



Coral India Finance And Housing Limited

CIN: L67190MH1995PLC084306

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

Website: www.coralhousing.in, Email: 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 with regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, that the resolution hereunder for the approval of payment of remuneration to non-executive director is proposed to be passed as a Special Resolution and approval/ratification of related party transaction is proposed to be passed as an Ordinary Resolution by way of postal ballot and electronic voting ("e-voting").

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 February 12, 2019 is placed on the website of the Company at 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 Wednesday, 27th March, 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 her 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 Friday, 29th March, 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.

SPECIAL BUSINESS:

Item No. 1

Payment of remuneration to Non-Executive Director

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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in compliance with the 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, approval of members be and is hereby accorded for payment of annual remuneration to Mr. Kishor R. Mehta as a Non-Executive Director commencing from 1st April, 2019 to 31st March, 2020, such sum by way of monthly remuneration as the Board and/or a Committee thereof may determine from time to time, not exceeding Rs. 12 Lacs per annum in aggregate.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Item No. 2

Approval of Related Party Transaction

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 Regulation 23 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, approval/ratification of the shareholders be and is hereby accorded to the Board of Directors for transactions entered into and to be entered with DWD Pharmaceuticals Limited a 'Related Party' as defined under the provisions of the SEBI (LODR) Regulations, 2015, on such terms and conditions as approved by the Board from time to time, for an amount not exceeding Rs.20 crores (Rupees Twenty crores only) for the purposes as set out in the explanatory statement annexed hereto”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/ Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**By Order of the Board
For Coral India Finance and Housing Limited
Sd/-
Riya Shah
Company Secretary**

**Place: Mumbai
Date: February 12, 2019**

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, February 15, 2019.
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, February 15, 2019 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, February 15, 2019.
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.
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 247Park , 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 Wednesday, 27th March, 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 Wednesday, 27th March, 2019, it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit her 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 Friday 29th March, 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.

11. 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 02.30 pm to 04:30 pm till Wednesday, 27th March, 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 here in 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 :**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**
User ID is: a) For Members who hold shares in Demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID

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 110471 then user ID is 110471001***

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.nsd.com.
Physical User Reset Password?
 - b) "(If you are holding shares in physical mode) option available on www.evoting.nsd.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.
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 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.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

4. The e-voting period commences on Tuesday, 26th February, 2019 at 09.00 A.M. and ends on Wednesday, 27th March, 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 Friday, 15th February, 2019 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. Friday, 15th February, 2019.

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 No. 1 and 2 as 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

Mr. Kishor R. Mehta, Non-Executive Directors and Chief Financial Officer of the Company bring with him significant professional expertise and rich experience across a wide spectrum of functional areas such as finance, information technology, corporate strategy, marketing, information systems and project execution.

The Board is of the view that it is necessary that adequate compensation should be paid to such Non-Executive Directors for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of your Company. It is, therefore, proposed to pay remuneration to Mr. Kishor R. Mehta in the capacity of Non-Executive Director not exceeding Rs. 12 Lacs per annum in aggregate commencing from 01st April, 2019 to 31st March, 2020, in such manner and up to such extent as the Nomination and Remuneration Committee of the Company recommends and the Board of Directors determine from time to time. In terms of provisions of Section 197 of the Companies Act, 2013, the Company is required to obtain approval of shareholders of the Company for payment of such remuneration to Non-Executive Directors by way of Ordinary Resolution and in terms of provision of amended Regulation 17 (6) (ca) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is required to obtain approval of shareholders of the Company, by way of Special Resolution, if such annual remuneration to a single non-executive director is exceeding 50% of the total annual remuneration payable to all the non-executive directors in any financial year.

Hence, approval of the shareholders is sought to enable the Company to make payment of remuneration in the form of monthly remuneration to Mr. Kishor R. Mehta Non-Executive Director. Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members.

None of the Directors or Key Managerial Personnel and their relatives except Mr. Kishor Mehta, Non-executive Director and their relatives are concerned or interested financially or otherwise in this Resolution.

Item no. 2

The Company, in the ordinary course of its business, during the current financial year i.e. 2018-19 has transacted and would be transacting with a 'Related Party' within the meaning of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") as it is a related party as per Indian Accounting Standard 24 and which would be 'material' in nature as per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, although the same are not related party within the meaning of Section 2(76) of the Companies Act, 2013. Details of the same as under:

Name of the Related Party	DWD Pharmaceuticals Limited
Name of Director or Key Managerial Personnel who is related	Mr. Navin B. Doshi, Managing Director
Nature of relationship	Mr. Navin B. Doshi, Managing Director of Coral India Finance and Housing Limited is a member of DWD Pharmaceuticals Limited.
Nature of transactions	Inter corporate loan/Leasing of property/availing or rendering of any services.
Material Terms of contracts/ arrangements/ transactions	The transactions are in the ordinary course of business. The loan given/to be given is at the rate of 13% and for the period of five years.
Monetary value	Up to Rs.20 crores in aggregate for the financial year 2018-19 for all the transactions (including transactions completed till date).
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on proposed transaction	The Company has given Inter corporate loan in the ordinary course of business and is in the best interests of the Company.

Pursuant to SEBI (LODR) Regulations, 2015, all material related party transactions shall require approval of the shareholders through Ordinary resolution. Accordingly, on the recommendation of the Audit Committee, the Board of Directors of the Company has in its meeting held on February 12, 2019, approved and ratified aforementioned related party transactions, and now seek approval of the shareholders by way of Ordinary Resolution under SEBI (LODR) Regulations, 2015.

Members may please note that based on the criteria laid down by SEBI (LODR) Regulations, 2015, transactions entered into/to be entered into for the financial year 2018-19 are "Material" and therefore requires approval of the shareholders by an Ordinary Resolution. The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out under this item shall not be entitled to vote to approve this Ordinary Resolution whether the entity is a related party to the transaction or not.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days (except Saturday and Sunday) during 2.30 p.m. to 4.30 p.m. till Wednesday, 27th March, 2019.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommends the Resolution set out at Item No. 2 of the Notice for the approval of the Members in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015.

Except Mr. Navin B. Doshi, Managing Director and their relatives, none of the other directors and the Key Managerial Persons of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out at Item No. 2 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

By Order of the Board
For Coral India Finance and Housing Limited
Sd/-
Riya Shah
Company Secretary

Place: Mumbai
Date: February 12, 2019
Encl:

1. Postal Ballot Form
2. Prepaid Business Reply Envelop