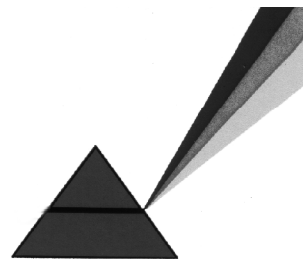


PRISM FINANCE LIMITED
[CIN : L63910GJ1994PLC021915]



20TH
ANNUAL REPORT 2013-14

20TH ANNUAL REPORT 2013-14

BOARD OF DIRECTORS	:	Mr. Kashyap R. Mehta	Director
		Ms. Anal R. Desai	Director
		Mr. Udayan D. Velvan	Director
COMPANY SECRETARY	:	Ms. Palak D. Parekh	
BANKERS	:	HDFC Bank Limited	
		Ahmedabad	
AUDITORS	:	M/s. Shah & Shah Associates,	
		Chartered Accountants,	
		Ahmedabad	
REGISTERED OFFICE	:	301, Iscon Mall,	
		Above Star Bazar,	
		Satellite Road,	
		Ahmedabad - 380 015	
REGISTRAR & SHARE TRANSFER AGENTS	:	Link Intime India Private Limited,	
		Unit No. 303, 3 rd Floor, Shoppers Plaza – V	
		Opp. Municipal Market, B/h Shoppers Plaza- II,	
		Off C.G. Road, Ahmedabad – 380 009	
WEBSITE	:	www.prismfinance.in	

CONTENTS	PAGE NOS.
Notice	1-7
Directors' Report	8-10
Report on Corporate Governance	11-14
Management Discussion and Analysis	15
Auditors' Certificate on Corporate Governance	16
Independent Auditors' Report	17-19
Balance Sheet	20
Statement of Profit & Loss	21
Cash Flow Statement	22
Notes on Accounts	23-31
Details of Subsidiaries Company	32-49

NOTICE

NOTICE is hereby given that the **20TH ANNUAL GENERAL MEETING** of the members of **PRISM FINANCE LIMITED** will be held as scheduled below:

Date : 25th September, 2014
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 receive, consider and adopt Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Udayan D. Velvan (DIN – 01876652), an Independent Director of the Company, who was appointed as an Additional Director pursuant to provisions of Section 260 of the Companies Act, 1956 as amended from time to time and in accordance with the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 20th Annual General Meeting up to the conclusion of the 25th Annual General Meeting to be held in the calendar year 2019."
4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kashyap R. Mehta (DIN – 00005063), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 20th Annual General Meeting up to the conclusion of the 25th Annual General Meeting to be held in the calendar year 2019."
5. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Anal R. Desai (DIN – 02636329), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 20th Annual General Meeting up to the conclusion of the 25th Annual General Meeting to be held in the calendar year 2019."
6. To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:
"RESOLVED THAT in supersession of the ordinary resolution passed at the 19th Annual General Meeting of the Company held on 19th September, 2013 and pursuant to provisions of section 180(1)(c) and other applicable

PRISM FINANCE LIMITED

provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of business of the Company from any Bank, Financial Institution or any person, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time."

7. To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 19th Annual General Meeting of the Company held on 19th September, 2013, the consent of the Company be and is hereby accorded under Section 179 and Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to the creation by the Board of Directors on behalf of the Company of such mortgages, charges, hypothecations and floating charges in such form and such manner as may be agreed to between the Board of Directors and the Company's lenders on all or any of the movable & immovable properties of the Company both present and future of every nature and kind whatsoever and the undertaking of the Company in certain events, to secure term loans/ working capital facilities/ External Commercial Borrowings/ Debentures/ any other form of finance etc. not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) at any one point of time from Financial Institutions/Banks and other agencies/ parties/person with interest thereon, commitment charges, liquidated damages, charges, expenses and other monies, such mortgages and/or charges already created or to be created in future by the Company in such manner as may be thought expedient by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution."

Registered Office:
301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 29th July, 2014

By Order of the Board,

Kashyap R. Mehta
Director

NOTES :

1. The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder, in respect of the business under Item Nos. 3 to 7 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from 12th September, 2014 to 25th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

The instrument of Proxy in order to be effective, should 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. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
5. 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.
6. 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.

ANNUAL REPORT 2013-2014

7. Pursuant to Section 72 of the Companies Act, 2013, shareholders 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 Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
8. The members are requested to bring duly filled attendance slip alongwith their copy of Annual Report at the Meeting.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days between 11.00 A.M. and 1.00 P.M. except Sundays, up to and including the date of the Annual General Meeting of the Company.
10. Members may also note that this Notice and the Annual Report for 2013-14 will also be available on the Company's website www.prismfinance.in for their download. For any communication, the shareholders may also send requests to the Company's investor e-mail id: prismfinance@yahoo.com

11. VOTING THROUGH ELECTRONIC MEANS

- A. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business proposed for the ensuing Annual General Meeting, may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members.
- B. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
- C. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period.

Commencement of e-voting: From Thursday, the 18th September, 2014 at 10.00 a.m. (IST)

End of e-voting: Saturday, the 20th September, 2014 at 06.00 p.m. (IST)

E-voting shall not be allowed beyond 6.00 p.m. (IST) of 20th September, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date may cast their vote electronically. The cut off date for the limited purpose of e-voting is 8th August, 2014.

- D. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.
- E. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- F. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutinizer (as consented by them to be appointed as scrutinizer) for conducting the electronic Process in a fair and transparent manner.
- G. Electronic voting, processes, terms and conditions of Voting and general guidelines for shareholders participating through e-voting:

Shareholders may also refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com in addition to the following information.

a. E-voting schedule for shareholders:

1.	Business may be transacted by electronic voting;	All Resolutions mentioned in the notice may be transacted by means of electronic voting within the time specified below.
2.	The date of completion of sending of notices	The notice dispatch will be completed 25 days prior to the date of annual general meeting.
3.	The date and time of commencement of voting through electronic means;	Thursday, the 18 th September, 2014 at 10.00 a.m. (IST)
4.	The date and time of end of voting through electronic means;	Saturday, the 20 th September, 2014 at 6.00 p.m. (IST)
5.	No voting after closing date & time of electronic voting	E-Voting shall not be allowed beyond 6.00 p.m. (IST) on 20 th September, 2014
6.	Website address on which the notice is displayed	www.prismfinance.in www.evoting.nsdl.com

- k. During the e-voting period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th August, 2014, may cast their vote electronically. Please note that the e-voting module shall be disabled by NSDL for voting after the closing time and date of e voting. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - l. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
 - m. Shareholders of the Company, holding shares in any form viz. physical form or demat, as on the cut-off date and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - n. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - o. The results of the voting (e-voting and physical voting) will be announced within 48 hours of the conclusion of 20th Annual General Meeting to be held on 25th September, 2014 and shall also be posted on the website of the company www.prismfinance.in

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 20TH ANNUAL GENERAL MEETING DATED 29TH JULY, 2014.

In respect of Item No. 3:

Pursuant to provisions of section 161 of the Companies Act, 2013 (hereinafter referred to as the Act) and pursuant to the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Udayan D. Velvan as an Additional Director with effect from 10th February, 2014. Mr. Udayan D. Velvan is an Independent Director on the Board of the Company.

Pursuant to provisions of Section 260 of the Companies Act, 1956, Mr. Udayan D. Velvan holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under Section 160 of the Act proposing Mr. Udayan D. Velvan as a candidate for the office of the Director of the Company.

Mr. Udayan D. Velvan is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Udayan D. Velvan that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Udayan D. Velvan possesses appropriate skills, experience and knowledge in the field of Management and Administration. Brief resume of Mr. Udayan D. Velvan, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Mr. Udayan D. Velvan fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Udayan D. Velvan as an Independent Director.

Save and except Mr. Udayan D. Velvan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 4:

Mr. Kashyap R. Mehta is an Independent Director on the Board of the Company. He was appointed on the Board at its meeting held on 6th June, 2007.

PRISM FINANCE LIMITED

Mr. Kashyap R. Mehta was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Mr. Kashyap R. Mehta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 25th Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Mr. Kashyap R. Mehta as a candidate for the office of Director of the Company.

Mr. Kashyap R. Mehta is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director. Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Kashyap R. Mehta that he meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Mr. Kashyap R. Mehta possesses appropriate skills and experience in the field of Corporate Law & Finance. Brief resume of Mr. Kashyap R. Mehta, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairmanships of the Board/Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Mr. Kashyap R. Mehta fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his vast experience and knowledge, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kashyap R. Mehta as an Independent Director.

Save and except Mr. Kashyap R. Mehta, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 5:

Ms. Anal R. Desai is an Independent Director on the Board of the Company. She was appointed on the Board at its meeting held on 30th March, 2009.

Ms. Anal R. Desai was appointed as a Director liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act), which are made applicable from April 1, 2014, Ms. Anal R. Desai being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 25th Annual General Meeting in the calendar year 2019. A notice has been received from a member along with deposit of requisite amount under section 160 of the Act proposing Ms. Anal R. Desai as a candidate for the office of Director of the Company.

Ms. Anal R. Desai is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director. Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Ms. Anal R. Desai that she meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Ms. Anal R. Desai possesses appropriate skills and experience in the field of Corporate Laws & Administration. Brief resume of Ms. Anal R. Desai, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairmanships of the Board/Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Ms. Anal R. Desai fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company.

Keeping in view of her vast experience and knowledge, the Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Anal R. Desai as an Independent Director.

ANNUAL REPORT 2013-2014

Save and except Ms. Anal R. Desai, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

In respect of Item No. 6:

The members of the Company at 19th Annual General Meeting held on 19th September, 2013 approved by way of an Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 for borrowing over and above the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amount already borrowed and outstanding at any point of time shall not be in excess of Rs. 25 Crores (Rupees Twenty Five Crores only), of aggregate of the paid-up share capital and free reserves of the Company.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 6 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs.100 Crores (Rupees One Hundred Crores only) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the item No. 6.

In respect of Item No. 7:

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the company. In view of the resolution relating to borrowing powers stated in Item No. 7, the Company may have to create further charges/mortgages in favour of the lenders. Therefore, a resolution enabling the Directors to create charges/mortgages on the movable/immovable properties of the Company to the extent of Rs.100 Crores (Rupees One Hundred Crores only) at any point of time is proposed.

Since the invocation of security / mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favour of the Institutions / Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges / mortgages.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.7 of this Notice, to enable the Board of Directors to create charges/mortgages to secure the borrowings as mentioned in Item No. 7.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The above proposals are in the interest of the Company and the Directors recommend the Resolution Nos. 3 to 7 (both inclusive) of this Notice for consent and approval by the Members.

Registered Office:
301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 29th July, 2014

By Order of the Board,

Kashyap R. Mehta
Director

PRISM FINANCE LIMITED

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the 20TH ANNUAL REPORT together with the Audited Statement of Accounts for the Financial Year 2013-14 ended 31st March, 2014.

1. FINANCIAL RESULTS:

Particulars	(Rs.in Lacs)	
	2013-14	2012-13
Profit before Depreciation	31.94	13.24
Less: Depreciation	6.67	6.83
Profit before Taxation	25.27	6.41
Less: Provision for Taxation	4.92	-
Add : Deferred Tax (Asset)	-	-
Profit after Tax	20.35	6.41
Balance brought forward from previous year	183.39	176.97
Balance carried to Balance Sheet	203.74	183.39

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 earned Profit before Depreciation of Rs. 31.94 lacs during the year under review compared to Profit of Rs.13.24 lacs during 2012-13. After providing for Depreciation and for Deferred Tax, the Net Profit during the year under review was Rs. 20.35 lacs compared to Net Profit of Rs. 6.41 lacs during 2012-13.

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. Mr. Udayan D. Velvan was appointed as Independent Director w.e.f. 10th February, 2014. Mr. Naresh P. Rawal resigned from the office of the Director w.e.f. 10th February, 2014.

4.3. Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai, being Independent Directors, are being appointed for a term of 5 years as per provisions of the Companies Act, 2013.

5. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, 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, 2014 being end of the Financial Year 2013-14 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, 1956 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.

6. AUDIT COMMITTEE:

The Board of Directors have re-constituted Audit Committee consisting of the following:

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

7. CODE OF CONDUCT:

The Board of Directors has laid down the Code of Conduct pursuant to Clause 49 of Listing Agreement for all Board members and senior management of the Company which is available on the Company's website.

The Company has also adopted the Code of Conduct as per SEBI (Prohibition of Insider Trading) Regulations, 1992 for relating to internal procedures of the Company for prevention of Insider Trading which is available on the Company's website.

8. REVOCATION OF SUSPENSION OF TRADING:

The Board of the Directors of the Company in their meeting held on 10th February, 2014 had discussed the matter for making application to BSE Limited for revocation of suspension of trading in the Equity Shares of the Company. The Company had made application to BSE Limited for obtaining In Principle approval of revocation of suspension.

The Company received 'In Principle' approval for revocation of suspension in trading of Equity Shares from BSE Limited vide their letter no. DCS/COMP/OT/SB/52/2014-15 dated 1st July, 2014. The Company is in the process of making Final Application for Revocation of Suspension in trading of Equity Shares of the Company.

9. DEMATERIALISATION OF EQUITY SHARES:

Shareholders have an option to dematerialise their shares with CDSL. The ISIN No. is INE429201019.

10. CORPORATE GOVERNANCE:

The Report on Corporate Governance as per Clause 49 of the Listing Agreement is annexed.

11. LISTING:

The Equity Shares of the Company are listed on Ahmedabad and Mumbai Stock Exchanges and the Company has paid Annual Listing Fees upto the year 2014-15.

12. GENERAL:

12.1 INSURANCE:

The movable and immovable properties of the Company to the extent required have been adequately insured.

12.2 AUDITORS:

The present Auditors of the Company M/s. Shah & Shah Associates, Chartered Accounts, Ahmedabad will retire at the ensuing Annual General Meeting and are eligible for reappointment. The Company has obtained from them the written Certificate to the effect that their reappointment as Auditors of the Company for the Financial Year 2014-15, if made, will be in accordance with in the provisions of Section 139 and 141 of the Companies Act, 2013. The remarks of the Auditors are self explanatory.

12.3 PARTICULARS OF EMPLOYEES:

None of the employees of the Company is drawing remuneration-requiring disclosure of information under Section 217 (2-A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

12.4 DEPOSITS:

The Company has not accepted during the year under review any deposit as defined under the Companies (Acceptance of Deposits) Rules, 1975.

13. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis Report for the year under review are annexed to this Report and forms part of this Annual Report.

14. SUBSIDIARY COMPANY:

The Audited Statement of Accounts of M/s. Opel Securities Private Limited, together with the reports of the Directors' and Auditors' for the year ended on 31st March, 2014, as required under Section 212 of the Companies Act, 1956 is annexed.

PRISM FINANCE LIMITED

15. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

As the Company is engaged in Financial and Investment activities, the particulars of Conservation of Energy, Technology Absorption, Research and Development as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

The Company has no Foreign Exchange earning and outgo during the year under review.

16. ACKNOWLEDGMENT:

Your Directors express their sincere thanks and appreciation to Promoters and Shareholders for their constant support and co operation.

Your Directors also place on record their grateful appreciation and co operation received from Bankers and employees of the Company.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2014

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 detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the 'Code of Governance' as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS:**a) Composition and Category of Directors as on 31st March, 2014 and on the date of report is:**

Name of Directors	Category of Directorship	No. of other Directorships *	Committee (1) Membership/ (2) Chairmanship in other companies	No. of Board Meetings attended during the year	Attendance at the AGM held on 19 th September, 2013 (Y)/(N)
Kashyap R. Mehta	Independent Non-executive	3	Gujarat Craft Ind. Ltd Typhoon Fin. Ser.Ltd Som Shiva (Impex) Ltd.	8	Y
Anal R. Desai	Independent Non-executive	-	-	8	Y
Udayan D. Velvan**	Independent Non-executive	1	-	2	N.A
Naresh P. Raval***	Independent Non-Executive	-	-	6	Y

* Private companies excluded.

**Appointed as Director w.e.f. 10th February, 2014

***Resigned from the post of Director w.e.f. 10th February, 2014

b) Details of the Directors seeking Appointment/Re-appointment in forthcoming Annual General Meeting:

Name of Director	Mr. Udayan D. Velvan	Mr. Kashyap R. Mehta	Ms. Anal R. Desai
Date of Birth	31-07-1959	07-03-1960	03-02-1979
Date of Appointment	10-02-2014	06-06-2007	30-03-2009
Qualifications	B.Com	B.Com, F.C.S, ACIS (London), ACMA	B.Com, A.C.S
Expertise in specific functional areas	Management and Administration	Corporate Laws & Finance	Corporate Laws & Administration
List of Public Limited Companies in which Directorship held	Shree Rajeshwaranand Paper Mills Limited	Gujarat Craft Industries Limited; Typhoon Financial Services Limited; Som Shiva (Impex) Ltd.	-
List of Private Limited Companies in which Directorships held	-	Innovate Securities Pvt. Ltd.; Innovate Derivatives Pvt. Ltd.; Samurai Holdings Pvt.Ltd.	Samurai Holdings Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee	Audit Committee & Stakeholders' Relationship Committee	Audit Committee & Stakeholders' Relationship Committee
Chairman/Member of the Committees of Directors of other companies.	NIL	Gujarat Craft Industries Ltd. Som Shiva (Impex) Ltd.	NIL
Shareholding in the Company	NIL	1,09,000 Equity Shares	NIL

PRISM FINANCE LIMITED

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 were held on 30-05-2013, 16-07-2013, 29-07-2013, 14-08-2013, 12-11-2013, 17-01-2014, 10-02-2014, and 13-02-2014.

3. AUDIT COMMITTEE:

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

Name of the Directors	Expertise	Functions of the Committee	Attendance
Mr. Kashyap R. Mehta	All members are Non-executive. Chairman is independent Director and all are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	Majority members were present at the meeting held on: 30-05-2013, 14-08-2013, 12-11-2013 and 10-02-2014.
Mr. Udayan D. Velvan			
Ms. Anal R. Desai			

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted a Stakeholders' Relationship Committee for the purpose of effective redressal of the complaints of the shareholders such as Share Transfer, Non receipt of Balance Sheet, etc.

Mr. Kashyap R. Mehta and Ms. Anal R. Desai, Directors are the Members of the Committee.

The Company has received one complaint during the year. There was no valid request for transfer of shares pending as on 31st March 2014.

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

5. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue
2010-11	29-09-2011	11.00 a.m.	301, Iscon Mall,
2011-12	26-09-2012	11.00 a.m.	Above Star Bazar, Satellite Road,
2012-13	19-09-2013	11.00 a.m.	Ahmedabad - 380 015.

Pursuant to the provisions of Section 192 A of the Companies Act, 1956, there was no matter required to be dealt by the Company to be passed through postal ballot.

6. 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 one subsidiary Company.

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) Code of Conduct:

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website. All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

d) Prohibition of Insider Trading:

In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.

7. MEANS OF COMMUNICATIONS:

- a) In compliance with the requirements of the Listing Agreement, the Company is generally intimating Unaudited/ Audited Financial Results to the Stock Exchange/s. Results are displayed on Website and are not sent individually to the Shareholders. These Financial Results are normally published in 'Western Times' (English and Gujarati).
Results are also displayed on Company's website www.primfinance.in
- b) During the year ended on 31st March 2014, no presentation was made to Institutional Investors or analyst or any other enterprise.
- c) Management Discussion and Analysis form part of the Annual Report.

8. SHAREHOLDERS' INFORMATION:

a)	Registered Office	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015.						
b)	Annual General Meeting	Day : Thursday Date : 25 th September, 2014 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, 2014. 1 st / 2 nd week - November, 2014. 1 st / 2 nd week - February, 2015. End - May, 2015.						
d)	Book Closure Dates	From : Friday the 12 th September, 2014 To : Thursday the 25 th September, 2014. (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.						
g)	Stock Exchange Code	<table border="1"> <thead> <tr> <th>Stock Exchange</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>ASE</td> <td>45565</td> </tr> <tr> <td>BSE</td> <td>531735</td> </tr> </tbody> </table>	Stock Exchange	Code	ASE	45565	BSE	531735
Stock Exchange	Code							
ASE	45565							
BSE	531735							
h)	Stock Price Data :	The Shares of the Company have not been traded during the period from 1 st April, 2013 to 31 st March, 2014 hence no information is submitted.						
i)	Registrar and Share Transfer Agents. :	The Company has initiated certain steps to meet the requirements of SEBI Circular No. D&CC/FITTC/CIR 15/2003 dated 27th December, 2002 read with Circular No. D&CC/FITTC/CIR 18/2003 dated 12th February, 2003, on appointment of common agency for share registry work. the Company has appointed the below mentioned agency as Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company: Link Intime India Private Limited, Unit No. 303, 3 rd Floor, Shoppers Plaza – V Opp. Municipal Market, B/h Shoppers Plaza- II, Off C.G. Road, Ahmedabad – 380 009						
j)	Share Transfer System :	The transfer of shares in physical form is processed and completed by M/s. Link Intime India Private Limited 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. The Company is in the process of making arrangements with NSDL to enable shareholders to hold their holding in electronic form.						

PRISM FINANCE LIMITED

k) Distribution of Shareholding as on 31st March, 2014:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	1208	73.00	92960	1.43
501 to 1000	303	18.30	283100	4.36
1001 to 2000	10	0.60	13600	0.21
2001 to 3000	27	1.63	65600	1.01
3001 to 4000	2	0.12	7400	0.11
4001 to 5000	18	1.09	88700	1.36
5001 to 10000	12	0.73	105300	1.62
10001 to above	75	4.53	5843640	89.89
Grand Total	1655	100.00	6500300	100.00

l) Category of Shareholders as on 31st March, 2014:

Category	No. of Shares held	% of Shareholding
Promoters	30,13,700	46.36
Financial Institutions/Banks	-	-
Mutual Fund	-	-
Bodies Corporate	5,37,000	8.26
NRIs	3,37,600	5.19
Public	26,12,000	40.19
Grand Total	65,00,300	100.00

m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

The Company has not issued any GDRs/ADRs.

n) Dematerialisation of Shares :

Approximately 0.01% of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE429201019.

The Company is in the process of making arrangements with NSDL for Dematerialisation of Shares.

9. 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,
Unit No. 303, 3rd Floor, Shoppers Plaza – V
Opp. Municipal Market, B/h Shoppers Plaza- II,
Off C.G. Road, Ahmedabad – 380 009
Tel. No. : (079) 2646 5179
Fax No. : (079) 2646 5179
E-mail : ahmedabad@linkintime.co.in

Compliance Officer : Ms. Palak D. Parekh, Company Secretary

10. DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31st March, 2014.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2014

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

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 slow down 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 2013-14 is described in the Directors' Report.

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.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2014

Kashyap R. Mehta
Director

Anal R. Desai
Director

PRISM FINANCE LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

**To
The Members of
Prism Finance Limited,**

We have examined the compliance of conditions of corporate governance by M/s. Prism Finance Limited, for the year ended on 31st March, 2014 and also up to the date of this report as stipulated in clause 49 of the listing agreement of the said Company with stock exchanges.

We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31st March, 2014 and also up to the date of this report and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of conditions of corporate governance. 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, we certify that the Company has generally complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

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**

Place : Ahmedabad
Date : 29th July, 2014

**Kashyap R. Mehta
Proprietor**
FCS No.: 1821
COP No.: 2052

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements :

We have audited the accompanying financial statements of **PRISM FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the accounts read with and subject to notes thereon as per Note no: R i.e. " Significant Accounting Policies and Other Notes to Accounts"; more particularly, note no: 3 regarding pending balance confirmation, the Balance Sheet and Statement of Profit & Loss together with significant accounting policies and notes to Accounts give in the prescribed manner the information required by the Act and also give respectively, a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- b) in the case of Statement of Profit and Loss, of the profit for year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have 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 sub-section (3C) of section 211 of the Act read with the General Circular

PRISM FINANCE LIMITED

15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

- e) On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

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

Place : Ahmedabad
Dated : 28th May, 2014

(Sunil K. Dave)
Partner
Membership No. 047236

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of our report of even date to the members of (PRISM FINANCE LIMIED)

1. **In respect of its fixed assets :**
 - a) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As informed to us, the fixed assets have been physically verified by the management during the year and according to information and explanations given to us no discrepancies were noticed on such verification.
 - c) In our opinion and according to the information and explanations given to us, the company has not made any substantial disposal during the year.
2. During the year under review, the company does not hold any inventories. Hence, paragraph 4(ii) of the Order, is not applicable.
3. According to information and explanations given to us, the company has not granted or taken secured/unsecured loan to or from any parties covered in the register maintained under section 301 of the Companies Act, 1956. Consequently, the provisions of paragraph 4(iii)(g) of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5.
 - a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - b) In our opinion and according to the information and explanations given to us, there have been no transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lacs in respect of any party during the year.
6. The company has not accepted deposits from public during the year.
7. The company did not have any formal internal audit system during the year under review. In the opinion of the management, the existing internal control procedures are adequate and hence separate internal audit is not called for.
8. We are informed that the Central Government has not prescribed maintenance of cost records under clause (d) of sub section (1) of section 209 of the Companies Act, 1956.
9. According to the information and explanations given to us in respect of statutory and other dues:

ANNUAL REPORT 2013-2014

- a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, Wealth Tax, Service Tax, Excise duty, custom duty and other material statutory dues applicable to it.
 - b) According to the information and explanation given to us and based on records examined by us, no undisputed amounts payable in respect of Provident Fund, Employee State Insurance, Income Tax, sales tax, wealth tax, custom duty, excise duty and Service Tax were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, there are no statutory dues, which have not been deposited on account of any dispute.
10. The company does not have any accumulated losses as at 31-03-2014. Further, the company has not incurred cash losses during the financial year covered by our audit as well as in the immediately preceding financial year.
 11. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to banks.
 12. According to information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. The provisions of special statute applicable to chit fund are not applicable to this company.
 14. In respect of dealing in shares and other investments, the company has generally maintained proper records of the transactions and contracts for purchase and sale thereof and timely entries for the same have been made therein. The company has generally held all the investment in shares and other investments in its own name.
 15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
 16. The company has not taken any term loans and therefore clause (xvi) of para 4 of the Order is not applicable.
 17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that funds raised on short term basis have been used for long term investment. The short term fund amounting to Rs. 445.71 lacs has been used for long term investments i.e. in Non-current investments in shares.
 18. During the year under review, the company has not made any preferential allotment of shares to any parties covered in the Register maintained under section 301 of the Companies Act, 1956.
 19. The company has not issued any debentures during the year.
 20. During the year under review, the company has not raised money by public issue.
 21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

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

Place : Ahmedabad
Dated : 28th May, 2014

(Sunil K. Dave)
Partner
Membership No. 047236

PRISM FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Refer Note No.	As At 31 st March, 2014 Rupees	As At 31 st March, 2013 Rupees
I EQUITY AND LIABILITIES :			
1) Shareholders' Funds			
a) Share capital	A	65,003,000	65,003,000
b) Reserves and Surplus	B	20,374,170	18,338,816
2) Non-Current Liabilities			
Other Long-term liabilities	C	69,000	69,000
3) Current Liabilities			
a) Short-term borrowings	D	598,500	6,799,096
b) Trade payables	E	62,003,567	59,418,963
c) Other current liabilities	F	39,527	32,726
TOTAL		148,087,764	149,661,601
II ASSETS :			
1) Non-Current Assets			
a) Fixed Assets			
Tangible assets	G	3,819,365	4,486,313
b) Non-current investments			
	H	121,461,751	119,246,289
c) Long-term loans and advances			
	I	4,581,120	4,563,500
2) Current Assets			
a) Trade receivables	J	7,564,713	4,620,194
b) Cash and cash equivalents	K	779,779	832,705
c) Short-term loans and advances	L	9,881,036	15,912,600
TOTAL		148,087,764	149,661,601

Significant Accounting Policies &

R

Other Notes to Accounts

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 : 28th May, 2014

For and on behalf of the Board

Anal Desai Director
Kashyap Mehta Director

Place : Ahmedabad
Date : 28th May, 2014

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2014

Particulars	Refer Note No.	For the Year ended On 31 st March, 2014 Rupees	For the Year ended On 31 st March, 2013 Rupees
I Revenue from Operations	M	5,904,676	249,279
II Other Income	N	885,858	1,936,078
III Total Revenue		6,790,534	2,185,357
IV Expenses :			
a) Purchase of stock-in-Trade	O	2,554,301	-
b) Payments to and Provisions for Employees	P	236,400	215,740
c) Depreciation and Amortization Expense		666,948	682,586
d) Other expenses	Q	805,532	645,927
Total Expenses		4,263,181	1,544,252
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		2,527,354	641,104
VI Exceptional Items		-	-
VII Profit Before Extraordinary Items And Tax (V-VI)		2,527,354	641,104
VIII Extraordinary Items		-	-
IX Profit Before Tax (VII-VIII)		2,527,354	641,104
X Tax Expense			
1) Current Tax (including for earlier year Rs.62,000)		492,000	-
2) Wealth Tax		-	-
3) Deferred Tax		-	-
XI Profit for The Year From Continuing Operations (IX-X)		2,035,354	641,104
XVI Earning Per Equity Share (annualised)			
1) Basic		0.31	0.10
2) Diluted		0.31	0.10

Significant Accounting Policies &

R

Other Notes to Accounts

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 : 28th May, 2014

For and on behalf of the Board

Anal Desai *Director*
Kashyap Mehta *Director*

Place : Ahmedabad
Date : 28th May, 2014

PRISM FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	2013-14 Rupees	2012-13 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extra-ordinary items	2,527,354	641,104
Adjustments for :-		
- Provision for Diminuation of Investment	-	(1,062,064)
- Depreciation	666,948	682,586
- (Profit) on Sale of Shares	2,350,180	799,549
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3,017,129	420,071
	5,544,482	1,061,175
Adjustments for :-		
- Trade Receivables	(2,944,519)	(1,789,296)
- Long/Short term Loans & Advances	5,643,655	2,743,481
- Trade payables & Other Liabilities	2,591,405	(3,150,664)
	5,290,540	(2,196,479)
CASH GENERATED FROM OPERATIONS	10,835,022	(1,135,304)
Income tax paid	(121,711)	(203,391)
	(121,711)	(203,391)
NET CASH FROM OPERATING ACTIVITIES (A)	10,713,311	(1,338,695)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/Sale of Fixed Assets (Net)	-	-
Purchase of /additions in investments	(27,106,644)	(17,353,292)
Sales/reduction in Investments	22,227,392	18,061,761
(Loss) / Profit on trading of shares/derivatives	313,610	(1,061,020)
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	(4,565,643)	(352,551)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital	-	-
Short Term Borrowing	(6,200,596)	630,596
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	(6,200,596)	630,596
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	52,928	(1,060,650)
CASH & CASH EQUIVALENTS AS AT 1ST APRIL, 2013	832,705	1,893,355
CASH & CASH EQUIVALENTS AS AT 31ST MARCH, 2014	797,019	832,705

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 : 28th May, 2014

For and on behalf of the Board

Anal Desai *Director*

Kashyap Mehta *Director*

Place : Ahmedabad
Date : 28th May, 2014

NOTES FORMING PART OF THE ACCOUNTS

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Number	Rupees	Number	Rupees
Note: A				
SHARE CAPITAL				
Authorise:	7,000,000	70,000,000	7,000,000	70,000,000
Equity Shares of Rs.10/- each				
Issued:	6,500,300	65,003,000	6,500,300	65,003,000
Equity Shares of Rs.10/- each				
Subscribed & Fully Paid up:	6,500,300	65,003,000	6,500,300	65,003,000
Equity Shares of Rs.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	Rupees
Shares Outstanding at the Beginning of the Year	6,500,300	6,500,300
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year	6,500,300	6,500,300

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, 2014		As at 31 st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bar Magnet Investment Pvt.Ltd.	700,000	10.77%	700,000	10.77%
Mas Chemicals Industries Ltd.	1,029,300	15.83%	1,029,300	15.83%
TOTAL	1,729,300		1,729,300	

Disclosure Pursuant to Note no. 6(A)(i) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Financial Year (Aggregate No. of Shares)	
	For the year ended On 31.03.2014	2008-09 to 2012-13
Equity Shares :		
Issued Fully paid up shares pursuant to contract(s) without payment being received in cash	Nil	Nil
Issued Fully paid up shares by way of bonus shares	Nil	Nil
Shares bought back	Nil	Nil

PRISM FINANCE LIMITED

Particulars	As at 31 st March,2014 Rupees	As at 31 st March,2013 Rupees
Note: B		
RESERVES & SURPLUS		
Statutory Reserve		
Balance as per last balance sheet	1,564,484	1,436,263
Additions during the year	407,071	128,221
Closing balance	<u>1,971,555</u>	<u>1,564,484</u>
Balance in Profit & Loss Statement		
Balance as per last balance sheet	16,774,332	16,261,449
Add: Net profit for the current year	2,035,354	641,104
Less: Amount transferred to Statutory Reserve for current year	407,071	128,221
Closing balance	<u>18,402,615</u>	<u>16,774,332</u>
Total	<u><u>20,374,170</u></u>	<u><u>18,338,816</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 Deposits from		
(i) Related party		
Samurai Holding Pvt Ltd	-	180,596
(ii) Others	598,500	6,618,500
Total	<u><u>598,500</u></u>	<u><u>6,799,096</u></u>
Note: There is no default in repayment of principal & interest thereon if any wherever applicable.		
NOTE : E		
TRADE PAYABLES		
Creditors for Goods and Services	62,003,567	59,418,963
Total	<u><u>62,003,567</u></u>	<u><u>59,418,963</u></u>
NOTE : F		
OTHER CURRENT LIABILITIES		
Expenses payable	26,756	21,700
Statutory liability	12,771	11,026
Total	<u><u>39,527</u></u>	<u><u>32,726</u></u>

ANNUAL REPORT 2013-2014

**NOTE : G
FIXED ASSETS**

(Rupees)

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION				NET BLOCK		
	As on 01/04/13	Addition during the year	Deduction during the year	As on 31/03/14	Upto 31/03/13	For the year	Deduction during the year	Upto 31/03/14	As on 31/03/14	As on 31/03/13
Tangible Assets:										
Building	1,112,264	-	-	1,112,264	236,711	18,130	-	254,841	857,423	875,553
Furniture & Fixture	247,037	-	-	247,037	245,830	-	-	245,830	1,207	1,207
Data Processing Equipments	886,269	-	-	886,269	860,911	-	-	860,911	25,358	25,358
Office Equipments	209,337	-	-	209,337	149,392	9,944	-	159,336	50,001	59,945
Vehicle	27,355	-	-	27,355	26,732	-	-	26,732	623	623
Motor Car	6,725,000	-	-	6,725,000	3,201,373	638,875	-	3,840,248	2,884,752	3,523,627
TOTAL	9,207,262	-	-	9,207,262	4,720,949	666,948	-	5,387,897	3,819,365	4,486,313
Previous Year	9,207,262	-	-	9,207,262	4,038,363	682,586	-	4,720,949	4,486,313	-

PARTICULARS	AS AT 31/03/14		AS AT 31/03/13	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES

NOTE:H

NON CURRENT INVESTMENTS (At Cost)

(A) UNQUOTED:

Trade:

In Subsidiary Company

In Fully paid Equity Shares of Rs. 10/- each
OPEL SECURITIES LTD

1150050 11,500,500 1150050 11,500,500

Others:

In Fully paid Equity Shares of Rs. 10/- each
BVM FINANCE LIMITED

7250000 72,500,000 7250000 72,500,000

KHADAYATA DÉCOR LTD.

20000 200,000 20,000 200,000

In Fully paid Equity Shares of Rs. 25/- each
TEXTILES TRADERS CO-OP.BANK LIMITED

2500 62,510 2500 62,510

In Fully paid Equity Shares of Rs. 100/- each
SHREE SAINATH PARK ASSOCIATION

1 100 1 100

TOTAL (A)

84,263,110 84,263,110

(B) QUOTED:

(i) In Fully paid Equity Shares:

ADANI POWER	3000	404,675	3000	404,675
ALEXCON EXTRUSIONS LTD.	-	-	-	-
ALPS INFOSYS LTD	-	-	-	-
AMTL	51	2,062	51	2,062
ANIL PRODUCT	1000	203,733	1000	203,733
ANSAL BUILDWELL	4500	622,280	4500	622,280
APTECH LTD	1000	158,121	1000	158,121
ASSAM COMPANY	4332	101,691	4332	101,691
ASIAN PAINTS	1610	582,254	164	580,296
BAJAJ AUTO	447	576,626	384	450,806
BOSCHL	-	-	87	620,850
BFL GANDHIMATI APPLIANCE	2729	873,832	2729	873,832
CALS REFINERY	300000	187,173	300000	187,173
CASTROL INDIA	-	-	2286	526,925
CIARIANT CHEMICALS (INDIA) LTD.	-	-	932	550,315
CRISIL	-	-	541	535,671
DABUR INDA LTD.	5090	529,553	6103	614,716
CUMMINS INDIA LTD.	1640	734,090	1162	506,021
COLGATE PAMOLIVE INDIA LTD	667	829,333	-	-

PRISM FINANCE LIMITED

PARTICULARS	AS AT 31/03/14		AS AT 31/03/13	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
COROMANDAL ENGINEERING	500	136,704	500	136,704
COROMANDAL ENGINEERING- Right Issued	5500	110,000	-	-
COSMO FILMS	12000	1,781,361	12000	1,781,361
DIVIS LAB LTD	675	221,862	864	283,242
ESCORT	28	5,345	28	5,345
GLOBAL TELE - SYSTEM LTD	42000	2,026,223	42000	2,026,223
GLAXO SMITH PHARMA LTD.	189	678,040	195	588,488
GODREJ INDUSTRIES	737	117,666	737	117,666
GRUH FINANCE	3560	725,273	3566	715,970
GOVIND RUBBER	6500	132,104	6500	132,104
GUJARAT NRE	49500	628,279	24500	341,700
GUJARAT NRE COKE CLASS B	2450	-	2450	-
HDFC BANK SHARES	1228	496,360	1279	486,804
HINDUSTAN UNILEVER	1238	715,617	981	452,860
HINDUSTAN VIDYUT	1300	552,500	1300	552,500
HOUSING DEVELOPMENT FINANCE	-	-	916	400,014
EON ELECTRICS	51	2,276	51	2,276
INFOSYS TECH	271	833,197	-	-
ITC LTD	2616	252,781	3207	252,781
JINDAL ONLINE	58350	104,999	58350	104,999
KAASHYAP TECHNOLOGIES	116666	514,077	116666	514,077
KAY PULP & PAPER LTD	12500	82,131	12500	82,131
KEDIA INFOTECH	211209	278,032	211209	278,032
LUPIN LTD	967	834,605	-	-
MCDOWELL HOLDING	240	-	240	-
MEGHMANI ORGANIC	79000	791,838	79000	791,838
MOIL	17	6,056	17	6,056
MOTHERSON SUMI SYSTEMS	4138	748,092	-	-
NAGARJUNA CONSTRUCTION	2500	393,781	2500	393,781
NESTLE INDA LTD.	164	730,393	152	656,194
PRITHVI SOFTECK	1000	39,064	1000	39,064
PAGE INDUSTRIES	196	602,629	227	676,844
PARAMOUNT COMMU	10000	351,102	10000	351,102
PENTAMEDIA GRAPHICS	79,999	897,188	79,999	897,188
POLYLINK POLYMER LTD	100	523	100	523
RADHE DEVELOPERS	54944	3,475,107	54944	3,475,107
SATELITE ENGINEERING LTD	24300	209,296	24300	209,296
SHANTI GEARS	7000	532,966	7000	532,966
SHILP GRAVUS	7294	486,645	7294	486,645
SILVERLINE ANIMATION	1000	-	1000	-
SILVERLINE TECHNOLOGIES	2500	405,000	2500	405,000
SOUTH INDIAN CORP	5000	501,301	5000	501,301
SREI INFRASTRUCTURE	18000	241,565	18000	241,565
SUNDARAM FINANCE	1,560	854,007	-	-
SUMERU INDUSTRIES	5552	17,131	5552	17,131
SUN PHARMA	1614	193,577	1201	320,543
SUN PHARMA ADV LTD	17398	1,453,921	17398	1,453,921
TCS	418	551,709	477	613,655
TELEDATA MARINE	2500	83,745	2500	83,745
TELEDATA TECHNOLOGY	2500	83,745	2500	83,745
TITAN INDUSTRIES	3235	663,637	3235	663,637
THE ORISSA MINERAL DEVELOPMENT	500	1,175,000	500	1,175,000
TUBE INVESTMENT	800	80,277	800	80,277
UP HOTELS	598	102,617	598	102,617
VARUN SHIPPING	136215	3,598,108	136215	3,598,108
WINDSOR MACHINERY	18600	864,764	18600	864,764
TOTAL (i)		37,169,642		34,916,056

ANNUAL REPORT 2013-2014

PARTICULARS	AS AT 31/03/14		AS AT 31/03/13	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
(ii) In Fully paid Mutual Funds				
PRINCIPAL CASH MGMT. FUND INST.PREMIUM-G	23.3	29,001	36.99	67,123
TOTAL (ii)		<u>29,001</u>		<u>67,123</u>
TOTAL [(i) + (ii)]		<u>37,198,642</u>		<u>34,983,179</u>
Less: Provision for diminuation in value of Investments		-		-
TOTAL B i.e. [(i) + (ii)]		<u>37,198,642</u>		<u>34,983,179</u>
TOTAL (A+B)		<u>121,461,751</u>		<u>119,246,289</u>
NOTES:-				
		As At 31/03/14		As At 31/03/13
		Rupees in lacs		Rupees in lacs
(a) Aggregate Cost of Quoted investments		372		350
(b) Aggregate Market Value of Quoted investments		-		259
(c) Aggregate Cost of Unquoted investments		843		843

Particulars	As at 31 st March,2014 Rupees	As at 31 st March,2013 Rupees
-------------	--	--

NOTE : I

LONG TERM LOANS AND ADVANCES

Long Term Loans and Advances

(Unsecured, considered good)

Intercompany Loan given to related party

Opel Securities Ltd.

Deposit

Total

4,472,620

108,500

4,581,120

4,455,000

108,500

4,563,500

Other Disclosures:

These include amount due from following either severally or jointly:

Directors

Other Officers of the Company

Firm in Which Director is a Partner

Private Company in which Director is a Director or Member

Nil

Nil

Nil

Nil

Nil

Nil

Nil

Nil

NOTE : J

TRADE RECEIVABLES

Unsecured, considered good:

Outstanding for a period of 6 months

Others

Total

-

7,564,713

7,564,713

-

4,620,194

4,620,194

These include amount due from following either severally or jointly:

Directors

Other Officers of the Company

Firm in Which Director is a Partner

Private Company in which Director is a Director or Member

Nil

Nil

Nil

Nil

Nil

Nil

Nil

Nil

NOTE : K

CASH AND CASH EQUIVALENTS

Balances with Banks

In Current Accounts

Cash on Hand

Total

243,406

536,373

779,779

143,832

688,873

832,705

PRISM FINANCE LIMITED

Particulars	As at 31 st March,2014 Rupees	As at 31 st March,2013 Rupees
-------------	--	--

NOTE : L

SHORT TERM LOANS AND ADVANCES

Unsecured, considered good

a) Intercompany loans given to

(i) Related Parties:-		
- M/s. Somshiva (Impex) Ltd.	-	243,602
- M/s. Spectrateck Industries.	-	692,000
(ii) Others	7,082,654	10,762,616
b) Others Loans	2,914,000	2,914,000
c) Advances recoverable in cash or in kind or for value to be received	190,110	1,235,821
d) Provision of tax (net of advance tax & TDS)	(305,728)	64,561
Total	<u>9,881,036</u>	<u>15,912,600</u>

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	Nil

Particulars	2013-14 Rupees	2012-13 Rupees
-------------	-------------------	-------------------

NOTE : M

REVENUE FROM OPERATIONS

Discounting charges	591,079	733,602
Dividend income	345,259	315,226
Profit/(Loss) in Trading of Share/Derevatives (Net)	313,610	(1,061,020)
Profit on Sale of Shares / Mutual Fund	2,036,571	261,471
Sales of clothes	2,618,157	-
Total	<u>5,904,676</u>	<u>249,279</u>

NOTE : N

OTHER INCOME

Car higher charges	480,000	480,000
Rent income	405,858	386,524
Excess provision written back	-	1,062,064
Others	-	7,490
Total	<u>885,858</u>	<u>1,936,078</u>

NOTE : O

PURCHASE OF STOCK -IN-TRADE

Purchase of clothes	2,554,301	-
Total	<u>2,554,301</u>	<u>-</u>

NOTE : P

PAYMENTS TO AND PROVISIONS FOR EMPLOYEES

Salaries and Wages	236,400	215,740
Total	<u>236,400</u>	<u>215,740</u>

ANNUAL REPORT 2013-2014

Particulars	2013-14 Rupees	2012-13 Rupees
NOTE : Q		
OTHER EXPENSES:		
Advertisement Expenses	5,440	-
Demate Charges	9,939	8,732
Filing fees	2,500	-
Insurance expenses	30,141	34,931
Legal & professional expenses	124,033	114,548
Listing fees	118,750	20,000
Portfolio management fees	463,305	396,691
General expenses	51,424	71,024
Total	805,532	645,927

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

A. Significant Accounting Policies:

- a) The Company following the mercantile system of accounting and these account comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
- b) **Fixed Assets and Depreciation :**
 - (i) Fixed Assets are stated at cost and include incidental and/or installation expenses incurred in putting the assets to use.
 - (ii) Depreciation is provided on straight line method at the rates prescribed under schedule XIV of the Companies Act, 1956. Depreciation on additions to assets during the year is provided on a proportionate basis.
- c) **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.
- d) **Inventory :**

Stock on hire has been taken on face value of the hire purchase agreements as reduced by installments matured during the relevant period.
- e) Investments are valued at cost after providing permanent diminution in value thereof.
- f) The Company follows the prudential norms for income recognition and provides for / write's off of Non-performing Assets as per the prudential norms prescribed by the Reserve Bank of India.
- g) The benefits of leave encashment of leave to employees. Being at the option of the employees is accounted for as and when claimed.
- h) **Provision for Taxation :**
 - (i) Provision for current tax has been made in accordance with the ordinary provisions of the Income Tax Act.
 - (ii) Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year that originates in one period and capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates as on the balance sheet date.

PRISM FINANCE LIMITED

B) Other Notes to Accounts

1. Contingent Liability : NIL
2. The legal and professional expenses includes payment to Auditors as under :

	Year 2013-2014	Year 2012-2013
Audit Fees	50,000	45,000

3. 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.
4. 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.
5. 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.
6. 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 31.03.2014 arising on account of timing difference in respect of:

Particulars	Amount in Rupees	
	As at 31-03-2014	As at 31-03-2013
Deffered Tax Liability		
Depreciation	895,080	995,702
Deffered Tax Assets		
Unabsorbed Business Loss & depreciation to the extent of Deffered tax liabilities	895,080	995,702
Deffered Tax Liability (Net)	NIL	NIL

7. 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.
8. In the opinion of the management, the company has no tax liability computed under the ordinary provisions of the Income Tax Act, 1961 therefore provision for Income tax has been made as per the provisions of Minimum Alternate Tax u/s 115JB of Income Tax Act, 1961.
9. In view of Accounting Standard As-18 "Related Party Disclosure" issued by the Institute of Chartered Accountant of India and made mandatory in respect of accounting year commencing on or after April 2001, the disclosure in respect of the related party transactions for the year ended 31st March, 2014 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. Subsidiaries

Opel Securities Ltd.

2. Associates of the Company

- a) Samurai Holding Pvt. Ltd.
- b) Som Shive (Impex) Ltd.
- c) Spectratek Industries

3. Key Management Personnel/Relatives/Individuals

- a) Shri Kashyap Rajesndra Mehta - Director
- b) Smt. Anal Desai - Director
- c) Shri Udayan D.Velvan- Director

ANNUAL REPORT 2013-2014

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

Sr. Transactions No.	Subsidiary	Associates of the Company	Key Management Personnel/ Relative/Individuals
1. Loan Granted	17,620	930454	NIL
	-	-	-
2. Loan Recovered	-	1866054 (1,892,154)	NIL
3. Loan Obtained	-	-	-
4. Loan Repaid	-	180596 (19,904)	-
5. Income			
i) Bill discounting Income	-	591,079 (733,602)	-
6. Expenses:			
i) Professional Charges	-	-	58,000 (63,000)
Amount outstanding as at 31-03-2014			
1. Outstanding Loans/Advances	4,472,620 (4,455,000)	NIL (935,602)	NIL
2. Trade receivables	-	4,946,556 (4,620,194)	-
3. Outstanding of Loan obtained	-	NIL (180,596)	-
4. Investment	11,500,500 (11,500,500)	-	-
5. Creditors for Exps.	-	-	NIL
	-	-	-

Signature to Notes A to R

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 : 28th May, 2014

For and on behalf of the Board

Anal Desai *Director*
Kashyap Mehta *Director*

Place : Ahmedabad
Date : 28th May, 2014

Details of Subsidiary Company

OPEL SECURITIES PRIVATE LIMITED

CIN: U65910GJ1995PTC028055

19TH ANNUAL REPORT 2013-14

BOARD OF DIRECTORS : **Mr. Dhiren B. Parikh** Director
Mr. Chirag J. Desai Director

AUDITORS : **M/s. Shah & Shah Associates,**
Chartered Accountants,
Ahmedabad.

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

REGISTERED OFFICE : "Mangalam"
B/h. Apang Manav Mandal,
Dr. V. S. Road,
Ahmedabad - 380 015.

OPEL SECURITIES PRIVATE LIMITED

DIRECTORS' REPORT

To,
The Members,
OPEL SECURITIES PRIVATE LIMITED,

Your Directors have pleasure in presenting their 19th Annual report together with audited Balance Sheet as on 31st March, 2014 and Statement of Profit & Loss for the year ended on that date.

1. FINANCIAL RESULTS

Particulars	2013-14	(Rs. in lacs) 2012-13
Total Income	208.96	106.48
Profit Before Tax	100.33	51.51
Less: Provision for Tax	0.02	0.16
Profit after Tax	100.31	51.35
Surplus brought forward from previous year	(2130.13)	(2181.48)
Balance carried to balance sheet	(2028.82)	(2130.13)

2. DIVIDEND:

Due to accumulated losses, your Directors are unable to declare any dividend on Equity Shares of the Company for the year 2013-14.

3. PUBLIC DEPOSIT:

The Company has not invited any deposit from the public during the period under report.

4. PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Companies (Particulars of Employees) Rules, 1975. The employee employer relation remained cordial during the year.

5. DIRECTORS:

The Board of Directors of the Company appointed Mr. Chirag J. Desai as Director of the Company in their meeting held on 5th March, 2014. One of your Director viz. Mr. Rahul A. Patel ceased to be Director of the Company w.e.f. 5th March, 2014 upon resignation. The Board recommends appointment of Mr. Chirag J. Desai.

As per the Articles of Association of the Company none of the directors is liable to retire by rotation.

6. AUDITORS:

M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad, the Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible for re appointment have expressed their willingness for the same. The remarks of the Auditors are self - explanatory.

7. COMPANY LAW COMPLIANCE CERTIFICATE:

Your Company has obtained Compliance Certificate as required under the proviso to Section 383A of the Companies Act, 1956 from M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad. The said Certificate is attached with this Report.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have 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, 2014 being end of the Financial Year 2013-14 and of the Profit of the Company for the period;
- (iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the annual accounts on a going concern basis.

9. PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Companies (Particulars of Employees) Rules, 1975. The employee - employer relation remained cordial during the year.

10. COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF DIRECTORS) RULES 1988:

- a. Conservation of energy N.A.
- b. Technology absorption N.A.
- c. Foreign exchange Earnings and outgo. N.A.

11. HOLDING SUBSIDIARY RELATIONSHIP:

The Company is a Subsidiary of M/s. Prism Finance Limited pursuant to Section 4(1)(b) of the Companies Act, 1956.

12. ACKNOWLEDGEMENT:

Your Directors express their gratitude for the continued support, co operation, and assistance received by the Company from bankers and shareholders of the Company.

For and on behalf of the Board of Directors,

Place: Ahmedabad
Date : 29th July, 2014

Dhiren B. Parikh **Chirag J. Desai**
Director Director

OPEL SECURITIES PRIVATE LIMITED

FORM
[SEE RULE 3]

Compliance Certificate

Authorised Capital: Rs. 200 Lacs

CIN: U65910GJ1995PTC028055

To,
The Members,
OPEL SECURITIES PRIVATE LIMITED,
"Mangalam", B/h. Apang Manav Mandal,
Dr. V. S. Road,
Ahmedabad – 380015.

We have examined the registers, records, books and papers of **OPEL SECURITIES PRIVATE LIMITED** ("the Company") as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being a Private limited company has the minimum prescribed paid-up capital and its maximum number of members during the said Financial Year was 22 (treating joint holders as one member) excluding its present and past employees and the Company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Board of Directors duly met Seven times on 29th June, 2013; 16th July, 2013; 21st July, 2013, 2nd December, 2013 and 1st March, 2014, 5th March, 2014 and 19th March, 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose. The Company has not passed any circular resolution during the year.
5. The Company was not required to close its Register of Members.
6. The Annual General Meeting for the Financial Year ended on 31st March, 2013 was held on 30th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. One Extraordinary General Meeting was held on 16th December, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The provisions of earlier Section 295 of the Companies Act, 1956 were not applicable to the Company and the Company has not advanced loan to its directors and/or persons or firms or Companies referred to in Section 185 of the Companies Act, 2013 as may be applicable.
9. The Company has duly complied with the provisions of Section 297 of the Act to the extent applicable in respect of contracts specified in that Section.
10. The Company has generally made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or the Central Government as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) not delivered any certificates for the shares lodged for transfer and no allotment was made/ no securities were lodged for transmission or any other purpose during the year under scrutiny;
 - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
 - (iii) not posted warrants to any member of the company as no dividend was declared during the financial year;
 - (iv) not transferred the amounts in Unpaid Dividend Account, application money due for refund, matured deposits, matured debentures, and the interest accrued thereon which have remained unclaimed or unpaid for a period of 7 (seven) years to Investor Education and Protection Fund as there is no such amount;

- (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company was duly constituted. One Director was appointed during the period under review and no other Additional Director/ Directors to fill casual vacancy during the period under review.
 15. The Company has not made any appointment of Managing Director/Whole time Director/Manager during the year. The Company being Private Company, the question of approval of Central Government does not arise.
 16. The Company has not appointed any sole selling agents during the Financial Year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
 18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The Company has not issued any shares, debentures or other securities during the Financial Year.
 20. The Company has not bought back any shares during the Financial Year.
 21. The Company has not issued any preference shares/debentures and hence there is no question of redemption of the same.
 22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not accepted or invited any deposit including unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the year and hence no comments are offered for the same.
 24. The amounts borrowed by the Company from directors, financial institutions, banks and/or others during the financial year ending 31st March, 2014 are within the borrowing limits prescribed under section 293(1)(d) of the Companies Act, 1956 and/or Section 180(1)(c) of the Companies Act, 2013 as may be applicable.
 25. The Company has not made any loans and investments, or given any guarantees or provided securities to other bodies corporate. The Company being a Private Company, provisions of Section 372A were not applicable during the year.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
 27. The Company has not altered the provisions of Memorandum with respect to the objects of the Company during the year under scrutiny.
 28. The Company has not altered the provisions of Memorandum with respect to the name of the Company during the year under scrutiny.
 29. The Company has not altered the provisions of Memorandum with respect to Share Capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the year under scrutiny.
 31. There has not been any prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and there has not been any fines and penalties or any other punishment imposed on the Company in such cases.
 32. The Company has not received any amount as security from its employees during the year under certification and hence the question of deposit of the same as per provisions of Section 417(1) of the Act does not arise.
 33. The Company has not constituted any Provident Fund pursuant to section 418 of the Companies Act, 1956 and hence no comments are offered.

For, KASHYAP R. MEHTA & ASSOCIATES
Company Secretaries

Kashyap R. Mehta
Proprietor
COP No.: 2052
FCS No. : 1821

Place : Ahmedabad
Date : 29th July, 2014

OPEL SECURITIES PRIVATE LIMITED

Annexure – A

List of Registers as maintained by the Company:

1. Register of members under Section 150
2. Minutes book of Board meeting under Section 193
3. Minutes book of General Meeting under Section 193
4. Books of Accounts under Section 209
5. Register of Directors etc. under Section 303
6. Register of Directors' shareholding under Section 307
7. Register of general notice of directors under Section 301(3)
8. Register of Contracts under Section 301
9. Register of Charges under Section 143

Annexure – B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during/relating the financial year ending on 31st March, 2014.

A. Registrar of Companies, Gujarat.

Sr. No.	Form No.	Under Section	Purpose	Date of Filing	Whether filed Within time?
1.	66	383(A)	Compliance Certificate for the financial year ended 31 st March, 2013	02-10-2013	Yes
2.	20B	159	Annual Return made up to 30 th September, 2013	02-10-2013	Yes
3.	23AC & 23ACA	220	Balance Sheet and the Statement of Profit & Loss as on 31 st March, 2013 with the all annexure and attachments.	02-10-2013	Yes
4	23	192	Resolution under Section 180(1)(a), 180(1)(c) & 186	25-12-2013	Yes
5	32	303	Appointment and Cessation of Directors	13-03-2014	Yes

B. Regional Director, Central Government or other Authorities

Nil

For, KASHYAP R. MEHTA & ASSOCIATES
Company Secretaries

Kashyap R. Mehta
Proprietor
COP No.: 2052
FCS No. : 1821

Place : Ahmedabad
Date : 29th July, 2014

INDEPENDENT AUDITORS' REPORT

To,
The Members of
M/s. OPEL SECURITIES PVT LTD

Report on the Financial Statements :

We have audited the accompanying financial statements of **M/s. OPEL SECURITIES PVT LTD** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the financial statements read with and subject to significant accounting policies and accompanying notes thereon 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;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- b) in the case of Statement of Profit and Loss, of the Profit for year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
 - e) On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For Shah & Shah Associates
Chartered Accountants
Firm Registration No. 113742W

Place : Ahmedabad
Dated : 29th July, 2014

(NIMISH B.SHAH)
Partner
Membership Number: 30102

OPEL SECURITIES PRIVATE LIMITED

Annexure to the Auditors' Report

(Referred to in paragraph 1 under the heading 'Report on other, Legal and Regulatory Requirements' of our Report of even date to the members of **M/s. OPEL SECURITIES PVT. LTD.**)

1. The company does not own any fixed assets. Hence provisions of clause 4(i)(a) to clause 4(i)(c) of the Order are not applicable to the Company.
2.
 - a) The inventory has been physically verified by the management at reasonable intervals during the year.
 - b) In our opinion and on the basis of the information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the inventory records, in our opinion, the Company has maintained proper records of inventory. We are informed that , no discrepancies were noticed on physical verification of inventory as compared to the book records.
3. The company has not granted loan to any party listed in register maintained under section 301 of the Companies Act,1956.
The company has not obtained loan from any parties listed in the register maintained under section 301 of the Companies Act, 1956,
4. In our opinion and explanation given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of equipments and other assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.
5. According to the information and explanations given to us, there were no contracts or arrangements that were required to be entered into the register maintained under section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 5,00,000 or more in respect to each such party.
6. As explained to us, the company has not accepted any deposits from the public.
7. The company did not have any formal internal audit system during the year under review. In the opinion of the management, the existing internal control procedures are adequate and hence separate internal audit is not called for.
8. The nature of the Company's business/activities during the period under audit is such that clause 4(viii) regarding maintenance of cost records is not applicable to the company.
9. Based on our audit procedure and according to information and explanation provided to us, the company is regular in depositing undisputed statutory dues with the appropriate authority. According to the information and explanation provided to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date of becoming payable.

According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
10. Accumulated losses of the company as at March 31, 2014 exceeds the net worth of the company as at that date. The company has neither incurred cash losses during the financial year under review nor had it incurred any cash losses in the immediately preceding financial year.
11. The company has not borrowed from financial institution or bank or issued debentures till the end of the year.
12. In our opinion and according to information and explanation given to us, the company has not granted any loan or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of special statute applicable to chit fund, Nidhi/Mutual Benefit fund/societies are not applicable to the company.
14. The company is not a dealer or trader in securities. However, with respect to its investments; the company has maintained proper records of transactions and contracts and timely entries for the same have been made. As informed to us, the Company has held all the investment in shares in its own name.
15. The company has not given any guarantee for loans taken by others from bank or financial institutions.

16. The company has not taken any term loan during the year under review.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that fund raised on short term basis amounting to Rs.2910 lacs have been used to finance long term investment i.e. towards financing of accumulated loss and for non-current assets.
18. As per information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956.
19. During the year under review the company has not issued any debentures.
20. The company has not raised money by any public issues during the year under audit and hence the question of disclosure and verification of end use of such money does not arise.
21. As per the information and explanations given to us and on the basis of examination of records, no material fraud on or by the company was noticed or reported during the year.

For Shah & Shah Associates

Chartered Accountants

Firm Registration No. 113742W

(NIMISH B.SHAH)

Partner

Membership Number: 30102

Place : Ahmedabad
Dated : 29th July, 2014

PRISM FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Refer Note No.	As At 31 st March, 2014		As At 31 st March, 2013	
		Rupees	Rupees	Rupees	Rupees
EQUITY AND LIABILITIES :					
Shareholders' Funds					
Share capital	A	17,502,000		17,502,000	
Reserves and Surplus	B	(195,481,849)		(205,513,176)	
			(177,979,849)		(188,011,176)
Non-Current Liabilities					
Long-term borrowings	C	1,709,479,620		1,497,862,000	
Other Non Current Liabilities	D	-		1,213	
			1,709,479,620		1,497,863,213
Current Liabilities					
Trade Payables	E	5,692		5,475,509	
Other current liabilities	F	301,975,000		301,991,000	
			301,980,692		307,466,509
TOTAL			1,833,480,463		1,617,318,546
ASSETS :					
Non-Current Assets					
Non-current investments	G	1,807,156,613		1,591,347,081	
Long-term loans and advances	H	15,405,000		15,505,000	
			1,822,561,613		1,606,852,081
Current Assets					
Trade Receivables	I	156,942		5,502,990	
Cash and cash equivalents	J	2,313,833		213,475	
Short-term loans and advances	K	8,450,000		4,750,000	
			10,920,775		10,466,465
TOTAL			1,833,482,388		1,617,318,546
Significant Accounting Policies and Other Notes to Accounts	P				

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

Sunil K. Dave
Partner
Mem. No. 047236

Place : Ahmedabad
Date : 29th July, 2014

For and on behalf of the Board

Dhiren B. Parikh Director
Chirag J. Desai Director

Place : Ahmedabad
Date : 29th July, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Refer Note No.	For the Year ended On 31 st March, 2014 Rupees	For the Year Ended On 31 st March, 2013 Rupees
I (i) Revenue from Operations	L	10,596,639	5,502,990
(ii) Other income	M	10,299,544	5,145,065
II Total Revenue		20,896,183	10,648,055
III Expenses :			
Purchase of stock-in-Trade	N	10,490,984	5,451,610
Other expenses:	O	372,253	45,787
Total Expenses		10,863,237	5,497,397
IV Profit Before Tax (II-III)		10,032,946	5,150,658
VI Tax Expense			
Current Tax		1,620	16,000
VII Profit for the year		10,031,326	5,134,658
VIII Earning Per Equity Share			
Basic & Diluted		5.73	2.93

Significant Accounting Policies and Notes to Accounts P

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

Sunil K. Dave
Partner
Mem. No. 047236

Place : Ahmedabad
Date : 29th July, 2014

For and on behalf of the Board

Dhiren B. Parikh Director
Chirag J. Desai Director

Place : Ahmedabad
Date : 29th July, 2014

PRISM FINANCE LIMITED

CASH FLOW STATEMENT PREPARED FOR THE PERIOD ENDED 31ST MARCH, 2014

PARTICULARS	FOR THE YEAR ENDED ON 31 ST MARCH, 2014	FOR THE YEAR ENDED ON 31 ST MARCH, 2013
A) Cash flows from operating activities		
Net profit before taxes and extraordinary items	10,032,946	5,150,658
Add: Loss on sale of Investments	300,902	4,785
Operating Profit before Working capital changes	10,333,848	5,155,443
<u>Add:</u>		
Increase/(Decrease) in Unsecured Loans	211,616,407	600,800,000
(Increase)/Decrease in Loans and Advances	(3,600,000)	10,000,000
Increase/(Decrease) in Current Liabilities	(5,485,817)	5,447,485
Increase/(Decrease) in Trade receivable	5,346,048	(5,502,990)
Cash generated from operations	218,210,486	615,899,938
Direct taxes paid (Net of Refund received)	1,620	-
Net cash flow from operating activities	<u>218,208,866</u>	<u>615,899,938</u>
B) Cash flows from investing activities		
(Purchase)/Sales of Investment(Net)	(216,110,434)	(615,804,784)
Net Cash flow from investing activities	<u>(216,110,434)</u>	<u>(615,804,784)</u>
C) Cash flows from financing activities		
Net Cash flow from financing activities	<u>-</u>	<u>-</u>
Increase/(Decrease) in Cash & Cash equivalents	2,098,432	95,154
Cash & Cash equivalents at the beginning of the year	213,475	118,321
Cash & Cash equivalents as at the end of the year	2,311,908	213,475

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

Sunil K. Dave
Partner
Mem. No. 047236

Place : Ahmedabad
Date : 29th July, 2014

For and on behalf of the Board

Dhiren B. Parikh *Director*
Chirag J. Desai *Director*

Place : Ahmedabad
Date : 29th July, 2014

NOTES FORMING PART OF THE ACCOUNTS

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Number	Rupees	Number	Rupees
Note: A				
SHARE CAPITAL				
Authorise:	<u>2,000,000</u>	<u>20,000,000</u>	<u>2,000,000</u>	<u>20,000,000</u>
Equity Shares of Rs.10/- each				
Issued:	<u>1,750,200</u>	<u>17,502,000</u>	<u>1,750,200</u>	<u>17,502,000</u>
Equity Shares of Rs.10/- each				
Subscribed & Fully Paid up:	<u>1,750,200</u>	<u>17,502,000</u>	<u>1,750,200</u>	<u>17,502,000</u>
Equity Shares of Rs.10/- each				
Total	<u>1,750,200</u>	<u>17,502,000</u>	<u>1,750,200</u>	<u>17,502,000</u>

Disclosure Pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Equity Shares	
	Number	Rupees
Shares Outstanding at the Beginning of the Year	1,750,200	17,502,000
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year	1,750,200	17,502,000

Disclosure Pursuant to Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956

(As submitted by the amnagement and accepted by the auditors as such)

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Prism Finance Ltd.	1,150,000	65.71%	1,150,000	65.71%
B.V.M Finance Ltd.	350,000	20.00%	350,000	20.00%
Buddishchandra C. Shah(HUF)	107,500	6.14%	107,500	6.14%
Shantilal Motibhai Shah	92,500	5.29%	92,500	5.29%

Disclosure Pursuant to Note no. 6(A)(i) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Financial Year (Aggregate No. of Shares)	
	For the year ended On 31.03.2014	2008-09 to 2012-13
Equity Shares :		
Issued Fully paid up shares pursuant to contract(s) without payment being received in cash	Nil	Nil
Issued Fully paid up shares by way of bonus shares	Nil	Nil
Shares bought back	Nil	Nil

PRISM FINANCE LIMITED

Particulars	As at 31 st March, 2014 Rupees	As at 31 st March, 2013 Rupees
Note: B		
RESERVES & SURPLUS		
Securities premium		
Balance as per last balance sheet	7,500,000	7,500,000
Statement of Profit & Loss		
Balance as per last balance sheet	(213,013,176)	(218,147,834)
Add: Net profit for the current period	10,031,326	5,134,658
Closing balance	<u>(202,981,849)</u>	<u>(213,013,176)</u>
Total	<u>(195,481,849)</u>	<u>(205,513,176)</u>
NOTE : C		
LONG TERM BORROWINGS		
Unsecured :		
Intercompany Loans from related parties:		
BVM Finance Pvt. Ltd.	842,602,000	842,602,000
Prism Finance Ltd.	4,472,620	4,455,000
Som Shiva Impex Ltd.	29,350,000	39,750,000
Other Inter Corporate Deposits	833,055,000	611,055,000
Total	<u>1,709,479,620</u>	<u>1,497,862,000</u>
There is no default in repayment of principal amount and deposits are interest free.		
NOTE : D		
OTHER NON CURRENT LIABILITIES		
Other Liabilities	-	1,213
Total	<u>-</u>	<u>1,213</u>
NOTE : E		
TRADE PAYABLES		
Trade Payables	5,692	5,475,509
Total	<u>5,692</u>	<u>5,475,509</u>
NOTE : F		
OTHER CURRENT LIABILITIES		
Share application money pending allotment-refundable	301,975,000	301,975,000
Provision for taxation (net)	-	16,000
Total	<u>301,975,000</u>	<u>301,991,000</u>
NOTE : G		
NON-CURRENT INVESTMENTS		
Other Investments : (At Cost)		
(A) Quoted		
Investment in Equity instruments:		
1,62,48,583 (P.Y.1,44,10,050) Equity Shares of Sintex Industries Limited of Rs.1/- each fully paid up	1,624,858,394	1,404,165,081
B: Un-Quoted:		
i) Investment in Equity instruments		
81,300 Equity Shares of Samurai Holdings Pvt Ltd of Rs.10 each	40,650,000	40,650,000
2,700 Equity Shares of Clairant Buildcon Pvt Ltd of Rs.10 each	27,000	-
7,000 Equity Shares of Anahat Agri Farm Pvt Ltd. of Rs.10 each	70,000	-
ii) Investment in Mutual Funds		
Birla Dynamic Bond Fund _____ [P.Y. (Unit 218952.53)]	19,219	2,500,000
Kotak Bond Scheme Plan - A NIL [P.Y. (Unit 233030.70)]	-	2,500,000
iii) Warrants		
82,00,000 nos. of warrants for face value of Rs.69.01 per warrant (paid-up up to Rs.17.26 per warrant) of Sintex Industries Limited (refer para no: B-3 of Note P)	141,532,000	141,532,000
Total	<u>1,807,156,613</u>	<u>1,591,347,081</u>
Aggregate amount of Unquoted investments	182,201,219	187,182,000
Aggregate amount of quoted investments	1,624,858,394	1,404,165,081
Aggregate market value of quoted investments		664,303,305

OPEL SECURITIES PRIVATE LIMITED
ANNUAL REPORT 2013-2014

Particulars	As at 31 st March, 2014 Rupees	As at 31 st March, 2013 Rupees
Note :H		
LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
(i) Loans and Advances to related party:		
Bar magnate Inv. Pvt. Ltd.	2,050,000	2,050,000
Mass Chemical Ind. Ltd.	13,355,000	13,455,000
Total	15,405,000	15,505,000
Note :I		
TRADE RECEIVABLES		
Unsecured, considered good unless otherwise stated		
Amount due for period exceeding six months	-	-
Others	156,942	5,502,990
TOTAL	156,942	5,502,990
NOTE : J		
CASH AND CASH EQUIVALENTS		
Balance with Bank In Current Accounts	2,271,333	213,475
Cash on Hand	42,500	-
Total	2,313,833	213,475
NOTE : K		
SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good unless otherwise stated		
Loans and Advances to Related Parties		
Samurai Holdings Private Limited	8,450,000	4,350,000
Others	-	400,000
Total	8,450,000	4,750,000
Particulars	For the Year ended On 31st March, 2014 Rupees	For the Year Ended On 31st March, 2013 Rupees
NOTE : L		
REVENUE FROM OPERATIONS		
Sales of Fabrics	10,596,639	5,502,990
Total	10,596,639	5,502,990
NOTE : M		
OTHER INCOME		
Dividend	10,291,785	5,145,065
Sundry Balances written off.	7,759	-
Total	10,299,544	5,145,065
NOTE : N		
PURCHASE OF STOCK-IN-TRADE		
Purchase of Fabric	10,490,984	5,451,610
Total	10,490,984	5,451,610
NOTE :O		
OTHER EXPENSES		
Audit fees	-	16,854
Demat charges	39,379	-
Profesional Tax	5,693	-
Short term loss on mutual funds	300,902	4,785
General expenses	26,279	24,148
Total	372,253	45,787

PRISM FINANCE LIMITED

NOTE:P

Significant Accounting Policies and Other Notes to Accounts:-

A) Significant Accounting Policies :

- a) The Company following the mercantile system of accounting and these account comply with the Accounting Standards referred to in section 211(3C) of the Companies Act.1956.
- b) Income & expenditure are accounted for on accrual basis: except Dividend. Dividend Income is recognized in the statement of profit & loss when the right to receive payment is established.
- c) **Investments:**
Investments have been reflected at cost. Provision is made where there is a permanent fall in the value of Investments.
- d) **Provision for Taxation:**
Provision for current tax has been made in accordance with the ordinary provisions of the Income Tax Act.

B) Other Notes to Accounts

- 1) Contingent Liability: Rs.42,43,50,000/- in respect of balance amount payable on conversion of 82,00,000 number of warrants having face value Rs.69.01 and paid- up value of Rs. 17.26 per warrant in to equal number of equity shares of issuer company of Rs.1/- i.e. M/s. Sintex Industries Limited at the option of the company to convert the same on or before 21st May,2014.
- 2) During the year under review, 150,00,000 number of warrants of M/s.Sintex Industries Limited have been allotted to the company @69.01 per warrant (paid-up up to Rs. 17.26 per warrant) on a preferential allotment basis, pursuant to Section 81(1A) of the Companies Act,1956 and in accordance with SEBI Guidelines in this regard.As per the terms of issues, the said warrants may be converted in to equivalent number of equity shares of M/s. Sintex Industries Limited of face value of Rs.1/- each on payment of the balance amount at any time on or before 21st May,2014. In the event the warrants are not converted in to shares within the predefined period, the issuer company is eligible to forfeit the amounts received towards warrants.

During the year under review, the company has exercised the option in respect of 68,00,000 number of warrants after paying balance amount due thereon and obtained equal no of equity shares of M/s. Sintex Industries Limited and balance 82,00,000 number of warrants are pending for conversion as at 31.03.2014 are shown as non-current investments.

- 3) The legal and professional expenses includes payment to Auditors as under :

Particulars	Year 2013-14	Year 2012-13
Audit Fees	16,854	16,854

- 4) Balances under the head of non-current & current liabilities, non-current& current assets are subject to confirmation and reconciliation.
- 5) 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.
- 6) There are no Micro, Small and Medium Enterprises, to whom the company owes, which are outstanding for more than 45 days as at 31st March,2014. This information is required to be disclosed under Micro, Small and Medium Enterprises Development Act,2006, has been determined to the extent such parties have been identified on the basis of information available with the company.
- 7) All the non-current investments are held by the company in its own name.
- 8) Accounts are prepared on going concern basis notwithstanding the fact that accumulated losses have significantly eroded the net worth of the company. The management is in the process to improve the financing and future process of the business of the company.
- 9) In the opinion of the management, the tax liability computed under the ordinary provisions of the Income Tax Act,1961 is higher than the tax liability computed under provisions of Minimum Alternate Tax u/s 115JB of Income Tax Act, 1961 and therefore provision for income tax has been made based on normal provisions of the Income Tax Act,1961.
- 10) 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 April2001,the disclosure in respect of the related party transactions for the year ended 31st March, 2014 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. Holding company

Prism finance Ltd.

2. Associates of the Company

Samurai Holding Pvt. Ltd.,

Som Shiva (Impex) Ltd.,

BVM Finance Ltd.,

BAR Megnet Inv.Pvt. Ltd.,

Mass Chemical Pvt. Ltd.

3. Key Management Personnel/Relatives/Individuals

Directors:

Shri Chirag B.Desai

Shri Dhiren B.Parikh

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

Sr.No.	Transactions	Holding Company	Associates of the Company	Key Management Personnel/Relatives/Individuals
1.	Income	-	-	-
2.	Expenses	-	-	-
3.	Loan obtained	17,620	-	-
4.	Loan repaid	-	1,07,00,000 (100,00,000)	-
5.	Loans granted	-	3,00,000	-
4.	Loan recovered	-	7,00,000 (100,00,000)	-
Amount outstanding as on 31-03-2014				
1.	Outstanding of loan obtained	44,72,620 (44,55,000)	87,19,52,000 (88,23,52,000)	-
2.	Outstanding Loans/ Advances	-	2,38,55,000 (1,98,55,000)	-

Signatures to Notes A to P

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

Sunil K. Dave
Partner
Mem. No. 047236

Place : Ahmedabad
Date : 29th July, 2014

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

Sunil K. Dave
Partner
Mem. No. 047236

Place : Ahmedabad
Date : 29th July, 2014

PRISM FIANCE LIMITED

[CIN: L63910GJ1994PLC021915]

Registered Office: 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015

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 (on a poll) for me as me/us and on my/ our behalf at the 20th Annual General Meeting of the Company, to be held on Thursday, the 25th September, 2014 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	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.		
2	Appointment of Statutory Auditors of the Company		
	Special Business		
3	Appointment of Mr. Udayan D. Velvan as an Independent Director of the Company		
4	Appointment of Mr. Kashyap R. Mehta as an Independent Director of the Company.		
5	Appointment of Ms. Anal R. Desai as an Independent Director of the Company.		
6	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013		
7	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013		

Signed this day of 2014

Signature of Shareholder

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

Affix Revenue Stamp

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.

PRISM FIANCE LIMITED

[CIN: L63910GJ1994PLC021915]

Registered Office: 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015

FORM MGT-12

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 vote(s) in respect of the Ordinary & Special resolutions set out in the Notice of 20 th Annual General Meeting (AGM) of the Company to be held on Thursday, 25 th September, 2014, by sending my/our assent or dissent to the said Resolutions 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	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.			
2	Appointment of Statutory Auditors of the Company			
Special Business				
3	Appointment of Mr. Udayan D. Velvan as an Independent Director of the Company.			
4	Appointment of Mr. Kashyap R. Mehta as an Independent Director of the Company.			
5	Appointment of Ms. Anal R. Desai as an Independent Director of the Company.			
6	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013			
7	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder/Proxy)

Note:

This Ballot is to be used for exercising voting at the time of 20th Annual General Meeting to be held on Thursday, the 25th September, 2014 by shareholders/proxy. Duly filled in and signed 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.