022) 2285 3910/11

Fax: (022) 2282 5753 Email: cs@coralhousing.in Website: www.coralhousing.in



Registrar & Share Transfer Agent

Link Intime India Private Limited

C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Tel: 022 49186000, 022 49186270

Fax: 022 49186060

E-Mail: rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in



NOTICE

CORAL INDIA FINANCE AND HOUSING LIMITED

CIN: L67190MH1995PLC084306

Registered Office: Dalamal House, 4th Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021 Website: www.coralhousing.in, Email: cs@coralhousing.in
Tel: (022) 2285 3910/11, Fax: (022) 2282 5753

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting of the Members of the Company will be held on Friday, September 11, 2020 at 02.00 p.m. IST through Video Conferencing/Other Audio Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Dalamal House, 4th Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021.

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2020 together with the Report of Board of Directors and the Auditors thereon.

2. Confirmation of Dividend

To declare dividend on equity shares for the financial year ended March 31, 2020 @ 10% on face value of Rs. 2/- each i.e. 20 paisa per equity share.

3. Re-appointment of Mrs. Meeta Sheth who retires by rotation

To appoint a Director in place of Mrs. Meeta Sheth (DIN: 00278939), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIALBUSINESS

4. Appointment of Mr. Kishor Mehta (DIN: 00235120) as a Director

To consider and, if thought fit, approve with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to Sections 152, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(the "Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Article of Association and based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, approval of the members be and is hereby accorded to the appointment of Mr. Kishor Mehta (DIN: 00235120) who was appointed as an Additional Director at the meeting of Board of Directors held on July 17, 2020 and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013 as an Executive Director of the Company for a period of 3 (three) years commencing from July 17, 2020 upto July 16, 2023 and whose office is liable to retire by rotation, at such remuneration as set out in the Explanatory Statement annexed to this notice which may be revised by the Nomination and Remuneration Committee at any time during the tenure of his appointment subject to the limits prescribed under the Companies Act, 2013 or any other relevant provisions.

Resolved further that in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Kishor Mehta as CFO and Executive Director of the Company, remuneration, perquisites, allowances and benefits not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

Resolved further that the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and/ or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may



arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution".

5. Appointment of Mr. Niraj Mehta (DIN: 02667671) as an Independent Director

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or enactment thereof for the time being in force), the relevant provisions of the Article of Association and based on the recommendation of Nomination and Remuneration Committee of the Company, approval of the members be and is hereby accorded to the appointment of Mr. Niraj Mehta (DIN: 02667671) who was appointed as an Additional Director of the Company in the meeting of Board of Directors held on July 17, 2020 and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations along with a declaration under sub-rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as an Independent Director of the Company to hold the office for a term of upto 5 (five) consecutive years with effect from July 17, 2020 to July 16, 2025 whose term shall not be subject to retirement by rotation.

Resolved further that the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and/ or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution".

6. Re-appointment of Mrs. Sheela Kamdar (DIN: 06948522) as an Independent Director

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Sheela Kamdar (DIN 06948522) whose current period of office is expiring on September 13, 2020 and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations along with a declaration under sub-rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold the office for a term of upto 5 (five) consecutive years with effect from September 14, 2020 to September 13, 2025;

Resolved further that the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and/ or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution".

7. Payment of remuneration to Non -Executive Director

To consider and, if thought fit, approve with or without modification(s), the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) read with Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI (LODR) Regulations, 2015"), including any statutory modification(s) or re-enactment thereof for the time being in force and the Article of Association of the Company and subject to such other approvals as may be required in this regard, consent of the members be and is hereby accorded for payment of remuneration to Mrs. Meeta S. Sheth (DIN: 00278939) as a Non-Executive Director of the Company, such sum in the form of monthly remuneration as the Board and/ or a Committee thereof may determine from time to time for each Financial Year computed in accordance with Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, provided that the aggregate sum receive in a financial year shall not exceed Rs. 20,00,000/- (Rupees Twenty Lacs only).

Resolved further that the Board of Directors and/ or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

By Order of the Board For **Coral India Finance and Housing Limited**

Place: Mumbai Riya Shah
Date: August 11, 2020 Company Secretary

Registered Office:

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



Notes:

- An Explanatory Statement pursuant to Section 102

 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of business to be transacted at the Annual General Meeting (hereinafter referred to as "AGM") as set out under Item No(s). 4 to 7 including the relevant details of the Directors seeking re-appointment as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
- 2. The Board of Directors have considered and decided to include the Item nos. 4 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 3. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 08, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.
- 4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 5. Corporate members intending to send their authorised representatives to attend/ participate in the AGM through VC / OAVM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the AGM through VC / OAVM, by e-mail to cs@coralhousing.in.

Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report

- 6. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.coralhousing.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) https://www.evoting.nsdl.com.
- 7. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (LIIPL) by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
- 8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on cs@coralhousing.in not later than at least seven days before the date of Annual General Meeting.

Procedure for joining the $26^{\mbox{\tiny th}}$ AGM through VC / OAVM

- NSDL will be providing facility for voting through remote e-Voting, for participation at the 26th AGM through VC/OAVM facility and e-Voting during the AGM. Members may access the same at https:// www.evoting.nsdl.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 10. Members are encouraged to join the Meeting through Laptops for better experience.



- 11. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 12. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 13. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come- first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 14. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager NSDL at amitv@nsdl.co.in /022-2499 4360 or Ms. Pallavi Mhatre, Manager- NSDL at pallavid@nsdl. co.in / 022-2499 4545.
- 16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions / seek clarifications with respect to Annual Report at the ensuing 26th AGM:

- 17. Members are encouraged to send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at cs@coralhousing.in. Questions / queries received by the Company till 5.00 p.m. on Tuesday, September 08, 2020 shall only be considered and responded during the AGM.
- 18. The Company reserves the right to restrict the number of questions, depending on the availability of time for the AGM.

19. Procedure for remote e-Voting and e-Voting during the AGM

- All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- b. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members are provided with the following alternatives by which they may cast their votes:
 - (i) by electronic means through the remote e-Voting platform provided by the National Securities Depository Limited (NSDL). The remote e-Voting period will commence on Monday, September 07, 2020 at 9.00 a.m. and will end on Thursday, September 10, 2020 at 5.00 p.m. The remote e-Voting module will be disabled by NSDL for voting thereafter. Instruction and information relating to e-Voting are as follows:

Instructions

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
 - Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********* then your User ID is 12************************************
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 113412 then User ID is 113412001***

- 5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in the process for those shareholders whose email addresses are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting. nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- 3. Select "EVEN" of the Company which is 113412.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- iii) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
- iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

General Guidelines for shareholders:

- 1. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to lodhauma@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting. nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl. com or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager NSDL at evoting@nsdl.co.in.

- c. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- d. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Friday, September 04, 2020.
- e. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 26th AGM by email and holds shares as on the cut-off date i.e. Friday, September 04, 2020, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- f. Mrs. Uma Lodha, Proprietor, M/s. Uma Lodha & Co., Practicing Company Secretaries (Membership No. 5363, COP: 2593), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- h. The results shall be declared not less than forty-eight (48) hours from conclusion of the AGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company www.coralhousing.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- 19. Process for registering/updating email address for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice: