



## Coral India Finance And Housing Limited

CIN: L67190MH1995PLC084306

Dalamal House 4th Floor, J. B. Marg, Nariman Point, Mumbai – 400 021

Website: [www.coralhousing.in](http://www.coralhousing.in), Email: [cs@coralhousing.in](mailto:cs@coralhousing.in) Phone: 022-22853910/11, Fax: 022-22825753

### **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),

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 re-enactment thereof for the time being in force), and in accordance SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, that the Company is seeking consent/approval of the members of the Company for the following proposals to be passed through Postal Ballot:

1. To alter the Object Clause of the Memorandum of Association of the Company.
2. To alter the Liability Clause of the Memorandum of Association of the Company

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot for your consideration. Postal Ballot Notice dated November 14, 2018 is placed on the website of the Company at [www.coralhousing.in](http://www.coralhousing.in).

The Board of Directors of the Company has appointed Mrs. 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 05.00 p.m. (IST) on Thursday 03<sup>rd</sup> January, 2019 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 Chairman or any other authorized person 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 or before Saturday 05<sup>th</sup> January, 2019 and communicated on the same day to the Stock Exchanges, Depository (NSDL) 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**

**To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause III, the Object Clause, of the Memorandum of Association of the Company:**

**RESOLVED THAT** pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of

such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for altering the existing main object clause in the Memorandum of Association (“MOA”) of the Company and adoption of new set of MOA in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modifications and amendments in the existing MOA:-

- a. The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.
- b. The existing Part A of Clause III of the MOA shall now be titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”.
- c. The existing Object Clause III A (1) & (2) shall be re-numbered as Object Clause III A (2) & (3) and the following new Object Clause as III A (1) shall be inserted namely:

III A (1) To carry on the business of investment company and to finance, make investment in, acquire, hold, buy, sell, pledge, mortgage, dispose of, trade and deal in shares, stocks, debentures, debentures stocks, mutual funds, bonds, obligations and securities of all kind of any body corporate, corporations or of any Government or public authority, municipal or local or other interest in any Other Company including movables and immovable of any kind whether in India or abroad through itself or through Portfolio Management Services (PMSs) and also to lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity and to purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with property and rights of all kinds.

- d. The existing Part B of Clause III of MOA shall now be titled as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:”.
- e. The existing sub-clauses (3) to (44) in Part B of Clause III of MOA shall now be re-numbered as sub-clauses (4) to (45).
- f. Insertion of following new sub-clauses in Part B of Clause III of MOA after the sub-clause (45):

- (46) To undertake and execute any contracts for works involving the design, supply, erection, alteration, improvement etc. effluent treatment job work, affluent pipeline, affluent treatment equipment etc and to import and export and deal in any materials, components, spare parts and any contract involving supply or use any machinery and other ancillaries in connection therewith.
- (47) To purchase, or take on lease, exchange or otherwise deal in any land for agriculture, horticulture or otherwise transfer any such land or lands.
- (48) To act as a consultants, market research consultants, business transfer agents, valuers and estate agent and to act as intermediates in the introduction of sellers, purchasers, partners and employees.
- (49) To act as assessors, surveyors, actuaries, valuers and brokers in respect of all classes of property both real and personal and to take stock and property inventors.
- (50) To act as a dealers and workers in timbers, hardware, steel, iron, metal, cement of any kind, lime, bricks, marbles, tiles, pipes, plants material (including packing materials) and requisites and fittings and furniture of every description.
- (51) To act as a manufacturers of and dealers in bricks/pottery, terra-cotta, ceramics and sanitary preparations.
- (52) To act as a wood and timber merchants and manufacturers of and dealers in wood, wood blocks and flooring and other purposes, boxes, windows, doors, wood heels and soles, wood letters, wood pulp, wood wool, plywood, masts, spare, derricks, sleepers, tool handles, paneling works, furniture bricks and wood workers materials.

- g. The existing Part C of Clause III titled “OTHER OBJECTS” comprising of the existing sub-clauses (45) to (95) be deleted in line with the requirements of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

## **Item No. 2**

**To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause IV, the Liability Clause, of the Memorandum of Association of the Company:**

**“RESOLVED THAT** pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for deletion of the existing Clause IV i.e. Liability Clause and substitution with the following new Clause IV:

“The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

**By Order of the Board  
For Coral India Finance and Housing Limited  
Sd/-  
Mr. Navin B. Doshi  
Managing Director  
DIN: 00232287**

**Place: Mumbai  
Date: November 14, 2018**

**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, November 16, 2018.  
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, November 16, 2018 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, November 16, 2018.
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 to the Scrutinizer Mrs. Uma Lodha, Practicing Company Secretary at Link Intime India Private Limited, **(Unit- CORAL INDIA FINANCE AND HOUSING LIMITED)**, C-101 247 Park , L.B. S Marg, Vikhroli (West), Mumbai-400083, so that it reaches the Scrutinizer not later than close of working at 05.00 p.m. (IST) on Thursday 03<sup>rd</sup> January, 2019. 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 05.00 p.m. (IST) on Thursday 03<sup>rd</sup> January, 2019, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company 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 or before Wednesday 05<sup>th</sup> January, 2019 at the Registered office of the Company and will also be displayed on the Company website (www.coralhousing.in) and communicated on the same day 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 on all working days (except Saturday & Sunday) from 11:00 am to 04:00 pm till January 03, 2019.

***Voting through electronic means***

- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- b. The Board of Directors has appointed Mrs. Uma Lodha (Membership No. 5363) Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- c. The details of the process and manner for remote e-voting are explained herein below:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

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.
2. 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 eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 101456 then user ID is 101456001***

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 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, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com).  
Physical User Reset Password?
  - b) ” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address.
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.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to 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.
2. After click 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 company for which you wish to cast your vote.
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.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [uma@umalodha.com](mailto:uma@umalodha.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. The e-voting period commences on Wednesday, 05<sup>th</sup> December, 2018 at 09.00 A.M. and ends on Thursday 03<sup>rd</sup> January, 2019 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 16<sup>th</sup> November, 2018 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.
5. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. November 16, 2018.

**EXPLANATORY STATEMENT  
(Pursuant to the Provisions of Section 102 and 110 of the Companies Act, 2013)**

Statement setting out material facts concerning each of the Resolutions mentioned under Item Nos. 1 and 2 set out in the Postal Ballot Notice, pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the Act) and Companies (Management and Administration) Rules, 2014 (the Rules).



## Item no. 1 & 2

The existing Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. In terms of Section 4(1) (c) of the Companies Act, 2013, the MOA of a Company shall state the objects to be pursued by the Company on its incorporation and matters which are necessary for furtherance of the objects specified. Your Directors proposes to amend the existing MOA of the Company in line with the requirements of Section 4 of the Companies Act, 2013. The following amendments are proposed in the Object Clause of MOA of the Company:

- a. As the Company proposed to adopt new set of MoA, The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.
- b. The Object Clause will now have two parts Clause III A & III B. Clause III A will be amended as - 'The Objects to be pursued by the Company on its incorporation are:'.
- c. The existing Object Clause III A (1) & (2) shall be re-numbered as Object Clause III A (2) & (3) and the following new Object Clause as III A (1) shall be inserted:

Company is presently engaged in multi segment business viz 'Construction' which includes construction of residential and commercial buildings and 'Finance' which includes lending. In addition to this, the company also invests the surplus funds in the securities of other companies within the permissible limit specified under Section 186 of the Companies Act, 2013. At present, the major revenue of the Company is generated from investment activity, and the Company intends to continue the investment activities in the future, and hence, the Company voluntarily wishes to apply for the license of Non Banking Financial Company (NBFC) in terms of Section 45IA and other applicable provisions of the Reserve Bank of India Act, 1934 and act as an investment company in terms of Section 186 (11) (b) (iii) of the Companies Act, 2013. Your Directors propose an amendment in Clause III A (1) of the Object Clause of the MOA of the Company, by way of inserting a new sub-clause (1) as set out in Item No. 1 (c) of the Notice of the Postal Ballot. The amendment aforesaid will enable the Company to carry on the business of NBFC.

- d. The headline of the existing Clause III B of the Object Clause of MOA be deleted and substituted as 'Matters which are necessary for furtherance of the objects specified in Clause III A are, with renumbering of the existing sub-clause (3) to (44) with (4) to (45).
- e. As Part C of Clause III i.e. Other Objects of the existing MOA is now proposed to be deleted in line with the Companies Act, 2013, few activities which are there in the Other Objects and ancillary and necessary for the attainment of the construction activities of the company are proposed to be insert as new sub-clauses (46) to (52) in Part B of Clause III of the MoA after the sub-clause (45) as mentioned in the Item no. 1 (f).
- f. The existing objects specified in sub-clauses (45) to (75) of the Object Clause III C viz. "The Other Objects" is proposed to be deleted in line with the requirements of the Act.
- g. Further, in order to comply with the provisions of Sections 4(1)(d)(i) and 13 and other applicable provisions, if any, of the Act, the Company needs to alter the Liability Clause of MOA i.e. Clause IV. The proposed modification is carried out to comply with the requirements of the Act.

The MOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 11.00 am to 04.00 pm upto 03<sup>rd</sup> January, 2019.

The Board of Directors accordingly recommends, in the interest of the Company, the Special Resolutions set out at Item No. 1 and 2 of the accompanying Postal Ballot Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolutions set out at item no. 1 and 2 of the Postal Ballot Notice.

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

**By Order of the Board**  
**For Coral India Finance and Housing Limited**  
Sd/-  
**Mr. Navin B. Doshi**  
**Managing Director**  
**DIN: 00232287**

**Place: Mumbai**  
**Date: November 14, 2018**

Encl:

1. Postal Ballot Form
2. Prepaid Business Reply Envelop