



Coral India Finance And Housing Limited

CIN: L67190MH1995PLC084306

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### Postal Ballot Notice

**[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force]**

**Dear Member(s),**

Sub: Passing of Resolution by Postal Ballot

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), and in accordance with Regulation 29 of SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 that the resolutions appended below be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Uma Lodha, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.00 Hours (IST) on 17th July, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on Tuesday, 18th, July, 2017 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at [www.cs@coralhousing.in](http://www.cs@coralhousing.in)

### **SPECIAL BUSINESS:**

#### **Item no. 1 - Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the members of the Company be and is hereby accorded for the sub-division of 1(one) Equity Share of the Company having a face value of Rs. 10/- each fully paid up in the Authorized Share Capital of the Company be sub-divided into 5 (Five) Equity Shares having a face value of Rs. 2/- each.

**“RESOLVED FURTHER THAT**, upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company (“the Board”), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

## **Item no. 2 – Alteration of the Capital Clause in the Memorandum of Association**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V(a) of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V(a). The authorized Share Capital of the Company is Rs150,000,000 (Rupees Fifteen Croresonly) divided into 750,00,000 ) equity shares of Rs.2/- (Rupees Two ) each.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof ), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

**By Order of the Board**

**For Coral India Finance and Housing Limited  
Sd/-**

**Mr. Navin B. Doshi  
Managing Director  
DIN: 00232287**

**Place: Mumbai**

**Date: 5th June, 2017**

### **Notes:**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 9th JUNE 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).  
For Members, whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 9th JUNE 2017 will be considered for voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@coralhousing.in. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 9th JUNE 2017.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.

10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope C-101, 247 Park, 1st floor, LBS Marg, Vikhroli (West), Mumbai - 400 083, so that it reaches the Scrutinizer not later than close of working at 17.00 Hours (IST) on 17th July, 2017. The Company will bear the postage. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on 17th July 2017, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Managing Director or any Director of the Company duly authorized, on Tuesday, 18th July 2017 at the Registered office of the Company and will also be displayed on the Company website ([www.coralhousing.in](http://www.coralhousing.in)) and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice i.e. 16th June, 2017.

#### **Voting through electronic means:**

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related SEBI ( Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for providing e-voting facility to all its Members.

#### **The instructions for e-voting are as follows:**

##### **1. The instructions for shareholders voting electronically are as under:**

##### **A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

- (i) **Open email and open PDF file viz; “evoting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.**
- (ii) **Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>**
- (iii) **Click on Shareholder – Login**
- (iv) **Put user ID and password as initial password/PIN noted in step (i) above. Click Login.**
- (v) **Password change menu appears. Change the password/PIN with new password of your choice with Minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (vi) **Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.**
- (vii) **Select “EVEN” of Coral India Finance and Housing Limited.**
- (viii) **Now you are ready for e-voting as Cast Vote page opens.**
- (ix) **Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.**
- (x) **Upon confirmation, the message “Vote cast successfully” will be displayed**
- (xi) **Once you have voted on the resolution, you will not be allowed to modify your vote.**
- (xii) **Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [uma@umalodha.com](mailto:uma@umalodha.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**

##### **B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] and desiring to cast E-Vote**

- (I) **Initial password is provided as below/at the bottom of the Postal Ballot Form.**
- (ii) **Please follow all steps from Sr. No. (ii) To Sr. No. (xii) Above, to cast vote.**

**II. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 1800-222-990**

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote:

- (i) In case shareholders are holding shares in demat mode, USER ID is the combination of (DPID + Client ID)
- (ii) In case shareholders are holding shares in physical mode, USER ID is the combination of (EVEN NO + FOLIO NO)
- (iii) Shareholders who have forgotten the User Details/Password can use "Forgot User Details/Password? Or " Physical User Reset Password?" option on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

IV. The e-voting period commences on Sunday, 18th June, 2017 at 09.00 A.M. and ends on Monday, 17th July, 2017 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05th June, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**  
**EXPLANATORY STATEMENT**  
**(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)**

**Item No. 1**

The members may be aware that the operations of the Company has grown significantly during the last few years, which has generated considerable interest in the Company's Equity Shares in the Market. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on June 05th, 2017, considered it desirable to recommend sub-division of its Equity Shares of Rs. 10/- each into five Equity Shares of Rs. 2/- each, subject to approval of the shareholders and such other authorities as may be necessary.

The Board recommends the resolution as set out in Item No. 1 as an Ordinary Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

**Item No. 2**

The proposed split of the Face Value of the Equity Shares of the Company of Rs. 10/- each into denomination of Rs. 2/- each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V (a) of the Memorandum of Association is proposed to be amended as set out in **Item No. 2** respectively, in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

The Board recommends the resolutions as set out in **Item No. 2** of the accompanying notice for the approval of the members of the Company as Special Resolutions.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office / Corporate Office of the Company during 11.00 AM to 1.00 PM on all working days upto the date of declaration of the results of the E-voting / Postal Ballot.

**By Order of the Board**

**For Coral India Finance and Housing Limited**

**Sd/-**

**Mr. Navin B. Doshi**

**Managing Director**

**Place: Mumbai**

**Date: 5th June, 2017**

**DIN: 00232287**