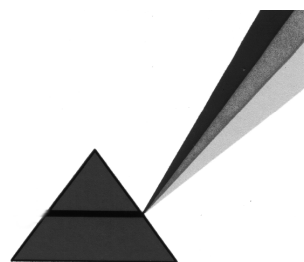


PRISM FINANCE LIMITED

[CIN : L63910GJ1994PLC021915]



25TH
ANNUAL REPORT 2018-19

PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
25TH ANNUAL REPORT 2018-19

BOARD OF DIRECTORS : **Ms. Anal R. Desai** Chairman
Ms. Poonam P. Patel Managing Director
Mr. Kashyap R. Mehta Director
Mr. Udayan D. Velvan Director

CHIEF FINANCIAL OFFICER : **Mr. Chirag J. Desai**

COMPANY SECRETARY : **Ms. Palak D. Parekh**

BANKERS : **HDFC Bank Limited**
Ahmedabad

STATUTORY AUDITORS : **M/s. Parikh & Majmudar,**
Chartered Accountants,
Ahmedabad

COMPANY LAW CONSULTANT : **M/s. Kashyap R. Mehta & Associates,**
Company Secretaries,
Ahmedabad

REGISTERED OFFICE : 301, Iscon Mall,
Above Star Bazar, Satellite Road,
Ahmedabad - 380 015

**REGISTRAR & SHARE
TRANSFER AGENTS** : Link Intime India Private Limited,
506-508, Amarnath Business Centre-1
(ABC-1), Besides Gala Business Centre
Near St. Xavier's College Corner
Off C. G. Road, Ahmedabad - 380 006

WEBSITE : www.prismfinance.in

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NOTICE

NOTICE is hereby given that the **25TH ANNUAL GENERAL MEETING** of the members of **PRISM FINANCE LIMITED** will be held as scheduled below:

Date : 28th September, 2019
Day : Saturday
Time : 12.00 p. m.
Place : Registered Office of the Company at:
301, Iscon Mall, Above Star Bazar, Satellite Road,
Ahmedabad – 380 015.

to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. 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 Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the appointment of Ms. Poonam P. Patel (DIN – 00248763) as Managing Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 9th April, 2019 to 8th April, 2022 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that she be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again."

3. 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Mr. Udayan D. Velvan (DIN – 01876652), whose term as an Independent Director of the Company expires on the conclusion of this 25th Annual General Meeting and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years from the conclusion of this 25th Annual General Meeting up to the conclusion of the 30th Annual General Meeting to be held in the calendar year 2024 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Mr.

Kashyap R. Mehta (DIN – 00005063), whose term as an Independent Director of the Company expires on the conclusion of this 25th Annual General Meeting and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years from the conclusion of this 25th Annual General Meeting up to the conclusion of the 30th Annual General Meeting to be held in the calendar year 2024 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Ms. Anal R. Desai (DIN – 02636329), whose term as an Independent Director of the Company expires on the conclusion of this 25th Annual General Meeting and who has consented to act as an Independent Director of the Company and who has submitted her declarations that she meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose her candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years from the conclusion of this 25th Annual General Meeting up to the conclusion of the 30th Annual General Meeting to be held in the calendar year 2024 and she will not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 18th July, 2019

By Order of the Board,

Palak D. Parekh
Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses at Item No. 2 to 5 in the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from **21st September, 2019 to 28th September, 2019** (both days inclusive) for the purpose of Annual General Meeting (AGM).
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
5. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA). Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
6. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting is provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. The Shareholders holding Shares in Physical form are advised to get their shares dematerialised as no physical shares can be traded in the Stock Exchanges in terms of SEBI and Stock Exchange guidelines.
10. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/ 2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. Members/Proxies are requested to bring duly filled attendance form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
13. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.
14. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2018-19 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website, www.prismfinance.in and that of Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com
16. Members and proxies thereof are requested to bring their Folio No. / DP Id-Client Id for identification.
17. **VOTING THROUGH ELECTRONIC MEANS**
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted

through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.

- (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. **E-voting facility will not be made available at the AGM venue.**
- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences **at 9.00 a.m. on Wednesday, 25th September, 2019 and ends at 5:00 p.m. on Friday, 27th September, 2019.** During this period members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 21st September, 2019**, may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

The procedure and instructions for remote e-voting are, as follows:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (ii) Now click on "Shareholders" to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:

User ID	a. For CDSL: 16 digits Beneficiary ID
	b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form should enter Folio Number registered with the Company

- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Address Slip/ email pertaining to the notice of this Annual General Meeting.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on Electronic Voting Sequence Number (EVSN) of PRISM FINANCE LIMITED.
- (xii) On the voting page, you will see 'Resolution Description' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- (xvii) Shareholders can also use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) Note for Non – Individual Members and Custodians:
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (g) **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) 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 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the AGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website- www.prismfinance.in and on the website of CDSL- www.evotingindia.com immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 25TH ANNUAL GENERAL MEETING DATED 18TH JULY, 2019.****In respect of Item No. 2:**

The Board of Directors, on the recommendation on Nomination and Remuneration Committee, in their meeting held on 9th April, 2019 have appointed Ms. Poonam P. Patel as Managing Director for a period of 3 years i.e. from 9th April, 2019 to 8th April, 2022.

The major terms of the remuneration of Managing Director are as under:

I. PERIOD:

The term of the Managing Director shall be for a period of three years from 9th April, 2019 to 8th April, 2022.

II. REMUNERATION:**A. SALARY:**

The Managing Director shall be entitled to monthly salary of Rs. 1,00,000/-

B. PERQUISITES:

1. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.
4. Free use of Company's car with driver for Company's business and free telephone facility at residence.

III. The Managing Director shall be entitled to reimbursement of expenses incurred by her in connection with the business of the Company.

IV. The Managing Director shall not, so long as she functions as such, become interested or otherwise concerned directly or through her husband and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

V. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

VI. TERMINATION:

The Managing Director may be removed from her office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Managing Director may resign from her office by giving 90 days' notice to the Company.

VII. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

As per the provisions of Sections 188, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as Managing Director of the Company on remuneration.

PRISM FINANCE LIMITED

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	Financing and Investment business
2	Date or expected date of commencement of commercial production	Existing
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	The Company earns revenue from dealings in securities.
5	Foreign investments or collaborations, if any.	N.A.
II	INFORMATION ABOUT THE APPOINTEE	
1	Background details	She has experience of 10 years Production of Readymade Garments. She has also experience of Investment and Finance business. She possesses tremendous management skill.
2	Past remuneration	N.A.
3	Recognition or awards	-
4	Job profile and her suitability	The management of the entire affairs of the Company. She has sufficient experience and academic background which suits to her job.
5	Remuneration proposed	Rs. 1,00,000/- Per Month + Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of her origin.)	Remuneration is commensurate with experience & qualifications. It is lower compared to industry standard formula.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel , if any	Ms. Poonam P. Patel is Promoter of the Company. She has shareholding of 1,68,000 Equity Shares in the company.
III	OTHER INFORMATION	
1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase in future
IV	DISCLOSURES	
1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in the notice of the 25 th General Meeting of the Company.
2	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any , attached to the annual report:	Necessary disclosures have been made in the report of Corporate Governance.

2(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc. of all the Directors;	Ms. Poonam P. Patel, Managing Director is entitled to remuneration of Rs. 1,00,000/- per month. No other Director except above is entitled for any remuneration.
2(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
2(iii)	Service contracts, notice period, severance fees;	90 days' Notice.
2(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	No stock options have been offered.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Poonam P. Patel, are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution for your approval as a Special Resolution.

In respect of Item No. 3, 4 and 5:

Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai were appointed as Independent Directors of the Company for a consecutive term of 5 years w.e.f. conclusion of 20th Annual General Meeting held on 25th September, 2014 and they were not liable to retire by rotation. Their said appointment is due to expire at the conclusion of this 25th Annual General Meeting of the members of the Company.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for second term on passing of a Special Resolution by the Company.

The Company has received a notice in writing from Member of the Company under section 160(1) of the Companies Act, 2013 proposing the candidature of Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai for the office of Independent Directors of the Company.

In the opinion of the Board, Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai fulfill the conditions of their appointment as Independent Directors of the Company as per the applicable provisions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and are independent of the management of the Company.

Details of Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for re-appointment of Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai as Independent Directors of the Company for a further consecutive second term of five years (viz. from the conclusion of this 25th Annual General Meeting up to the conclusion of the 30th Annual General Meeting to be held in the calendar year 2024), on the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company as well as fulfilling the criteria of their independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said resolutions at item Nos. 3, 4 and 5 are being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of Special Resolutions.

Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3 to 5 of the Notice relating to their own re-appointment. Other than these Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolutions mentioned at Item Nos. 3, 4 and 5 of the Notice.

Registered Office:

301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 18th July, 2019

By Order of the Board,

Palak D. Parekh
Company Secretary

PRISM FINANCE LIMITED

BRIEF PARTICULARS/PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Directors	Poonam P. Patel	Udayan D. Velvan	Kashyap R. Mehta	Anal R. Desai
Age (in years)	49 years	59 years	59 years	40 years
Date of Birth	06-11-1969	31-07-1959	07-03-1960	03-02-1979
Date of Appointment	09-04-2019	10-02-2014	06-06-2007	30-03-2009
Qualifications	Diploma in Commercial Arts, 1990	B.Com	B.Com, F.C.S, ACIS (London), ACMA	B. Com, A.C.S
Experience / Expertise	Investment and Finance	Management and administration.	Corporate Law & Finance	Corporate Laws & Administration
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item nos. 2 to 5 of the Notice convening this Meeting read with explanatory statement thereto			
Remuneration last drawn by such person, if any.	Refer to report on Corporate Governance and Form No. MGT-9 (Extract of Annual Return)			
Shareholding in the Company	1,68,000 Equity Shares	Nil	1,08,000 Equity Shares	Nil
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Director/KMP			
Number of Meetings of the Board attended during the year	N.A.*	6	6	6
List of other Companies in which Directorships held	Nil	Shree Rajeshwaranand Paper Mills Limited	1. Gujarat Craft Industries Limited 2. Typhoon Financial Services Limited 3. Som Shiva (Impex) Limited	Shree Rajeshwaranand Paper Mills Limited
List of Private Limited Companies in which Directorships held	1. Aarna Clothing Private Limited 2. Pelican Wellness Private Limited	Nil	1. Granula Masterbatches India Private Limited 2. Innovate Derivatives Private Limited 3. Innovate Securities Private Limited	Nil
Chairman/Member of the Committees of Directors of other Companies	Nil	Nil	1. Gujarat Craft Industries Limited – Member of the Audit Committee, Chairman of the Nomination & Remuneration Committee and Stakeholders' Relationship Committee. 2. Typhoon Financial Services Limited – Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee.	1. Shree Rajeshwaranand Paper Mills Limited – Chairman of the Audit Committee, Member of Stakeholders' Relationship Committee and Chairman of Nomination & Remuneration Committee
Justification for choosing the appointee for appointment as Independent Directors	N.A.	On the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.		

* Appointed as Managing Director w.e.f. 9th April, 2019 i.e. after the Financial Year 2018-19.

DIRECTORS' REPORT

Dear Members,

Your Directors present the **25TH ANNUAL REPORT** together with the Audited Financial Statements for the Financial Year 2018-19 ended 31st March, 2019.

1. FINANCIAL RESULTS:

(` in lakh)		
Particulars	2018-19	2017-18
Profit/(Loss) before Depreciation	(105.92)	130.69
Less: Depreciation	0.17	0.17
Profit/(Loss) before Taxation	(106.09)	130.52
Less: Provision for Taxation	-	27.50
Profit/(Loss) after Tax	(106.09)	103.02

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2019 and date of this report.

2. DIVIDEND:

With a view to conserve the resources of the Company, the Board of Directors has not recommended any dividend on the Equity Shares for the year under review.

3. OPERATIONS:

The Company incurred Loss before Depreciation of Rs. 105.92 lakh during the year under review compared to Profit of Rs.130.69 lakh during 2017-18. After providing for Depreciation, the Net Loss during the year under review was Rs. 106.09 lakh compared to Net Profit of Rs. 103.02 lakh during 2017-18.

4. LISTING:

The Equity Shares of the Company are listed on BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2019-20.

5. SHARE CAPITAL:

The paid up Share Capital of the Company as on 31st March, 2019 was Rs. 650.03 Lakhs. As on 31st March, 2019, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity and none of the Directors of the Company hold any convertible instruments.

6. RESERVES:

Keeping in view the loss incurred, your Company does not propose to transfer any amount to General Reserves.

7. DIRECTORS:

- 7.1. Ms. Poonam P. Patel has been appointed as Managing Director of the Company w.e.f. 9th April, 2019 for a period of 3 years.
- 7.2. Based on the recommendations of the Nomination and Remuneration Committee, it is proposed to re-appoint Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai as Independent Directors of the Company for a second consecutive term of 5 years from the conclusion of this 25th AGM up to the conclusion of the 30th AGM respectively and they will not be liable to retire by rotation.
- 7.3. The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.
- 7.4. Brief profile of the Directors being appointed and re-appointed as required under Regulations 36(3) of Listing Regulations, 2015 and Secretarial Standard on General Meetings and the justification for appointment/reappointment of Independent Directors are provided in the notice for the forthcoming AGM of the Company.
- 7.5. The Board of Directors duly met 6 times during the financial year under review.

7.6 Formal Annual Evaluation:

The Nomination and Remuneration Committee adopted a formal mechanism for evaluating the performance of the Board of Directors as well as that of its Committees and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise was carried out through an evaluation process covering aspects such as composition of the Board, experience, competencies, governance issues etc.

7.7 DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2019 being end of the Financial Year 2018-19 and the Loss of the Company for the year;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the annual accounts on a going concern basis.
- v. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

9. MANAGERIAL REMUNERATION:

The Company has not paid any Managerial Remuneration or other benefits to any of its Directors. The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy.

The Nomination and Remuneration Policy are available on the Company's website- www.prismfinance.in.

10. KEY MANAGERIAL PERSONNEL (KMP) AND PERSONNEL:

A. % increase in remuneration of Directors & KMP:

Sr. No.	Name of the Director & KMP	Designation	Percentage Increase (If any)
1.	Ms. Poonam P. Patel*	Managing Director	NA
2.	Mr. Chirag Desai	CFO	26.04%
3	Ms. Palak Parekh	Company Secretary	-

* appointed w.e.f. 9th April, 2019

- B.** The numbers of Employees of the Company are two. There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

11. VOLUNTARY EXIT FROM NBFI BUSINESS AND SURRENDER OF CERTIFICATE OF REGISTRATION AS NON BANKING FINANCIAL COMPANY (NBFC) WITH RESERVE BANK OF INDIA (RBI):

The Company is not carrying any Financing Activities as a Non- Banking Financing Company (NBFC) and also not meeting the requirement of the ratio between Financial Income (FI) and Gross Income (GI) i.e. FI to be more than 50% of GI as prescribed by RBI as most of the income of the Company is realized from other than NBFC activities such as Sale of Shares, Sale of Clothes/Fabrics etc. Hence the Company has applied to RBI for surrender the Certificate of Registration.

12. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Directors' Report.

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.prismfinance.in

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company being in the Industry of Investment, Finance and Trading, the particulars relating to conservation of Energy, Technology Absorption etc. are not applicable. The Company has not earned or spent any amount in Foreign Exchange.

14. CORPORATE GOVERNANCE AND MDA:

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance (on voluntary basis), Management Discussion and Analysis (MDA) and a certificate regarding compliance with the conditions of Corporate Governance are appended to the Annual Report as **Annexure - A**.

15. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Pinakin Shah & Co., Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – B**. The remarks of Auditor for non-appointment of Managing Director during the year 2018-19 is self explanatory.

As regards the observation of the Auditors, the Company has yet not taken special efforts to collect copy of PAN, and bank account details of all securities holders holding securities in physical form pursuant to Point 12 of para II of Annexure to the SEBI Circular No. SEBI/ HO/ MIRSD/ DOP1/ CIR/ P/ 2018/ 73 dated 20th April, 2018.

16. EXTRACT OF ANNUAL RETURN:

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – C**. The same is also available on the Company's website at www.prismfinance.in.

17. AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The details of various committees and their functions are part of Corporate Governance Report.

18. GENERAL:**18.1. STATUTORY AUDITORS:**

The present Auditors of the Company M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad are the Statutory Auditors of the Company for a period of 5 years to hold office till the conclusion of 28th AGM to be held in the year 2022.

The remarks of Auditor are self explanatory and have been explained in Notes on Accounts.

18.2 INSURANCE:

The movable and immovable properties of the Company to the extent required have been adequately insured risks such as fire, strike, civil commotion, malicious damages, etc.

18.3 DEPOSITS:

The Company has not accepted during the year under review any Deposits and there were no overdue deposits.

18.4 RISKS MANAGEMENT POLICY:

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly with reference to statutory regulations and guidelines defined by the Company.

18.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs as on 31st March, 2019.

18.6 CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

18.7 SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

18.8 ENVIRONMENT AND SAFETY:

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

18.9 DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

18.10 INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

18.11 SECRETARIAL STANDARDS:

The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company.

19. DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

20. DEMATERIALISATION OF EQUITY SHARES:

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN No. is INE429Q01019

21. ACKNOWLEDGEMENT:

Your Directors express their sincere thanks and appreciation to Promoters, Shareholders and Customers for their support and co operation. Your Directors also place on record their gratitude to the Bankers of the Company and Government Departments for their confidence reposed in the Company.

For and on behalf of the Board,

Place : Ahmedabad
Date : 18th July, 2019

Anal R. Desai
Chairman

VOLUNTARY REPORT ON CORPORATE GOVERNANCE**INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31st March, 2019 and also up to the date of this Report.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability.

Effective Corporate Governance is the key element ensuring investor's protection; providing finest work environment leading to highest standards of management and maximization of everlasting long -term values. Your Company believes in the philosophy on practicing Code of Corporate Governance that provides a structure by which the rights and responsibility of different constituents such as the board, employees and shareholders are carved out.

A Report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation) is given below:

2. BOARD OF DIRECTORS:**(a) Composition and Category of Directors as on 31st March, 2019 and on the date of this report:**

Name of Directors	Category of Directorship	No. of other Directorships@	No. of Committee Member/Chairmanship in other companies**		No. of Board Meetings attended during 2018-19	Attendance at the AGM held on 29 th September, 2018 (Y)/(N)
			Member	Chairman		
Anal R. Desai	Non-executive Independent	1	1	1	6	Y
Kashyap R. Mehta	Non-executive Independent	3	1	3	6	Y
Udayan D. Velvan	Non-executive Independent	1	-	-	6	Y
Poonam P. Patel#	Promoter – Executive	-	-	-	N.A	N.A

@ Private Companies, foreign companies and companies under Section 8 of the Companies Act, 2013 are excluded

** for the purpose of reckoning the limit of committees, only chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee has been considered

#Ms. Poonam P. Patel was appointed as Managing Director w.e.f 9th April, 2019.

(b) Directorship in Listed Entities other than Prism Finance Limited and the category of directorship as on 31st March, 2019 and on the date of this report, is as follows:

Name of Director	Name of listed Company	Category of Directorship
Mr. Udayan D. Velvan	Shree Rajeshwaranand Paper Mills Limited	Whole Time Director
Mr. Kashyap R. Mehta	Gujarat Craft Industries Limited	Director
	Typhoon Financial Services Limited	Director
Ms. Anal R. Desai	Shree Rajeshwaranand Paper Mills Limited	Director
Ms. Poonam P. Patel	-	-

(c) Relationships between directors inter-se:

None of the directors are related to each other.

(d) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1st April, 2018 to 31st March, 2019 were held 6 times on 30-05-2018, 20-07-2018, 14-08-2018, 05-11-2018, 03-01-2019 and 14-02-2019.

e) Familiarisation Program for Independent Directors:

The details of the familiarization program are available on the Company's website – www.prismfinance.in

'Disclosure under SEBI (LODR)

The Independent Directors of the Company are seasoned professionals and have detailed knowledge and understanding of the industry, business model & operations and also of their roles, responsibilities and dustings.

Presentations are regularly made to the Independent Directors on various matters covering Company's business, operations, industry, updates, strategy, finance, risk management, role, rights and responsibilities of Independent Directors under various statutes. A familiarisation programme was conducted during the year.'

f) Shareholding of Non- Executive Directors as on 31st March, 2019:

Name of the Non-Executive Director	No. of Equity Shares held	% of total Shareholding	No. of Convertible Instruments
Mr. Udayan D. Velvan	Nil	Nil	Nil as Not Issued by the Company
Mr. Kashyap R. Mehta	1,08,000	1,08,000	
Ms. Anal R. Desai	Nil	Nil	
Total	1,08,000	1,08,000	

g) Chart or Matrix setting out the skills/ expertise/ competence of the board of directors specifying the following:

Name	Qualifications	Experience	Expertise
Mr. Udayan D. Velvan	B.Com	Experience of more than three decades in field of plastic and paper industry.	Management and administration
Mr. Kashyap R. Mehta	B.Com, FCS, ACIS (London), ACMA	Experience of more than three decades in field of Corporate Laws and Secretarial Practice.	Corporate Law & Finance
Ms. Anal R. Desai	B.Com, ACS	Experience of more than 15 years in the field of Company Law and Compliance Management.	Corporate Laws & Administration
Ms. Poonam P. Patel	Diploma in Commercial Arts, 1990	Experience of 10 years Production of Readymade Garments	Investment and Finance

h) In accordance with para C of Schedule V of the Listing Regulations, the Board of Directors of the Company hereby confirm that the Independent Directors of the Company fulfill the conditions specified in the Regulations and are independent of the management.

i) None of the Independent Directors of the Company resigned during the financial year and hence no disclosure is required with respect to Clause 2(g) of para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. AUDIT COMMITTEE:

The Audit Committee consists of the following Directors as on date of the Report:

Name of the Directors	Expertise	Terms of reference & functions of the Committee	No. of Meetings attended during 2018-19
Anal R. Desai, Chairman	All members are Non executive. Chairman is Independent Director and majority are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	4 of 4
Kashyap R. Mehta			4 of 4
Udayan D. Velvan			4 of 4

The Audit Committee met 4 times during the Financial Year 2018-19. The maximum gap between two meetings

was not more than 120 days. The Committee met on 30-05-2018; 14-08-2018; 05-11-2018 & 14-02-2019. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

4. NOMINATION AND REMUNERATION COMMITTEE:

Name of the Directors	Functions of the Committee	No. of Meetings attended during 2018-19
Udayan D. Velvan , Chairman	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	During the year under review, no meeting of Nomination & Remuneration Committee was held.
Kashyap R. Mehta		
Anal R. Desai		

Terms of reference and Nomination & Remuneration Policy:

The Committee identifies and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Committee fixes remuneration of the Directors on the basis of their performance and also practice in the industry. The terms of reference of the Nomination & Remuneration Committee include review and recommendation to the Board of Directors of the remuneration paid to the Directors. The Committee meets as and when required to consider remuneration of Directors.

Performance Evaluation Criteria for Independent Directors:

The Board evaluates the performance of independent directors (excluding the director being evaluated) on the basis of the contributions and suggestions made to the Board with respect to financial strategy, business operations etc.

5. REMUNERATION OF DIRECTORS:

1. No Remuneration, Sitting Fees, Commission or Stock Option has been offered to the Directors.
2. The terms of appointment of Managing Director / Whole-time Director will be governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
3. Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.
4. The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non Executive Directors.
5. Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
6. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31st March, 2019.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted a Stakeholders' Relationship Committee for the purpose of effective Redressal of the complaints and concerns of the shareholders and other stakeholders of the Company.

The Committee comprises the following Directors as members as on the date of the Report:

1. Ms. Anal R. Desai Chairman
2. Mr. Kashyap R. Mehta Member
3. Mr. Udayan D. Velvan Member

PRISM FINANCE LIMITED

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31st March, 2019.

Ms. Palak D. Parekh, Company Secretary is the Compliance Officer for the above purpose.

7. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2015-16 (22 nd AGM)	29-09-2016	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 No Special Resolution was passed.
2016-17 (23 rd AGM)	28-09-2017	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 Special Resolution: Special Resolution under Section 94 of the Companies Act, 2013 for authority to Link Intime India Private Limited (RTA) for maintaining Register of Members together with the Index of members of the Company and copies of Annual Returns.
2017-18 (24 th AGM)	29-09-2018	3.00 p.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 Special Resolution: Authority to Board of Directors under Section 186 of the Companies Act, 2013.

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2018-19.

8. MEANS OF COMMUNICATION:

In compliance with the requirements of the Listing Agreement and SEBI (LODR) Regulations, the Company regularly intimates Unaudited / Audited Financial Results to the Stock Exchanges immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati). Results are also displayed on Company's website www.prismfinance.in.

The reports, statements, documents, filings and any other information is electronically submitted to the recognized stock exchanges, unless there are any technical difficulties while filing the same. All important information and official press releases are displayed on the website for the benefit of the public at large

During the year ended on 31st March, 2019, no presentations were made to Institutional Investors or analyst or any other enterprise.

9. GENERAL SHAREHOLDERS' INFORMATION:

a)	Registered Office	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015.
b)	Annual General Meeting	Day : Saturday Date : 28 th September, 2019 Time : 12.00 p. m. Venue : 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015.
c)	Financial Year	1st April, 2018 to 31st March, 2019
d)	Financial Calendar	1st Quarter Results : 1 st / 2 nd week - September, 2019*. Half-yearly Results : 1 st / 2 nd week - December, 2019*. 3rd Quarter Results : 1 st / 2 nd week - February, 2020. Audited yearly Results : End - May, 2020. *Extended timeline for Ind AS Implementation
e)	Book Closure Dates	From : Saturday The 21st September, 2019 To : Saturday The 28th September, 2019. (Both days inclusive).
f)	Dividend Payment Date	Not Applicable

g)	Listing of Shares on Stock Exchanges	1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. The Company has paid the annual listing fees for the financial year 2019-20 to BSE Limited.
h)	Stock Exchange Code	Stock Exchange Code BSE 531735
i)	Registrar and Share Transfer Agents	Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company: Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ahmedabad - 380006 Tele. No. : +91 79 26465179
j)	Share Transfer System	The transfer of shares in physical form is processed and completed by M/s. Link Intime India Pvt. Ltd. (RTA of the Company) within a period of 15 days from the date of receipt thereof. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 th June, 2018, SEBI has amended Regulation 40 of the Listing regulations effective from 1 st April 2019, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. However, the transfer deed(s) lodged prior to the 1 st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1 st April 2019 with the Registrar and Share transfer Agents of the Company. Hence, Shareholders are advised to get their shares dematerialized. In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

k) Stock Price Data :

The shares of the Company were traded on the BSE Limited. The information on stock price data, BSE Sensex details are as under:

Month	BSE			BSE Sensex
	High (`)	Low (`)	Shares Traded (No.)	
The Equity shares of the Company have not been traded during the year under review.				

l) Distribution of Shareholding as on 31st March, 2019:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	1202	73.83	90310	1.39
501 to 1000	303	18.61	283600	4.36
1001 to 2000	9	0.55	13500	0.21
2001 to 3000	26	1.60	62700	0.96
3001 to 4000	1	0.06	3600	0.06
4001 to 5000	20	1.23	97900	1.51
5001 to 10000	10	0.61	87800	1.35
10001 to above	57	3.50	5860890	90.16
Grand Total	1628	100.00	6500300	100.00

m) Category of Shareholders as on 31st March, 2019:

Category	No. of Shares held	% of Shareholding
Promoters	29,83,690	45.90
Financial Institutions/Banks	-	-
Mutual Funds	-	-
Bodies Corporate	5,37,000	8.26
NRIs & CM	3,37,600	5.20
Public	26,42,010	40.64
Grand Total	65,00,300	100.00

n) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.

o) Dematerialisation of Shares and liquidity :

Approximately 52.75% of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE429Q01019.

p) Commodity Price Risks and Commodity Hedging Activities:

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking inventory management and proactive vendor development practices.

q) CREDIT RATINGS:

The Company has not obtained any Credit Rating during the financial year and hence no disclosure is required with respect to Clause 9(q) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. ADDRESS FOR CORRESPONDENCE:

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non receipt of dividend or any other query relating to shares, Shareholders' correspondence should be addressed to the Company's Registrar and Share Transfer Agent at:

Link Intime India Private Limited,
506-508, Amarnath Business Centre-1
(ABC-1), Besides Gala Business Centre, Near, St. Xavier's College Corner
Off C G Road, Ahmedabad - 380006
Tele. No. : +91 79 26465179
Email: ahmedabad@linkintime.co.in
Compliance Officer : Ms. Palak D. Parekh, Company Secretary

11. MANAGEMENT DISCUSSION AND ANALYSIS:**a. Industry Structure and Developments:**

The Non Banking Financial Companies (NBFC) industry in the private sector in India is represented by a mix of few large and national level Companies and a large number of small and medium sized, regional and local Companies. These NBFCs provide a variety of services including fund based and free based activities as well as cater to retail and non-retail markets and niche segments.

As a part of the economic reform, the Government is reducing the interest rate to lower the overall finance cost. In spite of this and other banking reforms, no major momentum is witnessed in credit obtained by the industrial sector including core industry.

The imposition of stricter registration and other regulatory compliance requirements over the years have led to better investor protection and improved overall industry environment.

b. Opportunities and Threats:

The Company faces normal market competition in its business. The working of the NBFCs continued to be adversely affected by defaults due to recession and absence of proper and speedier recovery loss and procedure, paucity of funds, over regulations, lack of level playing field, additive tax treatments and disallowance and encroachment by unprofessional and inexperienced fly-by-night operators in the industry.

The continuance of slowdown in economy coupled with the reduction in the interest rate would continue to affect the income level of your Company in the current year. However, with the effective control over the expenses and prudent development of available resources, the Management is hopeful of maintaining satisfactory results.

c. Segment wise Performance:

The Company is operating in single segment. Hence, there is no need of reporting segment wise performance.

d. Recent Trend and Future Outlook:

The Company is likely to continue to maintain its focus on capital market activities including trading in securities and emerging products in derivatives. The Company will also look for any attractive opportunities in other growth areas in the financial services sector.

e. Risks and Concerns:

The Company is exposed to the normal industry risk factors of interest rate volatility, credit risk, market risk and operational risk. It manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

With lower and lower interest regime, the Company's gross income may suffer a set back as being a finance Company its main income is return/yield on its deployable funds.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2018-19 is described in the Directors' Report under the head 'Review of Operation'.

h. Material Developments in Human Resources and Industrial Relations Front:

The Company is in process of employing and developing HRD department.

i. **Key Financial Ratios:**

Key Ratios	FY 2018-19	FY 2017-18	Change %	Explanation, if required
Debtors Turnover	NA	NA	-	-
Inventory Turnover	NA	NA	-	-
Interest Coverage Ratio	NA	NA	-	-
Current Ratio	1.00	4.64	(78%)	Current Ratio has changed due to increase in Current Liabilities
Debt Equity Ratio	NA	NA	-	-
Operating Profit Margin (%)	As the revenue from operations is being Profit/ Loss generated from Financing Activities, the percentage of margin on revenue are irrelevant		-	-
Net Profit Margin (%)			-	-
Return on Net worth			-	-
	Loss	10%	-	-

j. **Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

12. DISCLOSURES:

- The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- The Company is in compliance with all mandatory requirements under Listing Regulations. Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.
- The policy on related party transactions is disclosed on the Company's website viz. www.prismfinance.in.
- The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement (QIP) during the financial year and hence no disclosure is required with respect to Clause 10(h) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- A Certificate from M/s. Kashyap R. Mehta & Associates, Practicing Company Secretaries to the effect that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been attached as **Annexure –D**.
- During the financial year, the Board of Directors of the Company has not rejected any recommendation of any committee of the Board which was mandatorily required under the Companies Act, 2013 or the Listing Regulations.
- The details of total fees for all services paid by the Company to the statutory auditor of the Company viz. M/s.Parikh & Majmudar and all entities in the network firm/network entity of which the statutory auditor is a part are as follows:

Type of fee	2018-19 (Rs.)	2017-18 (Rs.)
Audit Fees	1,23,900	1,05,000

- j. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of complaints
1	Complaints filed during the financial year	Nil
2	Complaints disposed of during the financial year	Nil
3	Complaints pending as at the end of the financial year	Nil

13. DETAILS OF NON COMPLIANCE CORPORATE GOVERNANCE REQUIREMENT:

There was no non-compliance during the year and no penalties were imposed or strictures passed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

14. NON-MANDATORY REQUIREMENTS OF REGULATION 27 (1) & PART E OF SCHEDULE II OF THE LISTING REGULATIONS:

- i. The Company has a Non – Executive Chairman.
 - ii. The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
 - iii. The Company's financial statements for the financial year 2018-19 do not contain any audit qualification.
 - iv. The internal auditors report to the Audit Committee.
- 15.** The Company, on voluntary basis, is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

For and on behalf of the Board,

Place : Ahmedabad
Date : 18th July, 2019

Anal R. Desai
Chairman

DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31st March, 2019.

For Prism Finance Limited

Place : Ahmedabad
Date : 18th July, 2019

Anal R. Desai **Chirag J. Desai**
Director CFO

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Prism Finance Limited,

We have examined the compliance of conditions of Corporate Governance by **Prism Finance Limited**, for the year ended on 31st March, 2019 and also up to the date of this report as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance as stipulated in LODR. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 & Part E of Schedule II of LODR.

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

For KASHYAP R. MEHTA & ASSOCATES,
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR
FCS : 1821 COP: 2052
FRN: S2011GJ166500

Place : Ahmedabad
Date : 18th July, 2019

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Prism Finance Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Prism Finance Limited** [CIN: L63910GJ1994PLC021915] ('hereinafter called the Company') having Registered Office at 301, Iscon Mall, Above Star India Bazar, Satellite Road, Ahmedabad 380015. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the audit period)
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (Not Applicable during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable during the audit period); and

PRISM FINANCE LIMITED

- (vi) Various common laws applicable to the activities of the Company such as The Reserve Bank of India Act, 1934, Prevention of Money Laundering Act, 2002, Income Tax, Act, 1961, Chapter V of the Finance Act, 1994 (Service Tax), Land Laws, Stamp Act, for which we have relied on Certificates/ Reports/ Declarations/Consents/Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Consultants, Chartered Accountants and officers of the Company and have found that the Company is generally regular in complying with the provisions of various applicable Acts.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards SS – 1 & SS – 2 issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Listing Agreement entered into by the Company with Stock Exchange.

during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The following are our observations during the Audit:

- 1. The Company did not have a Managing Director pursuant to section 203, of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review. However, the Company has appointed a Managing Director w.e.f 9th April, 2019.***
- 2. The Company has yet not taken special efforts to collect copy of PAN, and bank account details of all securities holders holding securities in physical form pursuant to Point 12 of para II of Annexure to the SEBI Circular No. SEBI/ HO/ MIRSD/ DOP1/ CIR/ P/ 2018/ 73 dated 20th April, 2018. However, the Company has placed note for the same in the Annual Report for the year 2017-18.***

We further report that:

The Company was professionally managed by Non-Executive Independent Directors in its Board structure. There were no changes being carried out in the composition of the Board of Directors during the period under review. However, as on date of this report, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and Key Managerial Personnel that took place after the period under review and till the date of this report were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has duly passed Special Resolution under Section 186 of the Companies Act, 2013 at the Annual General Meeting held on 29th September, 2018 for authorizing the Board of Directors to make investments.

For PINAKIN SHAH & CO.
COMPANY SECRETARIES

Place : Ahmedabad
Date : 18th July, 2019

PINAKIN S. SHAH
PROPRIETOR
FCS: 2562
COP: 2932
FRN: S2010GJ134100
PR: 572/2018

Note: This report is to be read with our letter of even date which is annexed as **Annexure 1** and forms an integral part of this report.

To,
The Members,
Prism Finance Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For PINAKIN SHAH & CO.
COMPANY SECRETARIES

Place : Ahmedabad
Date : 18th July, 2019

PINAKIN S. SHAH
PROPRIETOR
FCS: 2562
COP: 2932
FRN: S2010GJ134100
PR: 572/2018

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(1)	CIN	L63910GJ1994PLC021915
(2)	Registration Date	28 th April, 1994
(3)	Name of the Company	Prism Finance Limited
(4)	Category / Sub-Category of the Company	Public Company Limited by Shares
(5)	Address of the registered Office and Contact Details	301, Iscon Mall, Above Star India Bazar, Satellite Road, Ahmedabad- 380 009
(6)	Whether Listed Company	Yes
(7)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 506-508, Amarnath Business, Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ahmedabad – 380006

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover
1	Finance/ Investment	997119	100%
2	Trading of fabric	46411	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company has no Holding/ Subsidiary/ Associate Company.

IV. SHARE HOLDING PATTERN:

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held as on 1 st April, 2018				No. of Shares held as on 31 st March, 2019				%
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Change during 2018-19
A. Promoters									
(1) Indian									
a) Individual/ HUF	1026190	-	1026190	15.79	1026190	-	1026190	15.79	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1957500	-	1957500	30.11	1957500	-	1957500	30.11	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	2983690	-	2983690	45.90	2983690	-	2983690	45.90	-

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	157800	379200	537000	8.26	157800	379200	537000	8.26	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding < = ₹ 1,00,000	31900	557010	588910	9.06	35800	553110	588910	9.06	-
ii) Individuals holding > ₹ 1,00,000	252100	1801000	2053100	31.58	252100	1801000	2053100	31.58	-
c) Others (specify)									
NRIs	-	337600	337600	5.19	-	337600	337600	5.19	-
OCB	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	441800	3074810	3516610	54.10	445700	3070910	3516610	54.10	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	441800	3074810	3516610	54.10	445700	3070910	3516610	54.10	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3425490	3074810	6500300	100.00	3429390	3070910	6500300	100.00	-

ii) Shareholding of Promoters:

Sr No	Shareholder's Name	Shareholding as on 01-04-2018			Shareholding as on 31-03-2019			% change in share holding during the year 2018-19
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Leena Arunprasad Patel	277400	4.27	-	277400	4.27	-	-
2.	Arunprasad P Patel	267800	4.12	-	267800	4.12	-	-
3	Deval Rahul Patel	193000	2.97	-	193000	2.97	-	-
4	Poonam Pranay Patel	168000	2.58	-	168000	2.58	-	-
5	Som Shiva (Impex) Ltd	1957500	30.11	-	1957500	30.11	-	-
6	Rahul Arunprasad Patel	95000	1.46	-	95000	1.46	-	-
7	Amisha A. Patel	24990	0.38	-	24990	0.38	-	-
	Total	2983690	45.90	-	2983690	45.90	-	-

iii) Change in Promoters' Shareholding:

During the year, there were no changes in Promoter's Shareholding.

iv) Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 01-04-2018		Changes during the Year	Shareholding as on 31-03-2019	
		No. of shares	% of total shares		No. of shares	% of total shares
	Top 10 as on 01-04-2018					
1	Kolon Investment Pvt. Ltd	286800	4.41	-	286800	4.41
2	Prominent Plastics Ltd.	157800	2.43	-	157800	2.43
3	Bijal Shankarbhai Kaduskar	130200	2.00	-	130200	2.00
4	Dinesh Jayantilal Thakkar	127500	1.96	-	127500	1.96
5	Rajnikant Vakhtram Vyas	125100	1.92	-	125100	1.92
6	Mehroo Burjor Sethna	100400	1.54	-	100400	1.54
7	KamalrukhTehmul Sethna	100400	1.54	-	100400	1.54
8	Tehmul Sethna	100400	1.54	-	100400	1.54
9	Dinesh M. Parekh - HUF	100000	1.54	-	100000	1.54
10	Yogeshkumar Bhojnagarwala	86000	1.32	-	86000	1.32

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 01-04-2018		Changes during the Year (No. of shares)	Shareholding as on 31-03-2019	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Kashyap R. Mehta	1,08,000	1.66	-	1,08,000	1.66
2.	Poonam P. Patel	1,68,000	2.58	-	1,68,000	2.58

V. INDEBTEDNESS :

(in `)

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A.	Indebtedness as on 01-04-2018				
	i) Principal Amount	-	22,96,569	69,000	23,65,569
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	Nil	22,96,569	69,000	23,65,569
B.	Change in Indebtedness during 2018-19				
	* Addition	-	3,02,43,227	-	3,02,43,227
	* Reduction	-	-	-	-
	Net Change	-	3,02,43,227	-	3,02,43,227
C.	Indebtedness as on 31-03-2019				
	i) Principal Amount	-	3,25,39,796	69,000	3,26,08,796
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	Nil	3,25,39,796	69,000	3,26,08,796

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

No Disclosure is required as there was no Managing Director, Whole Time Director and/ or Manager in the Company during the year under review.

B. Remuneration to other Directors:

No remuneration has been paid to any Director of the Company, hence there is no disclosure.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB

(in `)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Ms. Palak D. Parekh - Company Secretary	Mr. Chirag J. Desai - CFO	
1.	Gross salary	1,80,000	4,84,000	6,64,000
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of Profit	-	-	-
	- others, specify...	-	-	-
5.	Others, Please specify	-	-	-
	Total	1,80,000	4,84,000	6,64,000

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There are no such Penalties/ Punishment/ Compounding of Offences as on the date of report.

For and on behalf of the Board,

Place : Ahmedabad
Date : 18th July, 2019

Anal R. Desai
Chairman

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the
SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)**

To,
The Members of
Prism Finance Limited
 301, Iscon Mall, Above Star Bazar,
 Satellite Road,
 Ahmedabad – 380 015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Prism Finance Limited** having CIN: L63910GJ1994PLC021915 and having registered office at 301, Iscon Mall, Above Star India Bazar, Satellite Road, Ahmedabad – 380 015 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 and as on date have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Poonam Pranay Patel	00248763	09-04-2019
2	Anal Ruchir Desai*	02636329	30-03-2009
3	Kashyap Rajendrabhai Mehta*	00005063	06-06-2007
4	Udayan Velvan Dhireschandra*	01876652	10-02-2014

*Appointed as Independent Director of the Company for a period of consecutive 5 years w.e.f. 25-09-2014

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For PINAKIN SHAH & CO.
COMPANY SECRETARIES

PINAKIN S. SHAH
PROPRIETOR

Place : Ahmedabad
 Date : 18th July, 2019

FCS: 2562 COP: 2932
 FRN: S2010GJ134100

INDEPENDENT AUDITORS' REPORT

To,
**The Members of
PRISM FINANCE LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion :

We have audited the accompanying standalone financial statements of **PRISM FINANCE LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial Position) of the Company as at March 31, 2019, and its loss (financial performance), and Cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act; 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), Profit or loss (financial performance), and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements :

1. As required by section 197(16) of the Act, we report that the company has not paid any remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR PARIKH & MAJMUDAR
Chartered Accountants
FRN : 107525W

Place : Ahmedabad
Dated : 30th May, 2019

CA DR. HITEN PARIKH
Partner
Membership No. 040230

**ANNEXURE A –TO THE INDEPENDENT AUDIT REPORT
OF EVEN DATE TO THE MEMBERS OF PRISM FINANCE LIMITED ON THE STANDALONE FINANCIAL
STATEMENTS FOR THE YEAR ENDED 31STMARCH 2019**

- i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - b) Property, Plant & Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - c) All the title deeds of immovable properties are held in the name of the Company.
- ii) During the year under review, the Company does not hold any inventories. Hence, paragraph 3(ii) of the Order, is not applicable.
- iii) The Company has granted interest free unsecured loan to two companies and a party covered in the register maintained under Section 189 of the Act.
 - a) As explained to us, the other terms and conditions of the grant of such loans are not prejudicial to the interest of the Company.
 - b) No schedule of repayment of principle is stipulated for such interest free loans granted by the Company hence reporting under clause 3(iii)(b) as to regularity in repayment of principal of such loans does not arise.
 - c) As explained to us, no such loans are overdue for more than ninety days hence reporting under clause 3(iii)(c) as to reasonable steps taken for recovery of principle and interest thereon does not arise.
- iv) As explained to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The Company is registered as a Non- Banking Finance Company hence provisions of Section 186 of the Act in respect of investments made are not applicable to the Company.
- v) The Company has not accepted any deposits from public, within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
- vi) The Central Government of India has not specified the maintenance of cost records under Sub-section (1) of Section 148 of the Companies Act 2013.

- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state Insurance, income-tax, sales tax, value added tax, Goods & Service tax duty of customs, duty of excise, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, value added tax, duty of customs, Goods & Service tax duty of excise, service tax, cess and other material statutory dues were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable..
- b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, Goods & Service tax, duty of excise, service tax, value added tax and duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- viii) According to information & explanations given to us, the company does not have any borrowings from Banks, Financial Institutions, Government debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) According to the information & explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments), and term loans during the year under review. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year under review.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is registered as Non-Banking Financial Institution (NBFI) and is holding a Certificate of Registration (CoR) from Reserve Bank of India to carry on business of NBFI in terms of Section 45-1A of the RBI Act, 1934.

FOR PARIKH & MAJMUDAR
Chartered Accountants
FRN : 107525W

Place : Ahmedabad
 Dated : 30th May, 2019

CA DR. HITEN PARIKH
Partner
 Membership No. 040230

**Annexure B to the Independent Auditor's Report of Even Date to the Members of PRISM FINANCE LIMITED
 on the Standalone Financial Statements of the year ended on 31st March 2019**

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the standalone financial statements of **M/s PRISM FINANCE LIMITED** ("the Company") as at and for the year ended 31st March 2019, We have audited the internal financial controls over financial reporting of the company as of that date.

Management's Responsibility for Internal Financial Controls:

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components

PRISM FINANCE LIMITED

of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting and the Guidance Note issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

FOR PARIKH & MAJMUDAR
Chartered Accountants
FRN : 107525W

CA DR. HITEN PARIKH
Partner
Membership No. 040230

Place : Ahmedabad
Dated : 30th May, 2019

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Refer Note No.	As At 31 st March, 2019	As At 31 st March, 2018
I EQUITY AND LIABILITIES :			
1) Shareholders' Funds			
a) Share capital	A	6,50,03,000	6,50,03,000
b) Reserves and Surplus	B	2,72,82,284	3,78,91,739
2) Non-Current Liabilities			
Other Long-term liabilities	C	69,000	69,000
3) Current Liabilities			
a) Short-term borrowings	D	3,25,39,796	22,96,569
b) Trade payables	E		
- dues to micro and small enterprises		38,57,570	20,16,833
- dues to other than micro and small enterprises		2,81,298	3,07,101
c) Other current liabilities	F		
d) Short-term provisions	G	-	25,41,918
TOTAL		12,90,32,948	11,01,26,160
II ASSETS :			
1) Non-Current Assets			
a) Property Plant & Equipment			
Tangible assets	H	8,40,089	8,57,256
b) Non-current investments	I	9,13,45,147	6,76,17,809
c) Long-term loans and advances	J	1,08,500	84,01,100
2) Current Assets			
a) Trade receivables	K	19,84,753	19,84,753
b) Cash and cash equivalents	L	4,13,105	19,57,688
c) Short-term loans and advances	M	3,43,41,354	2,93,07,553
TOTAL		12,90,32,948	11,01,26,160

Significant Accounting Policies &
Other Notes to Accounts

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The Notes referred to above form an integral part of the standalone balancesheet

As per our Report of even date attached
For PARIKH & MAJMUDAR
Chartered Accountants
F R NO. 107525W

CA DR HITEN PARIKH
Partner
M NO. 040230

Place : Ahmedabad
Date : 30th May, 2019

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 30th May, 2019

Anal R. Desai
Director
DIN : 02636329

Kashyap R. Mehta
Director
DIN : 00005063

PRISM FINANCE LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2019

Particulars		Refer Note No.	For the Year ended On 31 st March, 2019	For the Year ended On 31 st March, 2018
I	Revenue from Operations	N	(80,55,353)	1,69,03,409
II	Other Income	O	4,73,568	4,78,181
III	Total Revenue		(75,81,785)	1,73,81,590
IV	Expenses :			
a)	Purchase of stock-in-Trade	P	-	19,62,500
b)	Payments to and Provisions for Employees	Q	6,64,000	5,64,000
c)	Finance cost	R	2,81,630	-
d)	Depreciation and Amortization Expense (net)		17,167	17,167
e)	Other expenses	S	20,64,873	17,85,538
	Total Expenses		30,27,670	43,29,205
V	Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)		(1,06,09,455)	1,30,52,385
VI	Exceptional Items		-	-
VII	Profit/(Loss) Before Extraordinary Items And Tax (V-VI)		(1,06,09,455)	1,30,52,385
VIII	Extraordinary Items		-	-
IX	Profit/(loss) Before Tax (VII-VIII)		(1,06,09,455)	1,30,52,385
X	Tax Expense			
1)	Current Tax		-	(27,50,000)
2)	Deferred Tax		-	-
XI	Profit /(loss) for the year from continuing operations (IX-X)		(1,06,09,455)	1,03,02,385
XII	Earning Per Equity Share (annualised)			
1)	Basic		(1.63)	1.58
2)	Diluted		(1.63)	1.58
Significant Accounting Policies & Other Notes to Accounts		T		

The Notes referred to above form an integral part of the Statement of Profit & Loss

As per our Report of even date attached
For PARIKH & MAJMUDAR
Chartered Accountants
F R NO. 107525W

CA DR HITEN PARIKH
Partner
M NO. 040230

Place : Ahmedabad
Date : 30th May, 2019

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Anal R. Desai
Director
DIN : 02636329

Chirag J. Desai
Chief Financial Officer

Kashyap R. Mehta
Director
DIN : 00005063

Place : Ahmedabad
Date : 30th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extra-ordinary items	(1,06,09,455)	1,30,52,385
Adjustments for :-		
- Depreciation	17,167	17,167
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	17,167	17,167
	(1,05,92,288)	1,30,69,552
Adjustments for :-		
- Trade Receivables	-	1,35,67,279
- Long/Short term Loans & Advances	32,58,799	35,78,519
- Trade payables & Other Liabilities	(25,803)	(1,35,42,455)
	32,32,996	36,03,343
CASH GENERATED FROM OPERATIONS	(73,59,292)	1,66,72,895
Income tax paid	(25,41,916)	(15,92,481)
	(25,41,916)	(15,92,481)
NET CASH FROM OPERATING ACTIVITIES (A)	(99,01,208)	1,50,80,414
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of /additions in investments	(55,27,43,726)	(7,42,31,928)
Sales/reduction in Investments	52,90,16,387	6,16,06,834
(Loss) / Profit on trading of shares/derivatives	-	-
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	(2,37,27,339)	(1,26,25,093)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowing	3,02,43,227	(15,18,168)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	3,02,43,227	(15,18,168)
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(33,85,320)	9,37,153
CASH & CASH EQUIVALENTS AS AT 1 ST APRIL, 2018	19,57,688	10,20,535
CASH & CASH EQUIVALENTS AS AT 31ST MARCH, 2019	(14,27,632)	19,57,688

As per our Report of even date attached

For PARIKH & MAJMUDAR**Chartered Accountants**

F R NO. 107525W

CA DR HITEN PARIKH

Partner

M NO. 040230

Place : Ahmedabad

Date : 30th May, 2019**For and on behalf of the Board****Palak D. Parekh**

Company Secretary

Anal R. Desai

Director

DIN : 02636329

Chirag J. Desai

Chief Financial Officer

Kashyap R. Mehta

Director

DIN : 00005063

Place : Ahmedabad

Date : 30th May, 2019

NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Number		Number	
Note: A				
SHARE CAPITAL				
Authorise:	70,00,000	7,00,00,000	70,00,000	7,00,00,000
Equity Shares of ` 10/- each				
Issued:				
Equity Shares of ` 10/- each	65,00,300	6,50,03,000	65,00,300	6,50,03,000
Subscribed & Fully Paid up:				
Equity Shares of ` 10/- each	65,00,300	6,50,03,000	65,00,300	6,50,03,000
Total		6,50,03,000		6,50,03,000

Reconciliation of the Shares outstanding at the beginning & at the end of the reporting period.

Particulars	Equity Shares	
	Number	
Shares Outstanding at the Beginning of the Year	65,00,300	65,00,300
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year	65,00,300	65,00,300

Rights, Preferences and Restrictions attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 per share. Each shareholder is eligible for one vote per equity share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in the proportion of their shareholding.

Details of shareholding more than 5% shares in the Company

As certified by the management and accepted by the auditor as such

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Som Shiva Impex Ltd.	19,57,500	30.11%	19,57,500	30.11%
TOTAL	19,57,500	30.11%	19,57,500	30.11%

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
-------------	---------------------------------------	---------------------------------------

Note: B**RESERVES & SURPLUS****Statutory Reserve**

Balance as per last balance sheet	59,12,073	38,51,596
Additions during the year	-	20,60,477
Closing balance	59,12,073	59,12,073

Balance in Profit & Loss Statement

Balance as per last balance sheet	3,19,79,666	2,37,37,758
Add: Net profit/(loss) for the current year	(1,06,09,455)	1,03,02,385
Less: Amount transferred to Statutory Reserve for current year	-	20,60,477
Closing balance	2,13,70,211	3,19,79,666
Total	2,72,82,284	3,78,91,739

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE : C		
OTHER LONG TERM LIABILITIES		
Security deposits	69,000	69,000
Total	69,000	69,000

NOTE : D**SHORT TERM BORROWINGS**

Intercompany Deposits	3,25,39,796	22,96,569
Total	3,25,39,796	22,96,569

Note: There is no default in repayment of principal & interest thereon if any wherever applicable.

NOTE : E**TRADE PAYABLES**

Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises.	38,57,570	20,16,833
Total	38,57,570	20,16,833

Note No. :E Trade Payables - Total outstanding dues of Micro & Small Enterprises

- | | | |
|---|---|---|
| a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal | - | - |
| b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year. | - | - |
| c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| d) Interest accrued and remain unpaid as at year end | - | - |
| e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises | - | - |

*Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

NOTE : F**OTHER CURRENT LIABILITIES**

Expenses payable	1,75,400	2,59,862
Statutory liability for TDS	16,505	47,239
GST Payable	89,393	-
Total	2,81,298	3,07,101

NOTE : G**SHORT TERM PROVISIONS**

Provision for tax (net of advance tax & TDS)	-	25,41,918
Total	-	25,41,918

PRISM FINANCE LIMITED

NOTE : H FIXED ASSETS

(₹)

	GROSS BLOCK (At Cost)				DEPRECIATION				NET BLOCK	
Particulars	As on 01/04/18	Addition during the year	Deduction during the year	As on 31/03/19	Upto 31/03/18	For the year	Deduction during the year	Upto 31/03/19	As on 31/03/19	As on 31/03/18
Tangible Assets:										
Building	1,112,264	-	-	1,112,264	3,23,509	17,167	-	3,40,676	7,71,588	7,88,755
Furniture & Fixture	2,47,037	-	-	2,47,037	2,34,685	-	-	2,34,685	12,352	12,352
Data Processing Equipments	8,86,269	-	-	8,86,269	8,41,956	-	-	8,41,956	44,313	44,313
Office Equipments	2,09,337	-	-	2,09,337	1,98,870	-	-	1,98,870	10,467	10,467
Vehicle	27,355	-	-	27,355	25,986	-	-	25,986	1,369	1,369
TOTAL	24,82,262	-	-	24,82,262	16,25,006	17,167	-	16,42,173	8,40,089	8,57,256
Previous Year	24,82,262	-	-	24,82,262	16,07,839	17,167	-	16,25,006	8,57,256	8,74,423

PARTICULARS	AS AT 31/03/19		AS AT 31/03/18	
	NO. OF SHARES	₹	NO. OF SHARES	₹

NOTE:I

NON CURRENT INVESTMENTS (At Cost)

(A) UNQUOTED:

Trade:

In Fully paid Equity Shares of ₹ 10/- each

1. BVM FINANCE LIMITED 10,00,000 1,00,00,000 10,00,000 1,00,00,000

In Fully paid Equity Shares of ₹ 25/- each

2. TEXTILES TRADERS CO-OP. BANK LIMITED 2,500 62,510 2,500 62,510

In Fully paid Equity Shares of ₹ 100/- each

3. SHREE SAINATH PARK ASSOCIATION 1 100 1 100

TOTAL (A)

1,00,62,610

1,00,62,610

(B) QUOTED:

(i) In Fully paid Equity Shares:

1. AIA ENGINEERING LTD	856	12,22,947	-	-
2. AUROBINDO PHARMA LTD	1,306	9,97,540	-	-
3. ALOK INDUSTRIES LTD.	-	-	2,22,400	6,51,581
4. ASHOK LEYLAND LTD.	15,395	17,36,679	16,951	22,56,170
5. BLISS GVS PHARMA	-	-	16,500	33,68,518
6. BODAL CHEMICAL LTD.	2,430	3,90,774	1,620	2,96,503
7. CALS REFINERY	3,00,000	1,87,173	3,00,000	1,87,173
8. CHAMBAL FERTILISERS & CHEMI. LTD.,	10,592	16,80,585	5,551	8,41,038
9. COROMANDEL INTERNATIONAL LTD	2,651	14,13,069	-	-
10. DECCAN GOLDMINE LTD	32,000	10,15,368	-	-
11. DEN NETWORK	-	-	10,039	11,14,179
12. ESCORTS LTD	1,018	6,79,726	-	-
13. FUTURE CONSUMER ENTERPRISE LTD.	-	-	35,000	8,20,767
14. GODREJ PROPERTIES LTD.	10,270	33,16,642	10,270	33,16,642
15. GUJARAT NRE	49,500	6,28,279	49,500	6,28,279
16. GUJARAT NRE COKE CLASS B	2,450	-	2,450	-
17. GTPL HATHWAY LTD.	-	-	6,821	11,47,846
18. GREAVES COTTON LTD	6,236	8,91,545	-	-
19. H.P.C.L	1,719	-	1,719	-
20. HDFC LIFE INSURANCE COMPANY LTD	50,000	1,85,45,920	-	-
21. HINDUSTAN VIDYUT	1,300	5,52,500	1,300	5,52,500
22. HATHWAY CABLE & DATA CORP LTD.	-	-	28,338	11,05,103
23. INFIBEAM	90,000	51,83,028	-	-
24. INDIAN ENERGY EXCHANGE	9,040	14,16,174	904	14,16,174
25. JAIN IRRIGATION SYSTEMS LTD.	-	-	14,811	18,07,684
26. JAY CORP LTD	900	1,47,137	-	-
27. JINDAL ONLINE	58,350	1,04,999	58,350	1,04,999
28. JSW ENERGY	21,830	18,03,160	21,211	17,52,854
29. JET AIRWAYS INDIA LTD	-	-	2,264	18,41,160

PARTICULARS	AS AT 31/03/19		AS AT 31/03/18	
	NO. OF SHARES		NO. OF SHARES	
30. KAASHYAP TECHNOLOGIES	1,16,666	5,14,077	1,16,666	5,14,077
31. KAY PULP & PAPER LTD	5,000	15,500	5,000	15,500
32. KEDIA INFOTECH	2,11,209	2,78,032	2,11,209	2,78,032
33. KAVERI SEEDS CO. LTD.,	3,567	17,19,052	3,556	16,97,991
34. KEI INDUSTRIES LTD	3,205	10,97,232	-	-
35. KSB PUMPS LTD	1,931	16,04,332	-	-
36. LORDSCHLORO ALKALI LTD.	15	1	15	1
37. MOTHERSON SUMI SYSTEMS	2,015	1,67,817	2,015	1,67,817
38. MAHINDRA AND MAHINDRA LTD.	-	-	2,378	17,45,335
39. NATIONAL BUILDING CONSTRUCTION CORPO.	5,940		2,970	-
40. NAGARJUNA CONSTRUCTION	13,791	12,74,437	-	-
41. Octgon Tech Ltd.	1,000	39,064	1,000	39,064
42. OPTO CIRCUIT INDIA LTD.	50,000	11,55,755	50,000	11,55,755
43. PARAMOUNT COMMU	-	-	30,000	4,69,869
44. PENTAMEDIA GRAPHICS	79,999	8,97,188	40,000	2,66,620
45. PENTASOFT TECHNOLOGIES	-	-	79,999	6,30,568
46. POLSON LTD.	-	-	7	49,784
47. POLYLINK POLYMER LTD	100	523	100	523
48. POWER MECH PROJECT LTD	1,633	15,76,492	-	-
49. PRITHIVI EXCHANGE IND LTD.	100	1	100	1
50. RADHE DEVELOPERS	62,944	35,74,908	54,944	34,75,107
51. RADICO KHAITAN LTD.	4,224	14,35,039	4,011	13,51,771
52. RCI INDIA	5,000	4,98,957	-	-
53. RAMAKRISHNA FORGING LTD	1,869	9,61,483	-	-
54. RELIANCE NIPPON (RNAM)	14,196	27,49,243	-	-
55. SATELITE ENGINEERING LTD	24,300	2,09,296	24,300	2,09,296
56. SILVERLINE ANIMATION	-	-	1,000	-
57. SILVERLINE TECHNOLOGIES	2,500	4,05,000	2,500	4,05,000
58. SUMERU INDUSTRIES	5,552	17,131	5,552	17,131
59. SRF LTD.	638	12,18,282	1,288	24,59,225
60. SYNERGI INTERNATIONAL LTD	2,970	17,74,774	2,946	17,60,503
61. TELEDATA MARINE	2,500	83,745	2,500	83,745
62. TELEDATA TECHNOLOGY	2,500	83,745	2,500	83,745
63. THE ORISSA MINERAL DEVELOPMENT	-	-	500	11,75,000
64. THOMAS COOK	15,700	41,79,607	-	-
65. TATA CHEMICALS LTD	1,021	7,45,065	-	-
66. TATA POWER CO LTD	17,198	12,17,800	-	-
67. UP HOTELS	598	1,02,617	598	1,02,617
68. UNITED SPIRITS LTD	-	-	438	14,32,377
69. UNITECH LIMITED	3,25,000	4,61,117	-	-
70. VARUN GLOBAL LIMITED	5,44,860	28,78,486	5,44,860	28,78,486
71. VARUN RESOURCES LIMITED (Demerged)	1,36,215	7,19,622	1,36,215	7,19,622
72. VATECH WABAGH LTD	4,344	15,57,632	-	-
73. WINDSOR MACHINERY	18,600	8,64,764	18,600	8,64,764
TOTAL (i)		7,79,91,061		4,72,58,496
(ii) In Fully paid Mutual Funds				
1. HDFC LIQUID FUND DIRECT PLAN (3227.51 units)		32,91,476		-
2. KOTAK LIQUID PLAN 'A' DAILY DIVI.		-		1,02,96,703
TOTAL (ii)		32,91,476		1,02,96,703
TOTAL [(i) + (ii)]		8,12,82,537		5,75,55,199
Less: Provision for diminution in value of Investments		-		-
TOTAL B i.e. [(i) + (ii)]		8,12,82,537		5,75,55,199
TOTAL (A+B)		9,13,45,147		6,76,17,809

NOTES:-

	As At 31/03/19 in lakh	As At 31/03/18 in lakh
(a) Aggregate Cost of Quoted investments	813.00	575.55
(b) Aggregate Market Value of Quoted investments	833.17	653.14
(c) Aggregate Cost of Unquoted investments	101.00	100.62

PRISM FINANCE LIMITED

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
NOTE : J		
LONG TERM LOANS AND ADVANCES		
Long Term Loans and Advances		
(Unsecured, considered good)		
Intercompany Loan	-	82,92,600
Deposit	1,08,500	1,08,500
Total	1,08,500	84,01,100
Other Disclosures:		
These include amount due from following either severally or jointly:		
Directors	Nil	Nil
Other Officers of the Company	Nil	Nil
Firm in Which Director is a Partner	Nil	Nil
Private Company in which Director is a Director or Member	Nil	Nil
NOTE :K		
TRADE RECEIVABLES		
Unsecured, considered good:		
Outstanding for a period exceeding 6 months from the due date of payment	19,84,753	19,84,753
Others	-	-
Total	19,84,753	19,84,753
These include amount due from following either severally or jointly:		
Directors	Nil	Nil
Other Officers of the Company	Nil	Nil
Firm in Which Director is a Partner	Nil	Nil
Private Company in which Director is a Director or Member	Nil	Nil
NOTE : L		
CASH AND CASH EQUIVALENTS		
Balances with Banks		
In Current Accounts	4,12,292	19,56,875
Cash on Hand including cheques on hand	813	813
Total	4,13,105	19,57,688
NOTE : M		
SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
a) <u>Intercompany loans given to</u>		
Related Party	45,66,762	63,87,201
Others	27,00,880	40,13,15
b) Others Loans	1,39,35,144	1,84,15,522
c) Advances recoverable in cash or in kind or for value to be received	1,30,84,252	1,01,856
d) Income tax - (net)	54,316	-
e) Balance with government authorities	-	3,89,824
Total	3,43,41,354	2,93,07,553
Other Disclosures:		
These include amount due from following either severally or jointly:		
Directors	Nil	Nil
Other Officers of the company	1,00,000	1,00,000
Firm in Which Director is a Partner	Nil	Nil
Private Company in which Director is a Director or Member	Nil	Nil

Particulars	For the Year ended On 31 st March, 2019	For the Year ended On 31 st March, 2018
NOTE : N		
REVENUE FROM OPERATIONS		
Dividend income	5,48,270	3,19,224
Profit on Sale of Shares / Mutual Funds (net)	(86,03,623)	1,45,85,685
Sales of clothes/Fabrics	-	19,98,500
Total	(80,55,353)	1,69,03,409
NOTE : O		
OTHER INCOME		
Rent income	4,73,568	4,73,565
Interest on Income tax refund	-	4,616
Total	4,73,568	4,78,181
NOTE : P		
PURCHASE OF STOCK -IN-TRADE		
Purchase of clothes/fabrics	-	19,62,500
Total	-	19,62,500
NOTE : Q		
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES		
Salaries and Wages	6,64,000	5,64,000
Total	6,64,000	5,64,000
NOTE : R		
FINANCE COST		
Interest on income tax	2,81,630	-
Total	2,81,630	-
NOTE : S		
OTHER EXPENSES:		
Advertisement Expenses	7,200	4,590
Demat charges	1,890	22,956
Depository charges	35,000	50,500
GST Expense	4,91,410	-
Filing fees	3,600	4,800
Insurance expenses	3,000	-
Legal & professional expenses	2,37,286	2,82,150
Listing fees and others	2,50,000	2,50,000
Portfolio management fees	7,72,900	9,48,528
General expenses	1,38,687	1,17,013
Total	19,40,973	16,80,538
(i) Payments to the auditors comprises		
As auditors - Statutory audit	123900	105000
- Tax Audit	-	-
- Taxation Matters	-	-
- Management Services	-	-
- Company Law Matters	-	-
- Certification fees & Other Services	-	-
- Reimbursement of Expenses	-	-
Total (B)	1,23,900	1,05,000
Total (A+B)	20,64,873	17,85,538

NOTE- T : SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO ACCOUNTS:-

A. Significant Accounting Policies:

a) Basis of Accounting :-

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. The financial statements are prepared in accordance with the accounting standards notified by the Central Government, in terms of section 133 of the Companies Act, 2013 read with Rule 7 and guidelines issued by the Securities and Exchange Board of India (SEBI) and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Use of Estimates :-

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting periods. Difference between the actual results and estimates are recognized in the period in which the results are known materialized.

c) Property, Plant & Equipment & Depreciation :-

All Property, Plant & Equipments are capitalized at cost inclusive of legal and/ or installation and incidental expenses, less accumulated depreciation.

The Company provides depreciation on straight line basis on the basis of useful lives of assets as specified in Schedule II to the Companies Act, 2013.

Depreciation on assets sold / purchased during the year is proportionately charged.

No depreciation has been provided on assets where WDV exceeds 95% of cost.

Impairment of Assets:-

Impairment losses, if any, are recognized in accordance with the Accounting Standard. Where there is an indication that an asset is impaired, the recoverable amount, if any, is estimated and the impairment loss is recognized to the extent carrying amount exceeds recoverable amount and the same is charged to the Statement of Profit & Loss.

d) Revenue Recognition:

(i) In respect of lease rentals arising out of lease agreements and hire purchase charges arising out of hire purchase agreements. It is the company's general policy to accrue income/expenses as per the terms of the agreement entered into with the lessee. lessors and hirers from time to time. In respect of hire purchase business. The company recognizes income on a reducing balance basis.

ii) Dividend income are accounted on receipt basis.

iii) Interest on overdue bills has been recognised on cash basis.

e) Investments are valued at cost after providing permanent diminution in value thereof.

f) The Company follows the prudential norms for income recognition and provides for/write's off of Non-performing Assets as per the prudential norms prescribed by the Reserve Bank of India.

g) The benefits of leave encashment of leave to employees, being at the option of the employees is accounted for as and when claimed.

h) Earning Per Share :-

The Company reports basic and diluted earnings per share in accordance with the Accounting Standard. Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share the net profit after tax and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

i) Provision for Taxation :

Current Tax :

Provision for current tax has been made in accordance with the ordinary provisions of the Income Tax Act.

Minimum Alternative Tax :

In the event the income tax liability as per normal provisions of the Income Tax Act, 1961 is lower than the tax payable as per section 115JB (Minimum Alternative Tax), tax is provided as per Section 115JB.

Deferred Tax :

In accordance with the Accounting Standard, the deferred tax for the timing difference is measured using the tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred tax assets arising from timing difference are recognized only on the consideration of prudence.

j) Derivative Transactions :-**Equity & Commodity Futures :**

Gains/Losses on futures transactions are recognized on continuous basis.

Options Contracts:

Gains/Losses on options contract are recognized on squaring off/settlement day.

B) NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

- 1) Contingent Liability : **NIL**
- 2) Balances under the head of current & non-current liabilities, long term loans & advances and current assets including few bank balances and certain investments are subject to confirmation and reconciliation.
- 3) In the opinion of the management of the company, the current & non-current assets are approximately of the same value stated if realized in the ordinary course of business. The provision for the depreciation and for all known liabilities are adequate and not in excess of amount reasonably necessary.
- 4) All the non-current investments are held by the company in its own name in demat/physical form. Regarding certain investments held in the physical form, the company is in the process to dematerialize the same.
- 5) The Company has adopted Accounting Standard - AS- 22 "Accounting for Taxes on Income", issued by The Institute of Chartered Accountants of India. In absence of any virtual certainty of future taxable profit, no deferred tax asset has been recognized in the books as at 31st March, 2019.
- 6) As there is a business loss as per the provisions of the Income Tax Act, 1961, no provision has been made for current tax.
- 7) The recovery efforts for debt due to the company exceeding six months are under progress and therefore no provision has been made for doubtful debt.
- 8) The company operates in single business segment of Finance and investment. As such, there are no separate reportable segments as per the Accounting Standard on "segment reporting" (AS-17) issued by the Institute of Chartered Accountants of India. Accordingly, the figures appearing in this financials statement relates mainly to the Finance and investment segment only.
- 9) In view of Accounting Standard As-18 "Related Party Disclosure" issued by the Institute of Chartered Accountant of India and made mandatory in respect of accounting year commencing on or after April 2001, the disclosure in respect of the related party transactions for the year ended 31st March, 2019 are given below:

(Note: Related party relationship and transactions thereof are as certified by the company and relied up on by the auditors as such.)

A. Relationship**1. Associates of the Company**

- a) Som Shiva (Impex) Ltd.
- b) Granula Masterbatches India Private Limited

2. Key Managerial Personnel/Relatives/Individuals

- a) Shri Kashyap Rajendra Mehta - Director
- b) Smt. Anal Desai - Director
- c) Shri Udayan D. Velvan - Director
- d) Shri Chirag J Desai - Chief Financial Officer
- e) Ms. Palak D. Parekh - Company Secretary

B. The Other particulars of the related parties transaction in the ordinary course of business is as under:-

Sr. Transactions No.	Associates of the Company	Key Management Personnels & their Relatives
1. Loan Granted	7,63,703 (40,32,489)	Nil Nil
2. Loan recovered	25,84,141 (64,25,294)	Nil Nil
3. Loan repaid	Nil (Nil)	Nil Nil
4. Expenses:		
i) Professional Charges	Nil Nil	1,51,000 (1,71,000)
ii) Salary and wages	Nil Nil	6,39,000 (5,64,000)
iii) Purchase for resale	(Nil)	Nil
Amount Outstanding as on 31-03-2019		
1. Outstanding Loans grant	45,66,763 (63,87,201)	Nil (Nil)
2. Expense payable	Nil Nil	Nil (5,700)
3. Trade Payable	Nil (Nil)	7,450 (7,200)

10) The previous year figures have been regrouped and rearranged where ever necessary to make it comparable with current year figures.

11) Additional information. [To the Extent Applicable]

	<u>2018-19</u>	<u>2017-18</u>
A C I F VALUE OF IMPORTS	NIL	NIL
B EXPENDITURE IN FOREIGN CURRENCY	NIL	NIL
C EARNING IN FOREIGN EXCHANGE		
- F O B Value of exports	NIL	NIL
D AMOUNT REMITTED DURING THE YEAR IN FOREIGN CURRENCY IN RESPECT OF DIVIDEND	NIL	NIL

Signature to Notes A to T

As per our Report of even date attached
For PARIKH & MAJMUDAR
Chartered Accountants
 F R NO. 107525W

CA DR HITEN PARIKH
Partner
 M NO. 040230

Place : Ahmedabad
 Date : 30th May, 2019

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Chirag J. Desai
 Chief Financial Officer

Place : Ahmedabad
 Date : 30th May, 2019

Anal R. Desai
 Director
 DIN : 02636329

Kashyap R. Mehta
 Director
 DIN : 00005063

PRISM FINANCE LIMITED**[CIN: L63910GJ1994PLC021915]****Registered Office:** 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015**E-mail :** prismfinance@yahoo.com, **Web :** www.prismfinance.in**FORM MGT-11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :	
Registered Address:	
Email Id:	
Folio No./ DPID-Client ID:	

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

1. Name: Address: Email Id: Signature: or failing him
2. Name: Address: Email Id: Signature:

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 25th Annual General Meeting of the Company, to be held on Saturday, the 28th September, 2019 at 12.00 p.m. at the Registered Office of the Company at, 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019, the reports of the Board of Directors and Auditors thereon.		
	Special Business		
2	Special Resolution for Appointment of Ms. Poonam P. Patel as the Managing Director of the Company for a period of three years.		
3	Special Resolution for re-appointment of Mr. Udayan D. Velvan as Independent Director of the Company for second term of 5 consecutive years.		
4	Special Resolution for re-appointment of Mr. Kashyap R. Mehta as Independent Director of the Company for second term of 5 consecutive years.		
5	Special Resolution for re-appointment of Ms. Anal R. Desai as Independent Director of the Company for second term of 5 consecutive years.		

Signed this day of 2019

Signature of Shareholder

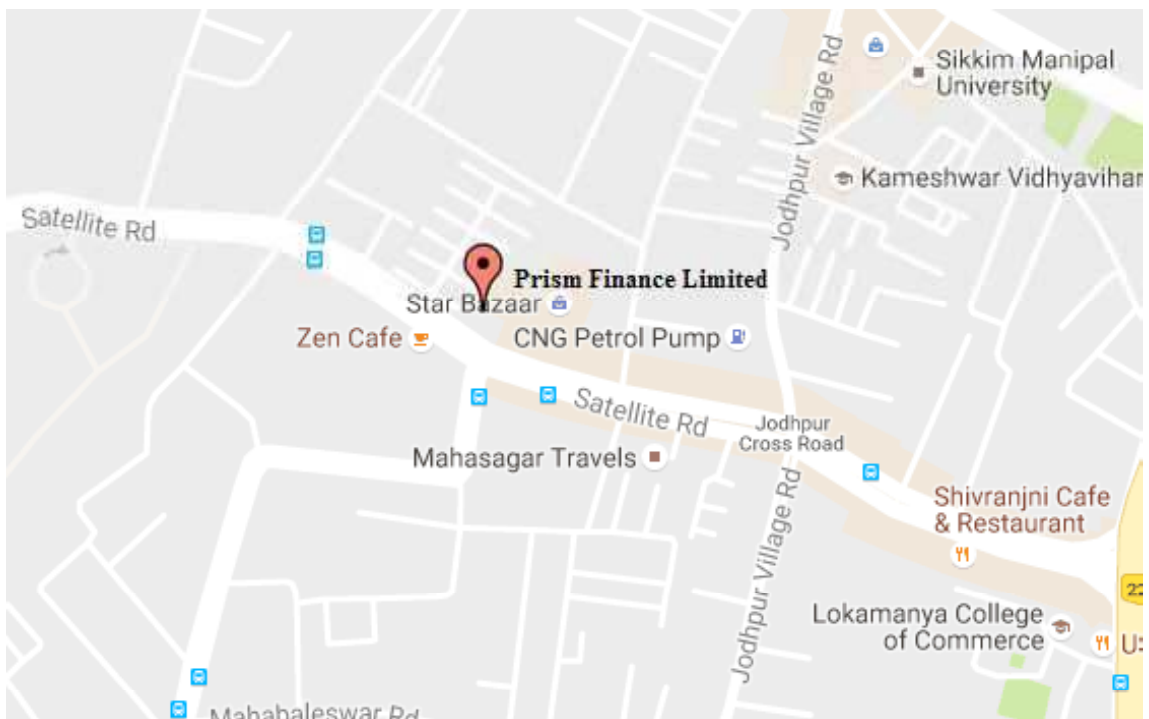
Signature of Proxy holder (1).....(2).....

Affix
Revenue
Stamp
here

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

AGM Venue Map - 2019



PRISM FINANCE LIMITED**[CIN: L63910GJ1994PLC021915]****Registered Office:** 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015**E-mail :** prismfinance@yahoo.com, **Web :** www.prismfinance.in**FORM MGT-12****ATTENDANCE FORM / BALLOT FORM****(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)**

1	Name and Address of the Sole/First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance/ vote at the meeting and vote(s) in respect of the resolutions set out in the Notice of 25 th Annual General Meeting (AGM) of the Company held on Saturday, the 28 th September, 2019, by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolution	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business				
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019, the reports of the Board of Directors and Auditors thereon.			
Special Business				
2	Special Resolution for Appointment of Ms. Poonam P. Patel as the Managing Director of the Company for a period of three years.			
3	Special Resolution for re-appointment of Mr. Udayan D. Velvan as Independent Director of the Company for second term of 5 consecutive years.			
4	Special Resolution for re-appointment of Mr. Kashyap R. Mehta as Independent Director of the Company for second term of 5 consecutive years.			
5	Special Resolution for re-appointment of Ms. Anal R. Desai as Independent Director of the Company for second term of 5 consecutive years.			

Place:

Date:

(Signature of the Shareholder/Proxy)

Note: This Form is to be used for exercising attendance/ voting at the time of 25th Annual General Meeting to be held on Saturday, the 28th September, 2019 by shareholders/proxy. Duly filled in and signed attendance/ ballot form should be dropped in the Ballot box kept at the venue of AGM.

If undelivered, please return to :

PRISM FINANCE LIMITED

Regd. Office : 301, Iscon Mall,
Above Star Bazar,
Satellite Road, Ahmedabad - 380 015.