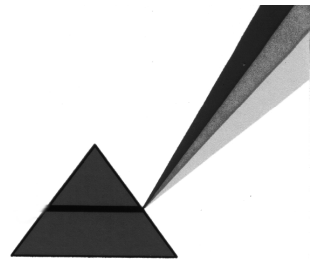


PRISM FINANCE LIMITED

[CIN : L63910GJ1994PLC021915]



23RD
ANNUAL REPORT 2016-17

PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
23RD ANNUAL REPORT 2016-17

BOARD OF DIRECTORS : **Mr. Kashyap R. Mehta** Director
Ms. Anal R. Desai 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. Shah & Shah Associates,**
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

CONTENTS	PAGE NOS.
Notice	1-5
Directors' Report including Corporate Governance Report & Secretarial Audit Report	6-25
Independent Auditors' Report	26-29
Balance Sheet	30
Statement of Profit & Loss	31
Cash Flow Statement	32
Notes to Financial Statement	33-42

NOTICE

NOTICE is hereby given that the **23RD ANNUAL GENERAL MEETING** of the members of **PRISM FINANCE LIMITED** will be held as scheduled below:

Date : 28th September, 2017
Day : Thursday
Time : 11.00 a. 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, 2017, the reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) be and are hereby appointed as Auditors of the Company to hold office for 5 years from the conclusion of this 23rd Annual General Meeting (AGM) till the conclusion of the 28th AGM of the Company to be held in the year 2022, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 94 and such other applicable provisions of the Companies Act, 2013 (‘the Act’) and the relevant rules, circulars and notifications made there under (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded to maintain the Register of Members together with the Index of members of the Company under Section 88 of the Act and copies of the Annual Returns under Section 92 of the Act at the office premises of Link Intime India Private Limited, Registrar and Transfer Agent (RTA), 506-508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Near St. Xavier’s College Corner, Off C. G. Road, Ahmedabad – 380 006, and such other places as the RTA, shift its office from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such things, deeds, matters and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Registered Office:
301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 20th July, 2017

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 Business in the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from **8th September, 2017 to 28th September, 2017** (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

PRISM FINANCE LIMITED

(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).
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 seek their shareholding changed to dematerialised form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
10. 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.
11. 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.
12. 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.
13. 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.
14. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2016-17 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.cdslindia.com, www.evotingindia.com
15. **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 Monday, 25th September, 2017 and ends at 5:00 p.m. on Wednesday, 27th September, 2017.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 21st September, 2017,** may cast their vote 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. Members who have not updated their PAN with the Company/Depository Participant are requested to use the ten digit sequence number which is printed on Postal Ballot / Address Slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (ii).

- (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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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, www.cdslindia.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 23RD ANNUAL GENERAL MEETING DATED 20TH JULY, 2017.

In respect of Item No. 3:

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), viz. Link Intime India Private Limited, 506-508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ahmedabad – 380 006, and such other places as the RTA, shift its office from time to time.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution proposed to be passed as Special Resolution by the members.

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

Registered Office:
301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 20th July, 2017

By Order of the Board,

Palak D. Parekh
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors present the 23RD ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2016-17 ended 31st March, 2017.

1. FINANCIAL RESULTS:

Particulars	(` in lakh)	
	2016-17	2015-16
Profit before Depreciation	125.06	8.80
Less: Depreciation	3.51	6.86
Profit before Taxation	121.55	1.94
Less: Provision for Taxation	29.49	-
Profit after Tax	92.06	1.94
Balance brought forward from previous year	183.83	181.89
Balance carried to Balance Sheet	<u>275.89</u>	<u>183.83</u>

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2017 and date of this report.

2. DIVIDEND:

With a view to conserve the resources for the working capital requirement of the Company, the Board of Directors have not recommend any dividend on the Equity Shares for the year under review.

3. OPERATIONS:

The Company made profit before Depreciation of ` 125.06 lakh during the year under review compared to Profit of ` 8.80 Lakh during 2015-16. After providing for Depreciation and for Tax expense, the Net Profit during the year under review was ` 92.06 lakh compared to Net Profit of ` 1.94 lakh during 2015-16.

4. DIRECTORS:

4.1. As per the Articles of Association of the Company, at every Annual General Meeting, 1/3rd of the Directors who are liable to retire by rotation will retire and the retiring Directors shall be those who are longest in the Office. As per Section 152 of the Companies Act, 2013, Independent Directors are not to be included in the total number of Directors for the purpose of determining retiring Directors.

As all the Directors of the Company are Independent Directors so that as per Section 152 of the Companies Act, 2013, no director will be liable to retire by rotation.

4.2. The Board of Directors duly met 5 times during the financial year under review.

4.3. 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.

4.4. 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.

4.5. 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 judgments 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, 2017 being end of the Financial Year 2016-17 and the Profit 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.

5. 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.

6. MANAGERIAL REMUNERATION:

REMUNERATION OF DIRECTORS:

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.

7. KEY MANAGERIAL PERSONNEL (KMP) AND PERSONNEL:

There are no material payments to KMP/ Employees. As no material payments have been made the amount is not comparable with the performance of the Company. 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.

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

The management has decided not to carry any Financing Activities as a Non- Banking Financing Company (NBFC) and also not meeting the ratio between its Financial Income (FI) and Gross Income (GI) i.e. FI to be more than 50% of GI as prescribed by RBI, therefore, the Board of Directors in their Meeting held on 12th August, 2016 have decided to surrender the Certificate of Registration with Reserve Bank of India (RBI) as most of the income of our Company is realizing from other than NBFC activities such as Sale of Shares, Sale of Clothes/Fabrics etc.

9. 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

10. 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, 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**.

11. 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**. As regards the observation of the Auditors, the Company is in the process of identifying and appointing Managing Director.

12. EXTRACT OF ANNUAL RETURN:

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – C**.

13. LISTING:

The Equity Shares of the Company are listed on Ahmedabad Stock Exchange Limited & BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2017-18.

14. 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.

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

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

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

Your Company being in the Industry of Investment and Finance, 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.

17. GENERAL:

17.1. STATUTORY AUDITORS:

The present Auditors of the Company, M/s. Shah & Shah Associates, Chartered Accounts, Ahmedabad, will retire at the ensuing 23rd Annual General Meeting.

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

In terms of Section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the Board of Directors has recommended the appointment of M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the ensuing 23rd AGM till the conclusion of 28th AGM on remuneration to be decided by the Board or Committee thereof.

The Company has obtained consent from M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad, to the effect that their appointment as Auditors of the Company for period of 5 years commencing from the Financial Year 2017-18 to 2021-22, if made, will be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013.

The Shareholders are requested to consider and approve the appointment of the Statutory Auditors of the Company.

17.2 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.

17.3 DEPOSITS:

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

17.4 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 and monitored regularly with reference to statutory regulations and guidelines defined by the Company.

17.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs as on 31st March, 2017.

17.6 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.

17.7 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.

17.8 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.

17.9 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. 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.

19. ACKNOWLEDGMENT:

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 : 20th July, 2017

Kashyap R. Mehta **Anal R. Desai**
Director Director

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, 2017 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, 2017 and on the date of this report:**

Name of Directors	Category of Directorship	No. of other Director ships@	No. of Committee Member/Chairmanship in other companies**		No. of Board Meetings attended during 2016-17	Attendance at the AGM held on 28 th September, 2016 (Y)/(N)
			Member	Chairman		
Kashyap R. Mehta	Non-executive Independent	3	1	4	5	Y
Anal R. Desai	Non-executive Independent	1	-	-	5	Y
Udayan D. Velvan	Non-executive Independent	1	-	-	5	Y

@ 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

None of the Directors are related to each other.

(b) As there is no business of appointment of any Director in the ensuing Annual General Meeting, no information is provided.

(c) 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/ Managing Director 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, 2016 to 31st March, 2017 were held 5 times on 30-05-2016, 20-07-2016, 12-08-2016, 12-11-2016, 14-02-2017.

(d) 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.'

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 2016-17
Anal R. Desai, Chairperson	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 2016-17. The maximum gap between two meetings was not more than 120 days. The Committee met on 30-05-2016; 12-08-2016; 12-11-2016 & 14-02-2017. 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 2016-17
Anal R. Desai, Chairperson	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		
Udayan D. Velvan		

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:

- No Remuneration, Sitting Fees, Commission or Stock Option has been offered to the Directors.
- The terms of appointment of Managing Director / Whole-time Director are governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
- Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.

PRISM FINANCE LIMITED

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, 2017.

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 Chairperson
2. Mr. Kashyap R. Mehta Member

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31st March, 2017.

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
2013-14	25-09-2014	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015. Special Resolution: 1. Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013 2. Creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013
2014-15	29-09-2015	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 No Special Resolution was passed.
2015-16	29-09-2016	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 No Special Resolution was passed.

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 2016-17.

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, 2017, 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 : Thursday Date : 28 th September, 2017 Time : 11.00 a. m. Venue : 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015.
c)	Financial Calendar 1st Quarter Results Half-yearly Results 3rd Quarter Results Audited yearly Results	1 st / 2 nd week - August, 2017. 1 st / 2 nd week - November, 2017. 1 st / 2 nd week - February, 2018. End - May, 2018.
d)	Book Closure Dates	From : Friday The 8th September, 2017 To : Thursday The 28th September, 2017. (Both days inclusive).
e)	Dividend Payment Date	Not Applicable
f)	Listing of Shares on Stock Exchanges	1. Ahmedabad Stock Exchange Limited, Kamdhenu Complex, 1st Floor, Opp. Sahajanand College, Panjara Pole, Ambawadi, Ahmedabad - 380 015. 2. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. The Company has paid the annual listing fees for the financial year 2017-18 to both the Stock Exchanges where its securities are listed.
g)	Stock Exchange Code	Stock Exchange Code ASE 45565 BSE 531735
h)	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 /86 / 87
i)	Share Transfer System	The transfer of shares in physical form is processed and completed by Link Intime India Pvt. Ltd. within a period of 15 days from the date of receipt thereof. In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

j) 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:

The Equity shares of the Company have been traded only during October, 2016 as under:

Month	BSE			BSE Sensex
	High (`)	Low (`)	Shares Traded (No.)	
October, 2016	19.85	19.85	500	27,930.21

PRISM FINANCE LIMITED

k) Distribution of Shareholding as on 31st March, 2017:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	1202	73.74	90310	1.39
501 to 1000	304	18.65	284300	4.37
1001 to 2000	9	0.55	13500	0.21
2001 to 3000	28	1.72	67700	1.04
3001 to 4000	1	0.06	3600	0.06
4001 to 5000	19	1.17	92900	1.43
5001 to 10000	10	0.61	87800	1.35
10001 to above	57	3.50	5860190	90.15
Grand Total	1630	100.00	6500300	100.00

l) Category of Shareholders as on 31st March, 2017:

Category	No. of Shares held	% of Shareholding
Promoters	29,83,690	45.90
Financial Institutions/Banks	-	-
Mutual Fund	-	-
Bodies Corporate	5,37,700	8.27
NRIs & CM	3,37,600	5.20
Public	26,41,310	40.63
Grand Total	65,00,300	100.00

m) Shareholding of Non- Executive Directors as on 31st March, 2017:

Name of the Non- Executive Director	No. of Shares held	% of Shareholding
Mr. Kashyap R. Mehta	1,08,000	1.66
Total	1,08,000	1.66

No other Non-Executive Directors hold any Equity Share or convertible securities in the Company.

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 52.62% 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.

10. ADDRESS FOR CORRESPONDENCE:

For both Physical and Electronic Form and 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 /86 / 87

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 practises.

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 2016-17 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. 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:

- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. The policy on related party transactions is disclosed on the Company's website viz. www.prismfinance.in.

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 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.
 - ii. The Company's financial statements for the financial year 2016-17 do not contain any audit qualification.
 - iii. 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 : 20th July, 2017

Kashyap R. Mehta **Anal R. Desai**
Director Director

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, 2017.

For Prism Finance Limited

Place : Ahmedabad
Date : 20th July, 2017

Kashyap R. Mehta **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, 2017 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.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Stakeholders' Relationship Committee, no investor grievance remaining unattended/ pending for more than 30 days.

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 & ASSOCIATES,
Company Secretaries

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

Place : Ahmedabad
Date : 20th July, 2017

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[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, 2017** 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, 2017 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, Overseas Direct Investment and External Commercial Borrowings;
- (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

- (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:

The Company does 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.

We further report that:

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 that took place during the period under review 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 not passed any Special Resolution.

For PINAKIN SHAH & CO.
Company Secretaries

Place : Ahmedabad
Date : 20th July, 2017

PINAKIN S. SHAH
Proprietor
FCS: 2562
COP: 2932
FRN: S2010GJ134100

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. Where ever 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 : 20th July, 2017

PINAKIN S. SHAH
Proprietor
FCS: 2562
COP: 2932
FRN: S2010GJ134100

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2017

[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	46411	47%
2	Trading of fabric	46411	53%

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, 2016				No. of Shares held as on 31 st March, 2017				% Change during 2016-17
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
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	-

PRISM FINANCE LIMITED

B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions										
a) Bodies Corp.										
i) Indian	158500	379200	537700	8.27	158500	379200	537700	8.27	-	
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individuals holding < = ` 1,00,000	20200	568210	588410	9.05	26700	562210	588910	9.06	0.1	
ii) Individuals holding > ` 1,00,000	251400	1801000	2052400	31.57	251400	1801000	2052400	31.57	-	
c) Others (specify)										
NRIs	-	337600	337600	5.19	-	337600	337600	5.19	-	
OCB	-	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-	-
Clearing Members	500	-	500	0.01	-	-	-	-	-	(0.01)
Trusts	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	430600	3086010	3516610	54.09	430600	3080010	3516610	54.10	-	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	430600	3086010	3516610	54.09	436600	3080010	3516610	54.10	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3414290	3086010	6500300	100.00	3420290	3080010	6500300	100.00	-	

ii) Shareholding of Promoters:

Sr No	Shareholder's Name	Shareholding as on 01-04-2016			Shareholding as on 31-03-2017			% change in share holding during the year
		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.	Mas Chemicals Industries Pvt. Ltd	1029300	15.83	-	-	-	-	(15.83)
2.	Bar Magnet Investment Pvt Ltd	700000	10.77	-	-	-	-	(10.77)
3.	Leena Arunaprasad Patel	277400	4.27	-	277400	4.27	-	-
4.	Arunaprasad Purshottamdas Patel	267800	4.12	-	267800	4.12	-	-
5.	Deval Rahul Patel	193000	2.97	-	193000	2.97	-	-
6.	Poonam Pranay Patel	168000	2.58	-	168000	2.58	-	-
7.	Som Shiva (Impex) Ltd.	130700	2.01	-	1957500	30.11	-	28.10
8.	Rahul Arunprasad Patel	95000	1.46	-	95000	1.46	-	-
9.	Samurai Holdings Pvt. Ltd.	97500	1.50	-	-	-	-	(1.50)
10.	Amisha A. Patel	24990	0.38	-	24990	0.38	-	-
	Total	2983690	45.89	-	2983690	45.89	-	-

iii) Change in Promoters' Shareholding:

Sr. No.	For Each of the Promoter and Promoter Group	Shareholding as on 01-04-2016		Changes during the Year	Shareholding as on 31-03-2017	
		No. of shares	% of total shares		No. of shares	% of total shares
1.	Som Shiva (Impex) Ltd	130700	2.01	1826800	1957500	30.11
2.	Mas Chemicals Industries Pvt. Ltd	1029300	15.83	(1029300)	-	-
3.	Bar Magnet Investment Pvt Ltd	700000	10.77	(700000)	-	-
4.	Samurai Holdings Pvt. Ltd	97500	1.50	(97500)	-	-

PRISM FINANCE LIMITED

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 01-04-2016		Changes during the Year	Shareholding as on 31-03-2017	
		No. of shares	% of total shares		No. of shares	% of total shares
	Top 10 as on 01-04-2016					
1	Kolon Investment Pvt. Ltd	286800	4.41	-	286800	4.41
2	Prominent Plastics Ltd	157800	2.43	-	157800	2.43
3	Bijal Shankarbai Kaduskar	130200	2.00	-	130200	2.00
4	Dinesh Jayantilal Thakkar	127500	1.96	-	127500	1.96
5	Rajnikant Vakhatram Vyas	125100	1.92	-	125100	1.92
6	Mehroo Burjor Sethna	100400	1.54	-	100400	1.54
7	Kamalrukh Tehmul 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 01-04-2016		Changes during the Year	Shareholding as on 31-03-2017	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Kashyap R. Mehta	108000	1.66	-	108000	1.66

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 01-04-2016				
	i) Principal Amount	-	5,38,500	69,000	6,07,500
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	Nil	5,38,500	69,000	6,07,500
B.	Change in Indebtedness during 2016-17				
	* Addition	-	47,03,800	-	47,03,800
	* Reduction	-	(14,27,563)	-	(14,27,563)
	Net Change	Nil	32,76,237	-	32,76,237
C.	Indebtedness as on 31-03-2017				
	i) Principal Amount	-	3,814,737	69,000	38,83,737
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	Nil	3,814,737	69,000	38,83,737

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 are no Managing Director, Whole Time Director and/ or Manager in the Company.

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/WTD

(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	4,10,500	5,90,500
(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	4,10,500	5,90,500

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

INDEPENDENT AUDITORS' REPORT

To,
The Members of
M/S. PRISM FINANCE LIMITED

Report on the Financial Statements :

We have audited the accompanying Standalone financial statements of **Prism Finance Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 the financial statements that give a true and fair view of the financial position, 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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.

Auditors' Responsibility :

Our responsibility is to express an opinion on the financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion :

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 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 of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements :

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as issued by Central Government of India in terms of sub section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure: A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

-
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014; and
- e) on the basis of written representations received from the directors as on 31st March, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of sub section (2) of section 164 of the Companies Act, 2013.
- 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 controls 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, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - There is no amount required to be transferred to Investor Education and Protection Fund by the Company.
 - The Company has provided requisite disclosures in the financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016, on the basis of information available with the Company. Based on audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management. – Refer Note S: (B)9.

For SHAH & SHAH ASSOCIATES
Chartered Accountants
Firm Reg. No. 113742W

Place : Ahmedabad
Dated : 30th May, 2017

(Sunil K. Dave)
Partner
Membership No. 047236

Annexure: A to Auditors' Report

(Referred to in paragraph pertaining to "Report on Other Legal and Regulatory Requirement" of our Report of even date to the members of Prism Finance Limited on the financial statements for the year ended 31st March, 2017)

- the Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - All the title deeds of immovable properties are held in the name of the Company.
- During the year under review, the Company does not hold any inventories. Hence, paragraph 3(ii) of the Order, is not applicable.
- The Company has granted interest free unsecured loan to a company and a party covered in the register maintained under Section 189 of the Act.
 - As explained to us, the other terms and conditions of the grant of such loans are not prejudicial to the interest of the Company.
 - 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.
 - As explained to us, no such loan is 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.
- 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.

PRISM FINANCE LIMITED

- 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 Act for any of the products of the Company.
- vii)
 - a) According to the information and explanations given to us and records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance Fund, Income Tax and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2017.
 - b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax as at 31st March, 2017, which has not been deposited on account of dispute.
- viii) As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of 3(viii) of the Order are not applicable to the Company.
- ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly the provisions of 3(ix) of the Order are not applicable to the Company.
- x) Based upon the audit procedures performed and information and explanations given by the management, we report that we have not come across any instances of fraud by the Company or any fraud on the Company by its officers or employees that have been noticed or reported during the year nor have we been informed of such a case by management.
- xi) The Company has paid /provided management remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) The Company is not a Chit Fund Company/or Nidhi/Mutual Benefit Fund/Society.
- xiii) The Company has entered in to transactions with related parties in compliance with Sections 177 and 188 of Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules,2014
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) The Company has not entered into non-cash transactions covered by Section 192 of Act with directors or persons connected with him. Accordingly, the provisions of 3(xv) of the Order are not applicable to the Company
- 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 SHAH & SHAH ASSOCIATES
Chartered Accountants
Firm Reg. No. 113742W

Place : Ahmedabad
Dated : 30th May, 2017

(Sunil K. Dave)
Partner
Membership No. 047236

Annexure: B to Auditors' Report

(Referred to in paragraph pertaining to "Report on Other Legal and Regulatory Requirement" of our Report of even date to the members of Prism Finance Limited on the financial statements for the year ended 31st March, 2017)

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

We have audited the internal financial controls over financial reporting of Prism Finance Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management 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 of

internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (IFCOFR) 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 its 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility 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 Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit or internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 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 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 auditors' judgments, 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 expenditure of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 2017, 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 on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For SHAH & SHAH ASSOCIATES

Chartered Accountants

Firm Reg. No. 113742W

(Sunil K. Dave)

Partner

Membership No. 047236

Place : Ahmedabad
Dated : 30th May, 2017

PRISM FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Refer Note No.	As At	As At
		31 st March, 2017	31 st March, 2016
I EQUITY AND LIABILITIES :			
1) Shareholders' Funds			
a) Share capital	A	65,003,000	65,003,000
b) Reserves and Surplus	B	27,589,354	18,383,230
2) Non-Current Liabilities			
Other Long-term liabilities	C	69,000	69,000
3) Current Liabilities			
a) Short-term borrowings	D	3,814,737	538,500
b) Trade payables	E	15,714,488	4,344,034
c) Other current liabilities	F	151,901	73,574
d) Short-term provisions	G	1,384,398	-
TOTAL		<u>113,726,878</u>	<u>88,411,338</u>
II ASSETS :			
1) Non-Current Assets			
a) Fixed Assets			
Tangible assets	H	874,424	2,463,832
b) Non-current investments			
	I	54,992,715	54,650,313
c) Long-term loans and advances			
	J	16,834,440	8,474,640
2) Current Assets			
a) Trade receivables	K	15,552,032	4,400,275
b) Cash and cash equivalents	L	1,020,535	2,665,437
c) Short-term loans and advances	M	24,452,732	15,756,841
TOTAL		<u>113,726,878</u>	<u>88,411,338</u>
Significant Accounting Policies & Other Notes to Accounts	S		

The Notes referred to above form an integral part of the Balance Sheet

As per our Report of even date attached
For Shah & Shah Associates
Chartered Accountants
Firm Reg. No. 113742W

Sunil K. Dave
Partner
 Membership No. 047236

Place : Ahmedabad
 Date : 30th May, 2017

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Anal Desai
 Director

Chirag J. Desai
 Chief Financial Officer

Kashyap R. Mehta
 Director

Place : Ahmedabad
 Date : 30th May, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

Particulars	Refer Note No.	For the Year ended On 31 st March,2017	For the Year ended On 31 st March,2016
I Revenue from Operations	N	29,083,983	6,107,041
II Other Income	O	1,076,336	958,791
III Total Revenue		30,160,319	7,065,832
IV Expenses :			
a) Purchase of stock-in-Trade	P	15,364,566	4,198,451
b) Payments to and Provisions for Employees	Q	590,500	461,500
c) Depreciation and Amortization Expense (net)		350,934	686,060
d) Other expenses	R	1,699,535	1,525,740
Total Expenses		18,005,535	6,871,751
V Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)		12,154,784	194,081
VI Exceptional Items		-	-
VII Profit/(Loss) Before Extraordinary Items And Tax (V-VI)		12,154,784	194,081
VIII Extraordinary Items		-	-
IX Profit/(loss) Before Tax (VII-VIII)		12,154,784	194,081
X Tax Expense			
1) Current Tax (including for short provision of earlier year ` 2,48,660/- (p.y. ` Nil)		(2,948,660)	-
2) Deferred Tax		-	-
XI Profit /(loss) for the year from continuing operations (IX-X)		9,206,124	194,081
XVI Earning Per Equity Share (annualised)			
1) Basic		1.42	0.030
2) Diluted		1.42	0.030
Significant Accounting Policies & Other Notes to Accounts	S		

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

As per our Report of even date attached herewith
For Shah & Shah Associates
Chartered Accountants
Firm Reg. No. 113742W

Sunil K. Dave
Partner
 Membership No. 047236

Place : Ahmedabad
 Date : 30th May, 2017

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Anal Desai
 Director

Chirag J. Desai
 Chief Financial Officer

Kashyap R. Mehta
 Director

Place : Ahmedabad
 Date : 30th May, 2017

PRISM FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	2016-17	2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extra-ordinary items	12,154,784	194,081
Adjustments for :-		
- Depreciation	350,934	686,060
- (Profit) / Loss on Sale of Shares/Mutual funds	(13,274,979)	(1,265,192)
- /(Profit)/Loss on sale of assets	(606,526)	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(13,530,571)	(579,132)
	(1,375,787)	(385,050)
Adjustments for :-		
- Trade Receivables	(11,151,757)	6,487,274
- Long/Short term Loans & Advances	(17,536,511)	(8,264,058)
- Trade payables & Other Liabilities	11,448,782	(3,234,173)
	(17,239,486)	(5,010,958)
CASH GENERATED FROM OPERATIONS	(18,615,273)	(5,396,008)
Income tax paid	(1,083,444)	(71,664)
	(1,083,444)	(71,664)
NET CASH FROM OPERATING ACTIVITIES (A)	(19,698,717)	(5,467,672)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/Sale of Fixed Assets (Net)	1,845,000	-
Purchase of /additions in investments	(26,394,138)	(9,559,675)
Sales/reduction in Investments	26,051,737	5,767,491
(Loss) / Profit on trading of shares/derivatives	13,274,979	1,265,192
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	14,777,578	(2,526,992)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowing	3,276,237	(1,017,174)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	3,276,237	(1,017,174)
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(1,644,902)	(9,011,838)
CASH & CASH EQUIVALENTS AS AT 1ST APRIL, 2016	2,665,434	11,677,273
CASH & CASH EQUIVALENTS AS AT 31ST MARCH, 2017	1,020,532	2,665,434

As per our Report of even date attached
For Shah & Shah Associates
Chartered Accountants
Firm Reg. No. 113742W

Sunil K. Dave
Partner
 Membership No. 047236

Place : Ahmedabad
 Date : 30th May, 2017

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Anal Desai
 Director

Chirag J. Desai
 Chief Financial Officer

Kashyap R. Mehta
 Director

Place : Ahmedabad
 Date : 30th May, 2017

NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	As at 31 st March, 2017		As at 31 st March, 2016	
	Number	Number	Number	Number
Note: A				
SHARE CAPITAL				
Authorise:	7,000,000	70,000,000	7,000,000	70,000,000
Equity Shares of ` 10/- each				
Issued:	6,500,300	65,003,000	6,500,300	65,003,000
Equity Shares of ` 10/- each				
Subscribed & Fully Paid up:	6,500,300	65,003,000	6,500,300	65,003,000
Equity Shares of ` 10/- each				
Total		65,003,000		65,003,000

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

Particulars	Equity Shares	
	Number	Number
Shares Outstanding at the Beginning of the Year	6,500,300	65,003,000
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year	6,500,300	65,003,000

Rights, Preferences and Restrictions attached to equity shares

The Company has only one class of equity shares having a face value of ` 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, 2017		As at 31 st March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bar Magnet Investment Pvt.Ltd.	-	-	700,000	10.77%
	-	-	1,029,300	15.83%
Som Shiva Impex Ltd.	1,957,500	30.11%	-	-
TOTAL	1,957,500	30.11%	1,729,300	26.60%

PRISM FINANCE LIMITED

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Note: B		
RESERVES & SURPLUS		
Statutory Reserve		
Balance as per last balance sheet	2,010,371	1,971,555
Additions during the year	1,841,225	38,816
Closing balance	<u>3,851,596</u>	<u>2,010,371</u>
Balance in Profit & Loss Statement		
Balance as per last balance sheet	16,372,859	16,217,594
Add: Net profit for the current year	9,206,124	194,081
Less: Amount transferred to Statutory Reserve for current year	1,841,225	38,816
Closing balance	<u>23,737,758</u>	<u>16,372,859</u>
Total	<u><u>27,589,354</u></u>	<u><u>18,383,230</u></u>
NOTE : C		
OTHER LONG TERM LIABILITIES		
Security deposits	69,000	69,000
Total	<u><u>69,000</u></u>	<u><u>69,000</u></u>
NOTE : D		
SHORT TERM BORROWINGS		
Intercompany loans	3,814,737	538,500
Total	<u><u>3,814,737</u></u>	<u><u>538,500</u></u>
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."	15,714,488	4,344,034
Total	<u><u>15,714,488</u></u>	<u><u>4,344,034</u></u>
NOTE : F		
OTHER CURRENT LIABILITIES		
Expenses payable	100,125	42,500
Statutory liability	51,776	31,074
Total	<u><u>151,901</u></u>	<u><u>73,574</u></u>
NOTE : G		
SHORT TERM PROVISIONS		
Provision of tax (net of advance tax & TDS)	1,384,398	-
Total	<u><u>1,384,398</u></u>	<u><u>-</u></u>

NOTE : H**FIXED ASSETS**

(₹)

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION				NET BLOCK		
	As on 01/04/16	Addition during the year	Deduction during the year	As on 31/03/17	Upto 31/03/16	For the year	Deduction during the year	Upto 31/03/17	As on 31/03/17	As on 31/03/16
Tangible Assets:										
Building	1,112,264	-	-	1,112,264	289,175	17,167	-	306,342	805,922	823,089
Furniture & Fixture	247,037	-	-	247,037	230,560	4,125	-	234,685	12,352	16,477
Data Processing Equipments	886,269	-	-	886,269	841,956	-	-	841,956	44,313	44,313
Office Equipments	209,337	-	-	209,337	198,870	-	-	198,870	10,467	10,467
Vehicle	27,355	-	-	27,355	25,986	-	-	25,986	1,369	1,369
Motor Car	6,725,000	-	6,725,000	-	5,156,884	329,642	5,486,526	-	-	1,568,116
TOTAL	9,207,262	-	6,725,000	2,482,262	1,325,626	350,934	5,486,526	1,607,838	874,424	2,463,832
Previous Year	9,207,262	-	-	9,207,262	6,057,370	686,060	-	6,743,430	2,463,832	-

AS AT 31/03/17**AS AT 31/03/16**

PARTICULARS	NO. OF SHARES	NO. OF SHARES
--------------------	----------------------	----------------------

NOTE: I**NON CURRENT INVESTMENTS (At Cost)****(A) UNQUOTED:****Trade:**

In Fully paid Equity Shares of ₹ 10/- each

BVM FINANCE LIMITED

1,000,000 10,000,000 1,000,000 10,000,000

In Fully paid Equity Shares of ₹ 25/- each

TEXTILES TRADERS CO-OP. BANK LIMITED

2,500 62,510 2,500 62,510

In Fully paid Equity Shares of ₹ 100/- each

SHREE SAINATH PARK ASSOCIATION

1 100 1 100

TOTAL (A)**10,062,610 10,062,610****(B) QUOTED:****(i) In Fully paid Equity Shares:**

ADANI POWER	3,000	404,675	3,000	404,675
AJANTA PHARMA LTD.	563	941,959	-	-
AMAR RAJA BATTERIES LTD.	1,591	1,388,560	-	-
ANIL PRODUCT	-	-	1,000	203,733
ASIAN PAINTS	1,187	577,425	1,395	578,605
ASSAM COMPANY	4,332	101,691	4,332	101,691
BAJAJ FINANCE LTD.	1,740	1,668,632	-	-
BAJAJ FINSERVE	427	1,316,220	-	-
BHARAT IMMUNO AND BIOLOG. CORP LTD.	-	-	14,000	530,663
BLUE DART EXPRESS	267	1,551,207	136	814,339
CALS REFINERY	300,000	187,173	300,000	187,173
COLGATE PAMOLIVE INDIA LTD.	-	-	1,084	703,173
COROMANDAL ENGINEERING	-	-	500	136,704
COROMANDAL ENGINEERING- RIGHT ISSUES	-	-	5,500	110,000
COSMO FILMS	-	-	6,867	1,019,384
CUMMINS INDIA LTD.	-	-	1,298	607,357
DABUR INDIA LTD.	-	-	4,104	474,938
DALMIA BHARAT	432	717,194	-	-
EICHER MOTORS	63	1,055,255	50	722,828
FINANCIAL TECHNOLOGIES LTD	-	-	5,000	628,017
FUTURE CONSUMER ENTERPRISE LTD.	85,000	2,053,421	-	-
GLAXO SMITH PHARMA LTD.	-	-	159	656,484
GODREJ PROPERTIES LTD.	10,270	3,316,642	10,270	3,316,642
GRUH FINANCE	4,343	512,360	4,379	302,031
GUJARAT NRE	49,500	628,279	49,500	628,279
GUJARAT NRE COKE CLASS B	2,450	-	2,450	-
H.P.C.L	3,080	847,789	-	-
HDFC BANK SHARES	1,218	733,519	1,105	588,498

PRISM FINANCE LIMITED

PARTICULARS	AS AT 31/03/17		AS AT 31/03/16	
	NO. OF SHARES		NO. OF SHARES	
HINDUSTAN VIDYUT	1,300	552,500	1,300	552,500
INFOSYS TECH	-	-	940	551,524
JINDAL ONLINE	58,350	104,999	58,350	104,999
JSW ENERGY LTD.	-	-	-	-
KAASHYAP TECHNOLOGIES	116,666	514,077	116,666	514,077
KAJARIA CEMRAMICS LTD.	2,396	1,431,264	-	-
KANSARI NEROLEC PAINTS LIMITED	-	-	3,139	680,958
KAY PULP & PAPER LTD	5,000	15,500	5,000	15,500
KEDIA INFOTECH	211,209	278,032	211,209	278,032
LUPIN LTD	888	871,757	755	662,791
MAX FINANCIAL SERVICES LTD.	2,152	1,237,489	-	-
MEGHMANI ORGANIC	-	-	79,000	791,838
MOTHERSON SUMI SYSTEMS	4,360	554,935	3,499	278,057
MRUTI UDHYOG LTD.	276	1,517,615	-	-
NATIONAL BUIDING CONSTRUCTION CORPO.	8,911	1,448,169	-	-
NESTLE INDIA LTD.	-	-	122	556,535
OCTGON TECH LTD.	1,000	39,064	1,000	39,064
OPTO CIRCUIT INDIA LTD.	50,000	1,155,755	50,000	1,155,755
P I INDUSTRIES	1,936	1,472,097	-	-
PAGE INDUSTRIES	103	594,602	78	251,575
PARAMOUNT COMMU	10,000	351,102	10,000	351,102
PENTAMEDIA GRAPHICS	40,000	266,620	79,999	897,188
PENTASOFT TECHNOLOGIES	199,999	630,568	-	-
POLSON LTD.	7	49,784	7	49,784
POLYLINK POLYMER LTD	100	523	100	523
RADHE DEVELOPERS	54,944	3,475,107	54,944	3,475,107
RAMCO CEMENTS LTD	2,109	1,237,633	-	-
SATELITE ENGINEERING LTD	24,300	209,296	24,300	209,296
SHILP GRAVUS	3,000	157,497	3,000	157,497
SILVERLINE ANIMATION	1,000	-	1,000	-
SILVERLINE TECHNOLOGIES	2,500	405,000	2,500	405,000
SOUTH INDIAN CORP	-	-	5,000	501,301
SUBEX LTD.	-	-	30,000	374,494
SUMERU INDUSTRIES	5,552	17,131	5,552	17,131
SUN PHARMA	-	-	1,407	243,846
SUN PHARMA ADV LTD	839	205,555	17,398	1,453,921
SUNDARAM FINANCE	-	-	715	381,059
SUZLON ENERGY LIMITED	100,000	2,001,842	100,000	2,001,842
SYMPHONEY	-	-	418	949,292
TCS	-	-	314	417,148
TELEDATA MARINE	2,500	83,745	2,500	83,745
TELEDATA TECHNOLOGY	25,002	83,745	2,500	83,745
THE ORISSA MINERAL DEVELOPMENT	500	1,175,000	500	1,175,000
TORRENT POWER LTD.	-	-	5,000	680,772
UP HOTELS	598	102,617	598	102,617
VARUN GLOBAL LIMITED	544,860	2,878,491	680,477	2,878,488
VARUN RESOURCES LIMITED (Demerged)	136,215	719,622	136,215	719,622
WINDSOR MACHINERY	18,600	864,764	18,600	864,764
TOTAL (i)		44,705,498		37,622,704
(ii) In Fully paid Mutual Funds				
PRINCIPAL CASH MGMT. FUND INST.PREMIUM-G	142	224,607	5,145.67	6,964,999
TOTAL (ii)		224,607		6,964,999
TOTAL [(i) + (ii)]		44,930,105		44,587,703
Less: Provision for diminution in value of Investments		-		-
TOTAL B i.e. [(i) + (ii)]		44,930,105		44,587,703
TOTAL (A+B)		54,992,715		54,650,313
NOTES:-				
		As At 31/03/17		As At 31/03/16
		in lakh		in lakh
(a) Aggregate Cost of Quoted investments		449.30		445.88
(b) Aggregate Market Value of Quoted investments		508.00		466.35
(c) Aggregate Cost of Unquoted investments		101.00		101.00

Particulars	As at 31 st March,2017	As at 31 st March,2016
NOTE : J		
LONG TERM LOANS AND ADVANCES		
Long Term Loans and Advances (Unsecured, considered good)		
Intercorporate Loan	16,725,940	8,366,140
Deposit	108,500	108,500
Total	16,834,440	8,474,640

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	1,682,534	-
Others	13,869,498	4,400,275
Total	15,552,032	4,400,275

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	1,019,722	1,888,024
Cash on Hand including cheques on hand	813	777,413
Total	1,020,535	2,665,437

NOTE : M**SHORT TERM LOANS AND ADVANCES****Unsecured, considered good**

a) Intercorporate loans given to Related Party	8,780,006	37,800
b) Others Loans	15,246,780	14,801,851
c) Advances recoverable in cash or in kind or for value to be received	425,946	436,370
d) Advance tax & TDS net of provision of Tax	-	480,820
Total	24,452,732	15,756,841

Other Disclosures:**These include amount due from following either severally or jointly:**

Directors	Nil	Nil
Other Officers of the company	100,000	100,000
Firm in Which Director is a Partner	Nil	Nil
Private Company in which Director is a Director or Member	Nil	37,800

PRISM FINANCE LIMITED

Particulars	For the Year ended On 31 st March,2017	For the Year ended On 31 st March,2016
NOTE : N		
REVENUE FROM OPERATIONS		
Dividend income	256,973	441,575
Profit on Sale of Shares / Mutual Funds (net)	13,274,979	1,265,192
Sales of clothes/Fabrics	15,552,032	4,400,275
Total	29,083,983	6,107,041
NOTE : O		
OTHER INCOME		
Car higher Income	-	480,000
Rent income	469,810	446,312
Interest on Income tax refund	-	18,444
Other Interest	-	14,035
Profit on sale of Assets	606,526	-
Total	1,076,336	958,791
NOTE : P		
PURCHASE OF STOCK -IN-TRADE		
Purchase of clothes/fabrics	15,364,566	4,198,451
Total	15,364,566	4,198,451
NOTE : Q		
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES		
Salaries and Wages	590,500	461,500
Total	590,500	461,500
NOTE : R		
OTHER EXPENSES:		
Advertisement Expenses	4,590	4,705
Demate Charges	24,617	19,273
Depository Charges	77,875	47,500
Filing fees	4,800	6,000
Insurance expenses	61,117	39,577
Legal & professional expenses	443,148	376,629
Listing fees and others	200,000	200,000
Portfolio management fees	808,439	779,142
General expenses	74,949	52,914
Total	1,699,535	1,525,740

NOTE- S : 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) Fixed Assets & Depreciation :

All Fixed Assets 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.

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 accrued 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) Inventory :

Stock on hire has been taken on face value of the hire purchase agreements as reduced by installments matured during the relevant period.

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

g) 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.

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

i) 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.

j) **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 115J (Minimum Alternative Tax), tax is provided as per Section 115J.

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.

k) **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) Other Notes to Accounts

- The company no longer satisfies the prescribed norms of income pattern as applicable to Non-Banking Finance Company (NBFC) as required under the Reserve Bank of India regulations and the company is in the process of carrying out necessary formalities to surrender its Certificate of Registration with Reserve Bank of India. Pending completion of formalities and surrendering of the Certificate of Registration, the company has for the year under review, complied with the prudential norms as applicable to it in terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- Contingent Liability : **NIL**
- The legal and professional expenses includes payment to Auditors as under :

	Year <u>2016-2017</u>	Year <u>2015-2016</u>
Audit Fees	60,000	60,000

- 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.
- 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.
- Under the Micro, Small and Medium Enterprises Development Act,2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is not presently available, no disclosures have been made in the Accounts.
- The Company has adopted Accounting Standard - AS- 22 "Accounting for Taxes on Income", issued by The Institute of Chartered Accountants of India. The Company has net deferred tax liability as under:-

The breakup of Net deferred tax liability as at 31.03.2017 arising on account of timing difference in respect of:

	(Amount in `)	
Particulars	As at 31-03-2017	As at 31-03-2016
Deferred Tax Liability		
Depreciation	15,90,122	5,51,486
Deferred Tax Assets		
Unabsorbed Business Loss & depreciation to the extent of Deffered tax liabilities	15,90,122	5,51,486
Deferred Tax Liability (Net)	NIL	NIL

- 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.

9. During the year, the Company had Specified Bank Notes (SBN) or other denomination note as defined in the MCA notification G.S.R. 308(E) dated 31 March, 2017 on the details of SBN held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	Specified Bank Notes (SBNs)	Other Denomination notes & Coins	Amount in `
			Total Rs.
Closing cash in hand as on 08.11.2016	9,73,000	813	9,73,813
(+) Permitted receipts	—	—	—
(-) Permitted payments	—	—	—
(-) Amount deposited in Banks	9,73,000	—	9,73,000
Closing cash in hand as on 30.12.2016	—	813	813

Explanation: For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economics Affairs number S.O. 3407 (E), dated the 8th November, 2016.

10. In absence of taxable income of the company for the current financial year as per normal provisions of the Income Tax Act, 1961 - Current tax has been provided based on provisions framed under Section 115 JB of the Income Tax Act, 1961 i.e. (Minimum Alternate Tax i.e. MAT). Current Tax of ` 29.49 Lakh includes ` 2.49 Lakh for short provision of earlier year. Further, no deferred tax asset has been recognised and in absence of convincing evidence that the company will have normal income tax liability during specified period, Mat credit has not been recognized in the books.
11. 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, 2017 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) Samurai Holding Pvt. Ltd. till 31.03.2016
- b) Som Shiva (Impex) Ltd.

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

PRISM FINANCE LIMITED

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 Personnel/ Relative/ Individuals
1. Loan Granted	11316281 a)(37,800)	Nil Nil
2. Loan recovered	2536275 (17,05,000)	Nil Nil
3. Loan repaid	Nil (1017174)	Nil Nil
4. Expenses:		
i) Professional Charges	Nil Nil	163000 (178000)
ii) Salary and wages	Nil Nil	590500 (461500)
iii) Purchase for resale	Nil (4198451)	Nil Nil
Amount Outstanding as on 31-03-2017		
1. Outstanding Loans grant	8780006 (37800)	Nil (100000)
2. Expense payable	Nil Nil	57000 (42500)
3. Trade Payable	Nil (3010376)	16786 (8000)

Signature to Notes A to S

As per our Report of even date attached
For Shah & Shah Associates
Chartered Accountants
Firm Reg. No. 113742W

Sunil K. Dave
Partner
 Membership No. 047236

Place : Ahmedabad
 Date : 30th May, 2017

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Anal Desai
 Director

Chirag J. Desai
 Chief Financial Officer

Kashyap R. Mehta
 Director

Place : Ahmedabad
 Date : 30th May, 2017

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:

<p>1. Name:</p> <p>Address:</p> <p>Email Id: Signature: or failing him</p>
<p>2. Name:</p> <p>Address:</p> <p>Email Id: Signature:</p>

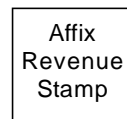
as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday, the 28th September, 2017 at 11.00 a.m. at the Registered Office of the Company at, 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 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, 2017, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for appointment of Statutory Auditors of the Company.		
	Special Business		
3	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.		

Signed this day of 2017

Signature of Shareholder

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



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 - 2017



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 23 rd Annual General Meeting (AGM) of the Company held on Thursday, the 28 th September, 2017, 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, 2017, the reports of the Board of Directors and Auditors thereon.			
2	Ordinary Resolution for appointment of Statutory Auditors of the Company.			
Special Business				
3	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.			

Place:

Date:

(Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance/ voting at the time of 23rd Annual General Meeting to be held on Thursday, the 28th September, 2017 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.