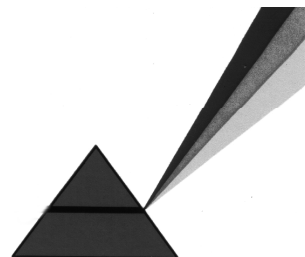


PRISM FINANCE LIMITED

[CIN : L63910GJ1994PLC021915]



26TH
ANNUAL REPORT 2019-20

PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
26TH ANNUAL REPORT 2019-20

BOARD OF DIRECTORS	:	Ms. Anal R. Desai Ms. Poonam P. Patel Mr. Kashyap R. Mehta Mr. Udayan D. Velvan	Chairman Managing Director Director Director
CHIEF FINANCIAL OFFICER	:	Mr. Chirag J. Desai	
COMPANY SECRETARY	:	Ms. Palak D. Parekh	
BANKERS	:	HDFC Bank Limited Ahmedabad	
STATUTORY AUDITORS	:	M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad	
COMPANY LAW CONSULTANT	:	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad	
REGISTERED OFFICE	:	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015	
REGISTRAR & SHARE TRANSFER AGENTS	:	Link Intime India Private Limited, 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre Near St. Xavier's College Corner Off C. G. Road, Ahmedabad - 380 006	
WEBSITE	:	www.prismfinance.in	

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PRISM FINANCE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **PRISM FINANCE LIMITED** WILL BE HELD ON TUESDAY, THE 29TH SEPTEMBER, 2020 AT 12.00 NOON IST THROUGH VIDEO CONFERENCING ("VC") /OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Poonam P. Patel (DIN – 00248763), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

Registered Office:

301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 20th July, 2020

By Order of the Board,

Palak D. Parekh
Company Secretary

NOTES :

1. In view of the continuing COVID-19 pandemic, the 26th AGM will be held on Tuesday, 29th September, 2020 at 12.00 Noon through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 8th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020; MCA General Circular No. 20/2020 dated 5th May, 2020 and MCA General Circular No. 22/2020 dated 15th June, 2020 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015. The deemed venue for the 26thAGM shall be the Registered Office of the Company. **Annual Report will not be sent in physical form.**
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id prismfinance@yahoo.com, a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020. Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.prismfinance.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com that of Central Depository Services (India) Limited (agency for providing remote e-voting facility), www.evotingindia.com
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
 - (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA Email id: ahmedabad@linkintime.co.in.

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- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA Email id: ahmedabad@linkintime.co.in.
- (iii) The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 27
9. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the email ID prismfinance@yahoo.com
10. The Register of Members and Share Transfer Books will remain closed from **23rd September, 2020 to 29th September, 2020** (both days inclusive) for the purpose of Annual General Meeting (AGM).
11. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA). Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the Annual General Meeting (AGM) are stated at the end.
13. 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.
14. 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.
15. The Shareholders holding Shares in Physical form are advised to get their shares dematerialised as no physical shares can be traded in the Stock Exchanges in terms of SEBI and Stock Exchange guidelines.
16. This is to bring to the notice of the Shareholders that as per SEBI Notification, the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 1st April, 2019. Hence, Shareholders are advised to get their physical shares dematerialized.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to prismfinance@yahoo.com
19. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 26 & 28
20. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 7th August, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode only.
21. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006 Email id: ahmedabad@linkintime.co.in.
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PRISM FINANCE LIMITED

22. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
23. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

VOTING THROUGH ELECTRONIC MEANS

24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business set out in the Notice above may be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
25. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

26. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on **at 9.00 a.m. on Saturday, 26th September, 2020 and ends at 5:00 p.m. on Monday, 28th September, 2020**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **22nd September, 2020** may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now, fill up the following details in the appropriate boxes:

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

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for PRISM FINANCE LIMITED
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s). Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Members and Custodians:

Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; prismfinance@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- (ii) Members/Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

PRISM FINANCE LIMITED

- (iii) Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 8 of this Notice.
- (iv) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting.
- (v) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at prismfinance@yahoo.com. These queries will be replied by the Company suitably by email.
- (viii) Those members/shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

28. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those members/shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the members/shareholders through the e-voting available during the AGM and if the same members/shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such members/shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Members/Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. In case any Member who had voted through Remote E-voting, casts his vote again at the E- Voting provided during the AGM, then the Votes cast during the AGM through E-voting shall be considered as Invalid.

If you have any queries or issues regarding attending AGM & e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- 29. Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
- 30. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. BSE Limited.

ANNUAL REPORT 2019-20

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

Name of Directors with DIN	Poonam P. Patel DIN: 00248763
Age (in years)	51
Date of Birth	06/11/1969
Date of Appointment	09/04/2019
Qualifications	Diploma in Commercial Arts
Experience / Expertise	She has experience of more than 10 years in the field of Production of Readymade Garments. She also has an experience of Investment and Finance business. She possesses tremendous management skills.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	The Director is liable to retire by rotation and offers herself for reappointment
Remuneration last drawn by such person, if any.	Refer to report on Corporate Governance and Form No. MGT-9 (Extract of Annual Return)
Shareholding in the Company	1,68,000 Equity shares
Relationship with other Directors, Manager and other KMP of the Company	None of the Directors are related
Number of Meetings of the Board attended during the year	7
List of other Companies in which Directorships held	1. Prominent Plastics Limited
List of Private Limited Companies in which Directorships held	1. Iris Products Private Limited 2. Pelican Wellness Private Limited 3. Caliber Plastech Private Limited4. 4. Arris Estates Private Limited
Chairman/Member of the Committees of Directors of other Companies	Nil
Justification for choosing the appointee for appointment as Independent Directors	N.A.

PRISM FINANCE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors present the **26TH ANNUAL REPORT** together with the Audited Financial Statements for the Financial Year 2019-20 ended 31st March, 2020.

1. FINANCIAL RESULTS:

(₹ in lakh)		
Particulars	2019-20	2018-19
Loss before Depreciation	154.10	105.92
Less: Depreciation	0.17	0.17
Loss before Taxation	154.27	106.09
Less: Provision for Taxation	0.65	-
Loss after Tax	153.62	106.09

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2020 and date of this report.

2. DIVIDEND:

In view of accumulated losses, the Board of Directors has not recommended any dividend on the Equity Shares for the year under review.

3. OPERATIONS:

The Company incurred Loss before Depreciation of Rs. 154.10 lakh during the year under review compared to Loss before Depreciation of Rs. 105.92 lakh during 2018-19. After providing for Depreciation, the Net Loss during the year under review was Rs. 153.62 lakh compared to Net Loss of Rs. 106.09 lakh during 2018-19.

4. COVID-19 PANDEMIC:

Due to outbreak of Covid-19 globally and in India, the Company's management has made initial assessment of likely adverse impact on business and financial risks on account of Covid-19. There is slow down in the business of the Company due to lockdown which had impact on operations. However, the management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities and compliance with the debt covenants, applicable, if any.

5. LISTING:

The Equity Shares of the Company are listed on BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2020-21.

6. SHARE CAPITAL:

The paid up Share Capital of the Company as on 31st March, 2020 was Rs. 650.03 Lakhs. As on 31st March, 2020, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity and none of the Directors of the Company hold any convertible instruments.

7. RESERVES:

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

8. DIRECTORS:

8.1. Ms. Poonam P. Patel (DIN – 00248763) retires by rotation in terms of Articles 153 and 154 of the Articles of Association of the Company at this ensuing Annual General Meeting, being eligible, offers herself for reappointment.

8.2 Ms. Poonam P. Patel has been appointed as Managing Director w.e.f. 9th April, 2019 for a period of 3 years.

8.3 Mr. Udayan D. Velvan, Mr. Kashyap R. Mehta and Ms. Anal R. Desai were re-appointed as Independent Directors of the Company for a second consecutive term of 5 years at the 25th Annual General Meeting.

8.4 The Board of Directors duly met 7 times during the financial year under review.

8.5 Brief profile of the Directors being appointed and re-appointed as required under Regulations 36(3) of Listing Regulations, 2015 and Secretarial Standard on General Meetings and the justification for appointment/reappointment of Independent Directors are provided in the notice for the forthcoming AGM of the Company.

8.6 Formal Annual Evaluation:

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

8.7 DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2020 being end of the Financial Year 2019-20 and the Loss of the Company for the year;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the annual accounts on a going concern basis.
- v. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

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

10. MANAGERIAL REMUNERATION:

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

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

11. KEY MANAGERIAL PERSONNEL (KMP) AND PERSONNEL:

A. % increase in remuneration of Directors & KMP:

Sr. No.	Name of the Director & KMP	Designation	Percentage Increase (If any)
1.	Ms. Poonam P. Patel	Managing Director	-
2.	Mr. Chirag Desai	CFO	11.57%
3	Ms. Palak Parekh	Company Secretary	-

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

PRISM FINANCE LIMITED

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

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

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

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

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

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

14. CORPORATE GOVERNANCE AND MDA:

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

15. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Pinakin Shah & Co., Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – B**.

16. EXTRACT OF ANNUAL RETURN:

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

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

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

18. GENERAL:

18.1. STATUTORY AUDITORS:

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

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

18.2 INSURANCE:

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

18.3 DEPOSITS:

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

18.4 RISKS MANAGEMENT POLICY:

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats

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

18.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs as on 31st March, 2020.

18.6 CODE OF CONDUCT:

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

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

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

18.8 ENVIRONMENT AND SAFETY:

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

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

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

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

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

18.11 SECRETARIAL STANDARDS:

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

19. DISCLOSURE OF ACCOUNTING TREATMENT

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

20. DISCLOSURE OF MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

21. DEMATERIALISATION OF EQUITY SHARES:

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

22. ACKNOWLEDGEMENT:

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Chairman
DIN: 02636329

VOLUNTARY REPORT ON CORPORATE GOVERNANCE**INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31st March, 2020 and also up to the date of this Report.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

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

2. BOARD OF DIRECTORS:**(a) Composition and Category of Directors as on 31st March, 2020:**

Name of Directors	Category of Directorship	No. of other Director ships @	No. of Committee Member/Chairmanship in other companies**		No. of Board Meetings attended during 2019-20	Attendance at the AGM held on 28 th September, 2019 (Y)/(N)
			Member	Chairman		
Anal R. Desai	Non-executive Independent	-	-	-	7	Y
Kashyap R. Mehta	Non-executive Independent	3	1	3	7	Y
Udayan D. Velvan	Non-executive Independent	1	-	-	7	Y
Poonam P. Patel	Promoter – Executive	-	-	-	7	Y

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

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

(b) Directorship in Listed Entities other than Prism Finance Limited and the category of directorship as on 31st March, 2020 is as follows:

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

(c) Relationships between directors inter-se:

None of the directors are related to each other.

(d) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1st April, 2019 to 31st March, 2020 were held 7 times on 09-04-2019, 30-05-2019, 18-07-2019, 09-09-2019, 14-09-2019, 14-12-2019 and 14-02-2020.

e) Familiarisation Program for Independent Directors:

The details of the familiarization program are available on the Company's website – www.primfinance.in
'Disclosure under SEBI (LODR)

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

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

f) Shareholding of Non- Executive Directors as on 31st March, 2020:

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

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

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

Business Management & Leadership	Leadership experience including in areas of general management, business development, strategic planning and long-term growth.
Industry Domain Knowledge	Knowledge about products & business of the Company and understanding of business environment,
Financial Expertise	Financial and risk management, Internal control, Experience of financial reporting processes, capital allocation, resource utilization, Understanding of Financial policies and accounting statement and assessing economic conditions.
Governance & Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

In the table below, the specific areas of focus or expertise of individual board members have been highlighted.

Name of Director	Business Leadership	Industry Domain Knowledge	Financial Expertise	Governance & Compliance
Ms. Poonam P. Patel	Y	Y	Y	Y
Ms. Anal R. Desai	Y	Y	Y	Y
Mr. Udayan D. Velvan	Y	Y	Y	Y
Mr. Kashyap R. Mehta	Y	Y	Y	Y

Note - Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

- h)** In accordance with para C of Schedule V of the Listing Regulations, the Board of Directors of the Company hereby confirm that the Independent Directors of the Company fulfill the conditions specified in the Regulations and are independent of the management.
- i)** None of the Independent Directors of the Company resigned during the financial year and hence no disclosure is required with respect to Clause 2(g) of para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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3. AUDIT COMMITTEE:

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

Name of the Directors	Expertise	Terms of reference & functions of the Committee	No. of Meetings attended during 2019-20
Anal R. Desai, Chairman	All members are Non executive. Chairman is Independent Director and majority are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	4 of 4
Kashyap R. Mehta			4 of 4
Udayan D. Velvan			4 of 4

The Audit Committee met 4 times during the Financial Year 2019-20. The maximum gap between two meetings was not more than 120 days. The Committee met on 30-05-2019; 14-09-2019; 14-12-2019 & 14-02-2020. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

4. NOMINATION AND REMUNERATION COMMITTEE:

Name of the Directors	Functions of the Committee	No. of Meetings attended during 2019-20
Udayan D. Velvan , Chairman	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	During the year under review, two meetings were held i.e. on 09-04-2019 and 18-07-2019 respectively.
Kashyap R. Mehta		
Anal R. Desai		

Terms of reference and Nomination & Remuneration Policy:

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

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

Performance Evaluation Criteria for Independent Directors:

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

5. REMUNERATION OF DIRECTORS:

1. No Remuneration, Sitting Fees, Commission or Stock Option has been offered to the Directors.
2. The terms of appointment of Managing Director / Whole-time Director will be governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
3. Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.
4. The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non Executive Directors.

5. Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
6. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31st March, 2020.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

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

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

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31st March, 2020.

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

7. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue
2016-17 (23 rd AGM)	28-09-2017	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 Special Resolution: Special Resolution under Section 94 of the Companies Act, 2013 for authority to Link Intime India Private Limited (RTA) for maintaining Register of Members together with the Index of members of the Company and copies of Annual Returns.
2017-18 (24 th AGM)	29-09-2018	3.00 p.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 Special Resolution: Authority to Board of Directors under Section 186 of the Companies Act, 2013.
2018-19(25 th AGM)	28-09-2019	12.00 p.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015 Special Resolution: 1. Appointment of Ms. Poonam P. Patel as Managing Director of the Company for a period of 3 years 2. Special Resolution for re-appointment of Mr. Udayan D. Velvan as Independent Director of the Company for second term of 5 consecutive years. 3. Special Resolution for re-appointment of Mr. Kashyap R. Mehta as Independent Director of the Company for second term of 5 consecutive years. 4. Special Resolution for re-appointment of Ms. Anal R. Desai as Independent Director of the Company for second term of 5 consecutive years.

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2019-20.

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8. MEANS OF COMMUNICATION:

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

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

During the year ended on 31st March, 2020, no presentations were made to Institutional Investors or analyst or any other enterprise.

9. GENERAL SHAREHOLDERS' INFORMATION:

a)	Registered Office	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015.
b)	Annual General Meeting	Day : Tuesday Date : 29 th September, 2020 Time : 12.00 Noon Venue : Through Video Conferencing (VC) /Other Audio Visual Means (OAVM)*Pursuant to MCA / SEBI Circulars. For details please refer to the Notice to the AGM.
c)	Financial Year	1st April, 2019 to 31st March, 2020
d)	Financial Calendar	1st Quarter Results Mid - August, 2020. Half-yearly Results Mid - November, 2020. 3rd Quarter Results Mid - February, 2021. Audited yearly Results End - May, 2021.
e)	Book Closure Dates	From : Wednesday, The 23 rd September, 2020. To : Tuesday The 29 th September, 2020. (Both days inclusive).
f)	Dividend Payment Date	Not Applicable
g)	Listing of Shares on Stock Exchanges	1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. The Company has paid the annual listing fees for the financial year 2020-21 to BSE Limited.
h)	Stock Exchange Code	Stock Exchange Code BSE 531735
i)	Registrar and Share Transfer Agents	Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company: Link Intime India Pvt. Ltd. 506-508, Amamath Business Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ahmedabad - 380006 Tele. No. : +91 79 26465179, email id: ahmedabad@linkintime.co.in
j)	Share Transfer System	Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 th June, 2018, SEBI has amended Regulation 40 of the Listing regulations effective from 1 st April 2019, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. However, the transfer deed(s) lodged prior to the 1 st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1 st April 2019 with the Registrar and Share transfer Agents of the Company. Hence, Shareholders are advised to get their shares dematerialized. In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

k) Stock Price Data :

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

Month	BSE			BSE Sensex
	High (₹)	Low (₹)	Shares Traded (No.)	
December, 2019	19.85	19.85	3	41,254

l) Distribution of Shareholding as on 31st March, 2020:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	1200	73.80	90310	1.39
501 to 1000	303	18.63	283600	4.36
1001 to 2000	9	0.55	13500	0.21
2001 to 3000	26	1.60	62700	0.96
3001 to 4000	1	0.06	3600	0.06
4001 to 5000	20	1.23	97900	1.51
5001 to 10000	10	0.62	87800	1.35
10001 to above	57	3.51	5860890	90.16
Grand Total	1626	100.00	6500300	100.00

m) Category of Shareholders as on 31st March, 2020:

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

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

o) Dematerialisation of Shares and liquidity :

Approximately 52.77% of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE429Q01019.

p) Commodity Price Risks and Commodity Hedging Activities:

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

q) CREDIT RATINGS:

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

PRISM FINANCE LIMITED

10. ADDRESS FOR CORRESPONDENCE:

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

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

11. MANAGEMENT DISCUSSION AND ANALYSIS:

a. Industry Structure and Developments:

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

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

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

b. Opportunities and Threats:

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

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

c. Segment wise Performance:

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

d. Recent Trend and Future Outlook:

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

e. Risks and Concerns:

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

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

f. Internal Control Systems and their Adequacy:

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

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2019-20 is described in the Directors' Report under the head 'Review of Operation'.

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

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

i. Key Financial Ratios:

Key Ratios	FY 2019-20	FY 2018-19	Change %	Explanation, if required
Debtors Turnover	NA	NA	-	-
Inventory Turnover	NA	NA	-	-
Interest Coverage Ratio	NA	NA	-	-
Current Ratio	22.41	1.00	21.41	Current Ratio has changed due to increase in Current Assets
Debt Equity Ratio	NA	NA	-	-
Operating Profit Margin (%)	As the revenue from operations is being Profit/ Loss generated from Financing Activities, the percentage of margin on revenue are irrelevant		-	-
Net Profit Margin (%)			-	-
Return on Net worth			-	-

j. Cautionary Statement:

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

12. DISCLOSURES:

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

PRISM FINANCE LIMITED

- i. The details of total fees for all services paid by the Company to the statutory auditor of the Company viz. M/s. Parikh & Majmudar and all entities in the network firm/network entity of which the statutory auditor is a part are as follows:

Type of fee	2019-20 (Rs.)	2018-19 (Rs.)
Audit Fees	1,50,000	1,23,900

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

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

13. DETAILS OF NON COMPLIANCE CORPORATE GOVERNANCE REQUIREMENT:

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

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

- i. The Company has a Non – Executive Chairman.
- ii. The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
- iii. The Company's financial statements for the financial year 2019-20 do not contain any audit qualification.
- iv. The internal auditors report to the Audit Committee.
15. The Company, on voluntary basis, is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

For and on behalf of the Board,

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Chairman
DIN: 02636329

DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31st March, 2020.

For Prism Finance Limited,

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Director
DIN: 02636329

Chirag J. Desai
CFO

CERTIFICATE ON CORPORATE GOVERNANCE

Annexure-A

To,
The Members of
Prism Finance Limited,

We have examined the compliance of conditions of Corporate Governance by **Prism Finance Limited**, for the year ended on 31st March, 2020 and also up to the date of this report as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46, para C, D and E of Schedule V and Part E of Schedule II of LODR.

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

For KASHYAP R. MEHTA & ASSOCATES,
COMPANY SECRETARIES,
KASHYAP R. MEHTA

PROPRIETOR

FCS: 1821 COP: 2052

FRN: S2011GJ166500

Date : 20th July, 2020

Place : Ahmedabad

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020**

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

To,
The Members,
Prism Finance Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives **whether electronically or otherwise** during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the audit period)
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (Not Applicable during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not Applicable during the audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable during the audit period); and

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

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

- (i) Secretarial Standards SS – 1 & SS – 2 issued by The Institute of Company Secretaries of India.
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Listing Agreement entered into by the Company with Stock Exchange.
- during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. There were no changes in the Key Managerial Personnel during the period under review.

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

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

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

We further report that during the audit period the Company has:

- (i) Duly passed a Special Resolution pursuant to the provisions of Sections 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws at the 25th Annual General Meeting held on 28th September, 2019 for appointment Ms. Poonam P. Patel as Managing Director of the Company for a period of 3 years with effect from 9th April, 2019.
- (ii) Duly passed a Special Resolution pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws at the 25th Annual General Meeting held on 28th September, 2019 for re-appointment of Mr. Udayan D. Velvan as an Independent Director of the Company for second term of 5 consecutive years.
- (iii) Duly passed a Special Resolution pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws at the 25th Annual General Meeting held on 28th September, 2019 for re-appointment of Mr. Kashyap R. Mehta as an Independent Director of the Company for second term of 5 consecutive years.
- (iv) Duly passed a Special Resolution pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws at the 25th Annual General Meeting held on 28th September, 2019 for re-appointment of Ms. Anal R. Desai as an Independent Director of the Company for second term of 5 consecutive years.

For PINAKIN SHAH & CO.
COMPANY SECRETARIES

Place : Ahmedabad
Date : 20th July, 2020

PINAKIN S. SHAH
PROPRIETOR
FCS: 2562
COP: 2932
PR: 572/2018
FRN: S2010GJ134100
UDIN: F002562B000475749

Disclaimer: Due to restricted movement amid COVID-19 pandemic, we have conducted the assignment by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2019-20. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.

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

To,
The Members,
Prism Finance Limited

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

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

For PINAKIN SHAH & CO.
COMPANY SECRETARIES

Place : Ahmedabad
Date : 20th July, 2020

PINAKIN S. SHAH
PROPRIETOR
FCS: 2562
COP: 2932
PR: 572/2018
FRN: S2010GJ134100
UDIN: F002562B000475749

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2020

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company has no Holding/ Subsidiary/ Associate Company.

IV. SHARE HOLDING PATTERN:

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held as on 1 st April, 2019				No. of Shares held as on 31 st March, 2020				%
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Change during 2019-20
A. Promoters									
(1) Indian									
a) Individual/ HUF	1026190	-	1026190	15.79	1026190	-	1026190	15.79	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1957500	-	1957500	30.11	1957500	-	1957500	30.11	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	2983690	-	2983690	45.90	2983690	-	2983690	45.90	-

PRISM FINANCE LIMITED

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	157800	379200	537000	8.26	157800	379200	537000	8.26	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding < = ₹ 1,00,000	35800	553110	588910	9.06	35800	553110	588910	9.06	-
ii) Individuals holding > ₹ 1,00,000	252100	1801000	2053100	31.58	252100	1801000	2053100	31.58	-
c) Others (specify)									
NRIs	-	337600	337600	5.19	-	337600	337600	5.19	-
OCB	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	445700	3070910	3516610	54.10	446700	3069910	3516610	54.10	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	445700	3070910	3516610	54.10	446700	3069910	3516610	54.10	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3425490	3074810	6500300	100.00	3429390	3070910	6500300	100.00	-

ii) Shareholding of Promoters:

Sr No	Shareholder's Name	Shareholding as on 01-04-2019			Shareholding as on 31-03-2020			% change in share holding during the year 2019-20
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Leena Arunprasad Patel	277400	4.27	-	277400	4.27	-	-
2.	Arunprasad P Patel	267800	4.12	-	267800	4.12	-	-
3	Deval Rahul Patel	193000	2.97	-	193000	2.97	-	-
4	Poonam Pranay Patel	168000	2.58	-	168000	2.58	-	-
5	Som Shiva (Impex) Ltd	1957500	30.11	-	1957500	30.11	-	-
6	Rahul Arunprasad Patel	95000	1.46	-	95000	1.46	-	-
7	Amisha A. Patel	24990	0.38	-	24990	0.38	-	-
	Total	2983690	45.90	-	2983690	45.90	-	-

iii) Change in Promoters' Shareholding:

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

iv) Shareholding Pattern of top ten Shareholders:

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 01-04-2019		Changes during the Year	Shareholding as on 31-03-2020	
		No. of shares	% of total shares		No. of shares	% of total shares
	Top 10 as on 01-04-2019					
1	Kolon Investment Pvt. Ltd	286800	4.41	-	286800	4.41
2	Prominent Plastics Ltd.	157800	2.43	-	157800	2.43
3	Bijal Shankarbhai Kaduskar	130200	2.00	-	130200	2.00
4	Dinesh Jayantilal Thakkar	127500	1.96	-	127500	1.96
5	Rajnikant Vakhtram Vyas	125100	1.92	-	125100	1.92
6	Mehroo Burjor Sethna	100400	1.54	-	100400	1.54
7	KamalrukhTehmul Sethna	100400	1.54	-	100400	1.54
8	Tehmul Sethna	100400	1.54	-	100400	1.54
9	Dinesh M. Parekh - HUF	100000	1.54	-	100000	1.54
10	Yogeshkumar Bhojnagarwala	86000	1.32	-	86000	1.32

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 01-04-2019		Changes during the Year (No. of shares)	Shareholding as on 31-03-2020	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Kashyap R. Mehta	1,08,000	1.66	-	1,08,000	1.66
2.	Poonam P. Patel	1,68,000	2.58	-	1,68,000	2.58

PRISM FINANCE LIMITED

V. INDEBTEDNESS : (in ₹)

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

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A.	Indebtedness as on 01-04-2019				
	i) Principal Amount	-	3,25,39,796	69,000	3,26,08,796
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	3,25,39,796	69,000	3,26,08,796
B.	Change in Indebtedness during 2018-19				
	* Addition	-	-	-	-
	* Reduction	-	(1,22,92,106)	(69,000)	(1,23,61,106)
	Net Change	-	(1,22,92,106)	(69,000)	(1,23,61,106)
C.	Indebtedness as on 31-03-2020				
	i) Principal Amount	-	2,02,47,690	-	2,02,47,690
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	2,02,47,690	-	2,02,47,690

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager
		Poonam P. Patel Managing Director
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, Please specify	-
	Total	-

B. Remuneration to other Directors:

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

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

(in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Ms. Palak D. Parekh - Company Secretary	Mr. Chirag J. Desai - CFO	
1.	Gross salary	1,80,000	5,40,000	7,20,000
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of Profit	-	-	-
	- others, specify...	-	-	-
5.	Others, Please specify	-	-	-
	Total	1,80,000	5,40,000	7,20,000

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Chairman
DIN: 02636329

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 and as on date have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

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

*reappointed as Independent Director of the Company for a second consecutive term of 5 years w.e.f. 28/09/2019

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

For PINAKIN SHAH & CO.
COMPANY SECRETARIES
FRN: S2010GJ134100

PINAKIN S. SHAH
PROPRIETOR

Place : Ahmedabad
Date : 20th July, 2020

FCS: 2562 COP: 2932
UDIN: F002562B000475705

INDEPENDENT AUDITORS' REPORT

To,
The Members of
PRISM FINANCE LIMITED

Report on the Audit of the Standalone Financial Statements**Opinion :**

We have audited the accompanying standalone IND AS financial statements of **PRISM FINANCE LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2020, statement of profit and loss (Including other comprehensive Income) and statement of cash flows for the year then ended, Statement of changes in Equity, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standard (IND AS) specified under section 133 of the Companies Act, 2013 of the state of affairs (financial Position) of the Company as at March 31, 2020, and its loss (financial performance), and Cash flows and changes in Equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

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

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

PRISM FINANCE LIMITED

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

Other Matter

The company had prepared financial results for the year ended March 31, 2019 based on the financial statements for the year ended March 31, 2019 prepared in accordance with Accounting Standards AS') prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules, 2014 (as amended) which were audited by us vide our report dated 30th May, 2019 expressed an unmodified opinion. These financial results for the year ended March 31, 2019 have been' adjusted for the difference in the accounting principles adopted by the Company on transition to Ind AS

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laid down in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act, 2013, which have been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, we report that the company has not paid any remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act..
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (Including other comprehensive Income), Statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR PARIKH & MAJMUDAR
Chartered Accountants
FRN : 107525W

Place : Ahmedabad
Dated : 20th July, 2020

CA DR. HITEN PARIKH
Partner
Membership No. 040230
UDIN -20040230AAAAFQ9745

PRISM FINANCE LIMITED

ANNEXURE A –TO THE INDEPENDENT AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF PRISM FINANCE LIMITED ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31STMARCH 2020

Property Plant and Equipments

- i) a) the Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, plant & Equipment.
- b) Property, Plant & Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c) All the title deeds of immovable properties are held in the name of the Company.
- ii) During the year under review, the Company does not hold any inventories. Hence, paragraph 3(ii) of the Order, is not applicable.
- iii) The Company has granted interest bearing unsecured loan to companies, firms and parties covered in the register maintained under Section 189 of the Act.
 - a) During the year the Company has granted interest bearing unsecured loan to companies, firms and parties covered in the register maintained u/s 189 of the Companies Act,2013(the Act).
 - b) the schedule of repayment of principal and interest has been stipulated and the repayment/receipts of principal amount and interest are regular.
 - c) In respect of the said loans, there are no overdue amounts
- iv) As explained to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The Company is registered as a Non- Banking Finance Company hence provisions of Section 186 of the Act in respect of investments made are not applicable to the Company.
- v) The Company has not accepted any deposits from public, within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
- vi) The Central Government of India has not specified the maintenance of cost records under Sub-section (1) of Section 148 of the Companies Act 2013.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state Insurance, income-tax, sales tax, value added tax, Goods & Service tax duty of customs, duty of excise, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us provident fund, employees state insurance, duty of customs and duty of excise are not applicable to the company.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, value added tax, Goods & Service tax, service tax, cess and other material statutory dues were in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, Goods & Service tax, duty of excise, service tax, value added tax and duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- viii) According to information & explanations given to us, the company does not have any borrowings from Banks, Financial Institutions, Government or debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) According to the information & explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments),and term loans during the year under review. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year under review.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where

applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is registered as Non-Banking Financial Institution (NBFI) and is holding a Certificate of Registration (CoR) from Reserve Bank of India to carry on business of NBFI in terms of Section 45-1A of the RBI Act, 1934.

FOR PARIKH & MAJMUDAR
Chartered Accountants
FRN : 107525W

Place : Ahmedabad
Dated : 20th July, 2020

CA DR. HITEN PARIKH
Partner
Membership No. 040230
UDIN -20040230AAAAFQ9745

**Annexure B to the Independent Auditor's Report of Even Date to the Members of PRISM FINANCE LIMITED
on the Standalone Financial Statements of the year ended on 31st March 2020**

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

In conjunction with our audit of the standalone financial statements of **M/s PRISM FINANCE LIMITED** ("the Company") as at and for the year ended 31st March 2020, We have audited the internal financial controls over financial reporting of the company as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's' Responsibility

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

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

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

PRISM FINANCE LIMITED

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

FOR PARIKH & MAJMUDAR
Chartered Accountants
FRN : 107525W

Place : Ahmedabad
Dated : 20th July, 2020

CA DR. HITEN PARIKH
Partner
Membership No. 040230
UDIN -20040230AAAAFQ9745

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STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Refer Note No.	As At 31 st March, 2020 Rs.	As At 31 st March, 2019 Rs.	As At 1 st April, 2018 Rs.
I ASSETS :				
1) Financial Assets				
a) Cash and cash equivalents	A	2,47,968	4,13,106	19,57,688
b) Trade Receivables	B	-	-	-
c) Loans	C	3,57,10,705	1,66,45,701	3,05,52,361
d) Investments	D	5,08,92,770	9,33,82,151	6,47,12,210
e) Other Financial assets	E	1,08,500	1,08,500	1,08,500
2) Non-Financial Assets				
a) Property Plant & Equipment	F	8,22,922	8,40,089	8,57,256
b) Other Non-Financial Assets	G	1,68,46,678	1,79,91,469	70,47,793
TOTAL		10,46,29,543	12,93,81,016	10,52,35,809
II LIABILITIES AND EQUITY:				
LIABILITIES				
1) Financial Liabilities				
a) Trade payables				
- total outstanding dues of micro enterprises and small enterprises				
- total outstanding dues of creditors other than micro enterprises and small enterprises	H	1,59,365	18,95,070	54,333
b) Borrowings	I	2,02,47,690	3,16,09,642	22,96,569
c) Other Financial Liabilities	J	2,05,000	2,44,400	3,28,862
2) Non-Financial Liabilities				
a) Current tax liabilities (net)	K	-	-	25,41,918
b) Other non-financial liabilities	L	46,94,174	9,46,658	47,239
EQUITY				
a) Equity Share capital	M	6,50,03,000	6,50,03,000	6,50,03,000
b) Other Equity	N	1,43,20,314	2,96,82,246	3,49,63,888
TOTAL		10,46,29,543	12,93,81,016	10,52,35,809
Significant Accounting Policies & Other Notes to Accounts	1 to 3			

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

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

CA DR HITEN PARIKH
Partner
 M NO. 040230
 UDIN - 20040230AAAAFQ9745

Place : Ahmedabad
 Date : 20th July, 2020

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Anal R. Desai
 Director
 DIN : 02636329

Chirag J. Desai
 Chief Financial Officer

Poonam P. Patel
 Managing Director
 DIN : 00248763

Place : Ahmedabad
 Date : 20th July, 2020

PRISM FINANCE LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2020

Particulars	Refer Note No.	For the Year ended On 31 st March, 2020 Rs.	For the Year ended On 31 st March, 2019 Rs.
Revenue from Operations			
i) Interest Income	O	19,15,296	19,99,027
ii) Dividend income		4,89,849	5,48,270
iii) Rental Income		3,10,566	4,73,568
iv) Net gain/(Loss) on fair value changes			
I Total Revenue from operations		27,15,711	30,20,865
II Other income		-	-
III Total Income		27,15,711	30,20,865
IV Expenses :			
i) Finance cost	P	19,56,702	19,84,840
ii) Fees and commission expense	Q	10,42,058	10,26,500
iii) Net loss on fair value changes	R	1,32,06,776	36,61,020
v) Employee Benefits Expenses	S	7,99,358	6,64,000
vi) Depreciation, amortization and impairment	F	17,167	17,167
vii) Other expenses	T	11,20,580	9,48,980
IV Total Expenses		1,81,42,640	83,02,507
V Profit/(Loss) Before Exceptional Items and Tax (III-IV)		(1,54,26,930)	(52,81,642)
VI Exceptional Items			
VII Profit/(loss) Before Tax (V-VI)		(1,54,26,930)	(52,81,642)
VII Tax Expense			
1) Current Tax (Including short/excess provision of Earlier years)		64,998	-
2) Deferred Tax		-	-
IX Profit /(loss) for the year (VII-VIII)		(1,53,61,932)	(52,81,642)
X Other Comprehensive Income (OCI)			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax impact there on		-	-
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax impact there on		-	-
X Total Other Comprehensive Income (OCI)			
XI Total Comprehensive Income for the year (IX+X)		(1,53,61,932)	(52,81,642)
XII Earnings per equity share			
1) Basic		(2.36)	(0.81)
2) Diluted		(2.36)	(0.81)

Significant Accounting Policies & other notes to accounts

As per our Report of even date attached

For PARIKH & MAJUMDAR

Chartered Accountants

F R NO. 107525W

CA DR HITEN PARIKH

Partner

M NO. 040230

UDIN - 20040230AAAAFQ9745

Place : Ahmedabad

Date : 20th July, 2020

For and on behalf of the Board

Palak D. Parekh

Company Secretary

Chirag J. Desai

Chief Financial Officer

Place : Ahmedabad

Date : 20th July, 2020

Anal R. Desai

Director

DIN : 02636329

Poonam P. Patel

Managing Director

DIN : 00248763

Notes forming part of standalone financial statements.
Statement of Changes in Equity in consolidated Financial Statements

A) EQUITY SHARE CAPITAL

Particulars	(Amount In ₹)
	For the year ended 31st March, 2020
Balance as at 1st April 2019	6,50,03,000
Changes in equity share capital during the year	-
Issued during the year	-
Balance as at 31st March 2020	6,50,03,000
For the year ended 31st March, 2019	
Balance as at 1st April 2018	6,50,03,000
Changes in equity share capital during the year -	-
Balance as at 31st March 2019	6,50,03,000

B) OTHER EQUITY

Reconciliation of Other Equity as at 31st March 2020

Particulars	Reserves and Surplus Statutory Reserves	Retained Earnings	Total
Balance at the beginning of the reporting period	59,12,073	2,37,70,173	2,96,82,246
Profit/(Loss)for the year	-	(1,53,61,932)	(1,53,61,932)
Balance at the end of the reporting period	59,12,073	84,08,241	1,43,20,314
Reconciliation of Other Equity as at 31st March 2019			
Balance at the beginning of the reporting period	59,12,073	2,90,51,815	3,49,63,888
Profit/(Loss)for the year	-	(52,81,642)	(52,81,642)
Balance at the end of the reporting period	59,12,073	2,37,70,173	2,96,82,246
Reconciliation of Other Equity as at 31st March 2018			
Balance at the beginning of the reporting period	38,51,596	2,08,09,906	2,46,61,502
Addition during the period	20,60,477		20,60,477
Transferred to Statutory Reserve		(20,60,477)	(20,60,477)
Profit for the year		1,03,02,385	1,03,02,385
Balance at the end of the reporting period	59,12,073	2,90,51,815	3,49,63,888

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

CA DR HITEN PARIKH
Partner
M NO. 040230
UDIN - 20040230AAAAFQ9745

Place : Ahmedabad
Date : 20th July, 2020

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Director
DIN : 02636329

Poonam P. Patel
Managing Director
DIN : 00248763

PRISM FINANCE LIMITED

**STANDALONE STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST
MARCH, 2020**

	Year 2019-20 Rs.	Year 2018-19 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extra-ordinary items	(1,54,26,930)	(52,81,642)
Adjustments for :-		
- Depreciation	17,167	17,167
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	17,167	17,167
	(1,54,09,763)	(52,64,475)
Adjustments for :-		
- Trade Receivables	-	-
- Other Financial & Non-Financial Assets	11,44,791	(1,09,43,676)
- Long/Short term Loans & Advances	(1,90,65,004)	29,62,984
- Trade payables & Other Liabilities	19,72,411	1,10,57,452
	(1,59,47,802)	30,76,760
CASH GENERATED FROM OPERATIONS	(3,13,57,565)	(21,87,715)
Income tax paid	64,998	-
	64,998	-
NET CASH FROM OPERATING ACTIVITIES (A)	(3,12,92,567)	(21,87,715)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of /additions in investments measured at FVTPL	(1,58,31,205)	(5,73,15,932)
Sales/reduction in Investments measured at FVTPL	5,83,20,586	2,86,45,991
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	4,24,89,381	(2,86,69,940)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term/Long Term Borrowing	(1,13,61,952)	2,93,13,073
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	(1,13,61,952)	2,93,13,073
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(1,65,138)	(15,44,582)
Cash & Cash Equivalents at the beginning of the Year	4,13,106	19,57,688
Cash & Cash Equivalents at the end of the Year	2,47,968	4,13,106

As per our Report of even date attached

For PARIKH & MAJMUDAR
Chartered Accountants
F R NO. 107525W

CA DR HITEN PARIKH
Partner
M NO. 040230
UDIN - 20040230AAAAFQ9745

Place : Ahmedabad
Date : 20th July, 2020

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Director
DIN : 02636329

Poonam P. Patel
Managing Director
DIN : 00248763

1. Company Information:

Prism Finance Limited ('the Company')(CIN: L63910GJ1994PLC021915) , incorporated in India is public limited company, headquartered in Ahmedabad. The company is Non-Banking Financial Company ('NBFC') as defined in Section 45IA of the Reserve Bank of India ('RBI') Act, 1934 engaged in the business of Finance and Investments. The Equity shares of the company are listed on Bombay Stock Exchange (BSE) (Code: 531735).

2. Summary of Significant Accounting Policies:-**2.1 Statement of Compliance and Basis of Preparation of Financial Statements: -**

These Standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) read with Rule 7 in conformity with the accounting principles generally accepted in India, and other relevant provisions of the act.

The Company's financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies

Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), prudential norms for income recognition, assets classification

and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent

applicable, collectively referred as "Previous GAAP".

These Financial Statements are the first financial statements of the company under Ind AS - the transition date being 1st April 2018. The information as to how the company has adopted Ind AS and the impact thereof on Company's financial position, financial performance and cash flows is presented in notes to financial statements.

The accounting policies have been consistently applied and financial statements are prepared on going concern basis. The company uses accrual basis except for significant uncertainties. The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at the end of each reporting period.

The financial statements are presented in Indian Rupees ('INR'). Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

These are the Company's first standalone or separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS). The Company has applied Ind AS 101, First-time Adoption of Indian Accounting Standards for transition from Previous GAAP to Ind AS. An explanation of how transition to Ind AS has affected the previously reported financial position, financial performance and cash flow of

the Company is provided in Note 13.

These standalone or separate financial statements were approved by the Company's

Board of Directors and authorised for issue on 20th July 2020.

2.2 First-time adoption of Ind AS – mandatory exceptions and optional exemptions**Overall principle:**

The Company has prepared the opening balance sheet as per Ind AS as of 1st April 2018 ("the transition date") by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain exemptions availed by the Company as mentioned below:

i) Deemed cost for property, plant and equipment and intangible assets -

The Company has elected to measure property, plant and equipment, and intangible assets at its Previous GAAP carrying amount and use that Previous GAAP carrying amount as its deemed cost at the date of transition to Ind AS

ii) Leases -

The Company has availed the exemption to assess whether an arrangement contains a lease based on facts and circumstances existing on date of transition to Ind AS.

PRISM FINANCE LIMITED

iii) Impairment on Financial Assets-

The Company has applied the impairment requirements of Ind AS 109. As permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort, in order to determine the impairment loss allowance as at transition date.

2.3 Measurement of Fair Values:

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2.4 CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone financial statements:

(i) Determination of Functional Currency

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (₹) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

(ii) Provisions and other contingent liabilities

The reliable measure of the estimates and judgements pertaining to litigations and the regulatory proceedings in the ordinary course of the Company's business are disclosed as contingent liabilities.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

(iii) Impairment of Financial Instrument

The measurement of impairment losses on loan assets and commitments, requires judgement, in estimating the amount and timing of future cash flows and recoverability of collateral values while determining the impairment losses and assessing a significant increase in credit risk.

The Company's Expected Credit Loss (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgements and estimates include:

- The Company's criteria for assessing if there has been a significant increase in credit risk
- The segmentation of financial assets when their ECL is assessed on a collective basis
- Development of ECL model, including the various formulae and the choice of inputs
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL model

It has been the Company's policy to regularly review its model in the context of actual loss experience and adjust when necessary.

2.5 Revenue Recognition:**a) Recognition of interest income on loans**

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the Statement of profit and loss.

b) Rental Income:

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.

c) Dividend and Interest Income on Investment:

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.
- Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

d) Net Gain/(Loss) on Fair Value Changes:

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Netgains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

2.6 Property, Plant & Equipment & Depreciation :-

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

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

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

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

2.7 Financial Instruments:

The Company has adopted Ind AS 109 Financial Instruments with the date of initial application as 1st April, 2018. As permitted by the transitional provisions of Ind AS 109, the company elected not to restate the comparative figures.

a) Financial Assets**i) Debt Instruments at Amortised Cost**

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Company Measures Bank balances, Tradereceivables and other financial instruments at amortised cost.

ii) Debt Instruments at FVTPL

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of debt instruments are recognised on net basis through profit or loss.

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iii) Equity Instruments at FVTPL

All equity investments other than in subsidiaries, joint ventures, associates and Unlisted entities are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

iv) De-Recognition

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

b) Financial Liabilities

i) Recognition

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on de-recognition is also recognised in Statement of profit and loss.

ii) De-Recognition

A financial liability is de-recognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in statement of profit and loss.

iii) Off-setting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.8 Finance Cost:

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Fair Value. Financial instruments include Inter-Corporate Loans from related parties measured at Fair Value through Profit and Loss Account (FVTPL). Finance costs are charged to the Statement of profit and loss. It also includes Interest charged by government authorities on late payment of Tax.

2.9 Taxation - Current and deferred tax

a) Current tax:

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

b) Deferred tax:

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. However, in absence of certainty of future Taxable Profits no Provision for deferred Tax has been created.

2.10 Provisions:

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

2.11 Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus for the year ended 31st March, 2020

2.12 Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

3. NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**1) Contingent Liability : NIL (PY – NIL)**

There are no contingent liabilities as identified by management.

2) Balances under the head of Financial & non-financial liabilities, loans & advances and financial assets including few bank balances and certain investments are subject to confirmation and reconciliation.**3) In the opinion of the management of the company, the financial & non-financial assets are approximately of the same value stated if realized in the ordinary course of business. The provision for the depreciation and for all known liabilities are adequate and not in excess of amount reasonably necessary.****4) All the investments are held by the company in its own name in demat/physical form. Regarding certain investments held in the physical form, the company is in the process to dematerialize the same.****5) Deferred Tax:**

The Company has adopted Indian Accounting Standard (IND AS- 12) "Income Taxes", issued by The Institute of Chartered Accountants of India. In absence of any virtual certainty of future taxable profit, no deferred tax asset has been recognized in the books as at 31st March, 2020

6) As there is a business loss as per the provisions of the Income Tax Act, 1961, no provision has been made for current tax.**7) Previous years figures have been regrouped and rearranged where ever necessary to make them comparable with current year figures.****8) Segment Reporting:**

The company operates in single business segment of Finance and investment. As such, there are no separate reportable segments as per the Indian Accounting Standard on "Operating segments" (IND AS-108) issued by the Institute of Chartered Accountants of India. Accordingly, the figures appearing in this financial statement relates mainly to the Finance and investment segment only.

9) Financial Risk Management:

In the course of its business, the Company is exposed to certain financial risks namely Market Risk, credit risk, interest risk & liquidity risk. The Company's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. In the case of the Company, market risk primarily impacts financial instruments measured at fair value through profit or loss.

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Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have exposure to the risk of changes in market interest rate as it has debt obligations with fixed interest rates which are measured at FVTPL.

Credit Risk:

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or a customer contract, leading to a financial loss. The Company is exposed to credit risk from its financing activities towards inter corporate deposits to related parties, where no significant impact on credit risk has been identified.

Liquidity Risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. processes and policies related to such risks are overseen by senior management. The Company manages its liquidity requirement by analyzing the maturity pattern of the Company's cash flow of financial assets and financial liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility.

10) Financial Instruments:

A) Category-wise classification of Financial Assets and Financial Liabilities

(Amount in Rs.)

Particulars	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Financial Assets			
Measured at Fair Value			
(i) Trade and Other Receivables	-	-	-
(ii) Loans	3,57,10,705	1,66,45,701	3,05,52,361
(iii) Investments	5,08,92,770	9,33,82,151	6,47,12,210
Measured at Amortised Cost			
(ii) Cash and Cash Equivalents	2,47,968	4,13,106	19,57,688
(iii) Other Financial Assets	1,08,500	1,08,500	1,08,500
Financial Liabilities			
Measured at Fair Value			
(i) Trade Payables	1,59,365	18,95,070	54,333
(ii) Borrowings	2,02,47,690	3,16,09,642	22,96,569
Measured at Amortised Cost			
(iii) Other Financial Liabilities	2,05,000	2,44,400	3,28,862

B) Maturity of Financial Assets and Liabilities

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March, 2020				
Borrowings	50,73,713		1,51,73,977	2,02,47,690
Trade Payables	1,59,365	-	-	1,59,365
Other Financial Liabilities	2,05,500	-	-	2,05,500
Total	54,38,078		1,51,73,977	2,06,12,055
As at 31st March, 2019				
Borrowings	2,82,51,935	33,57,707	-	3,16,09,642
Trade Payables	18,95,070	-	-	18,95,070
Other Financial Liabilities	2,44,400	-	-	2,44,400
Total	3,03,91,405	33,57,707	-	3,37,49,112

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As at 1st April, 2018				
Borrowings	22,96,569	-	-	22,96,569
Trade Payables	54,333	-	-	54,333
Other Financial Liabilities	2,59,862	69,000	-	3,28,862
Total	26,10,764	69,000	-	26,79,764

(Amount in Rs.)

Particulars	Upto 1 Year	1 Year - 3 Years	More Than 3 Years	Total
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As at 31st March, 2020				
Loans	7,19,954	-	3,49,90,751	3,57,10,705
Trade Receivables	-	-	-	-
Other Financial Assets	-	-	1,08,500	1,08,500
Total	7,19,954	-	3,50,99,251	3,58,19,205

As at 31st March, 2019				
Loans	26,85,414	6,66,624	1,31,93,663	1,66,45,701
Trade Receivables	-	-	-	-
Other Financial Assets	-	-	1,08,500	1,08,500
Total	26,85,414	6,66,624	1,33,02,163	1,67,54,201

As at 31st March, 2018				
Loans	1,45,58,717	24,86,495	1,35,07,149	3,05,52,361
Trade Receivables	-	-	-	-
Other Financial Assets	-	-	1,08,500	1,08,500
Total	1,45,58,717	24,86,495	1,36,15,649	3,06,60,861

11) Related Party Transactions:

In view of Indian Accounting Standard (IND AS-24) "Related Party Disclosures" 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, 2020 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. Name of Related Parties

1. Associates of the Company / LLP

- | | |
|-----------------------------|--|
| a) Som Shiva (Impex) Ltd | b) Granula Masterbatches India Private Limited |
| c) Opel Securities Pvt Ltd | d) Prominent Plastics Pvt Ltd |
| e) Caliber Plastech Pvt Ltd | f) Arris estate Pvt Ltd |
| g) Stark Properties LLP | h) Volantis Properties LLP |

2. Key Management Personnel/Relatives/Individuals

- | | |
|--------------------------------|--------------------------|
| a) Shri Kashyap Rajendra Mehta | Director |
| b) Smt. Anal Desai | Director |
| c) Shri Udayan D. Velvan | Director |
| d) Smt. Poonam Patel | Director |
| e) Shri Chirag J Desai | Chief Financial Officer |
| f) Ms. Palak D. Parekh | Company secretary |
| g) Shri Arunprasad P Patel | Relative of Director/KMP |
| h) Smt. Leena A. Patel | Relative of Director/KMP |
| i) Shri Pranay Patel | Relative of Director/KMP |

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j) Shri Abhishek Patel	Relative of Director/KMP
k) Smt. Amishaben Patel	Relative of Director/KMP
l) Akshar Motors	Entity in which director/KMP is interested
m) Smt. Pooja Patel	Relative of Director/KMP
n) Smt. Deval Rahul Patel	Relative of Director/KMP
o) Poonam Patel Enterprise	Entity in which director/KMP is interested
p) Pooja Patel Enterprise	Entity in which director/KMP is interested
q) Arunprasad P. Patel HUF	Entity in which director/KMP is interested
r) Zee Investment	Entity in which director/KMP is interested

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

Sr. No.	Transactions	Associates of the Company	Key Management Personals & their Relatives
1.	Loan Granted	59,23,799 Nil	1,66,46,004 (5,77,828)
2.	Loan recovered	26,85,415 (1,03,97,802)	8,19,384 (40,86,686)
3.	Loan Received	1,64,95,357 (3,12,15,016)	Nil Nil
	Loan repaid	2,78,57,309 (19,01,943)	Nil Nil
4.	Expenses:		
	i) Professional Charges	Nil Nil	1,55,700 (1,51,000)
	ii) Salary and wages	Nil Nil	6,89,900 (6,39,000)
Sr. No.	Transactions	Associates of the Company	Key Management Personals & their Relatives
Amount Outstanding as on 31-03-2020			
1.	Outstanding Loans granted	96,40,236 (36,79,091)	2,60,70,469 1,29,66,610
2.	Outstanding Loans Received	2,02,47,690 (3,16,09,642)	Nil Nil
3.	Expense payable	Nil Nil	45,000 (37,000)
4.	Trade Payable	Nil (Nil)	86,200 (7,450)

Signatures to Notes A to T & 1 to 3

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

CA DR HITEN PARIKH
Partner
 M NO. 040230
 UDIN - 20040230AAAAFQ9745

Place : Ahmedabad
 Date : 20th July, 2020

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Chirag J. Desai
 Chief Financial Officer

Place : Ahmedabad
 Date : 20th July, 2020

Anal R. Desai
 Director
 DIN : 02636329

Kashyap R. Mehta
 Director
 DIN : 00005063

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Notes forming part of Stanalone Financial Statements

Particulars	As At	As At	As At
	31 st March, 2020	31 st March, 2019	31 st March, 2018
	₹	₹	₹
NOTE : A - Cash and cash equivalents			
Balances In Current account with Scheduled Banks	2,47,155	4,12,293	19,56,875
Cash on hand	813	813	813
Total	2,47,968	4,13,106	19,57,688

NOTE : B - Trade Receivables

Unsecured	19,84,753	19,84,753	19,84,753
Less: Credit Impaired	(19,84,753)	(19,84,753)	(19,84,753)
TOTAL	-	-	-

NOTE : C - Loans

Loans Measured at FVTPL

Others - Unsecured

a) Intercompany loans given to

Related party

Others

b) Others Loans

Total

	93,00,421	33,76,622	1,27,00,321
	-	26,85,415	37,59,518
	2,64,10,284	1,05,83,664	1,40,92,522
Total	3,57,10,705	1,66,45,701	3,05,52,361

NOTE: D - Investments

PARTICULARS	AS AT 31/03/20		AS AT 31/03/19		AS AT 31/03/18	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
(A) UNQUOTED (At Amortized Cost):						
Trade:						
In Fully paid Equity Shares of Rs. 10/- each						
1 BVM Finance Limited	10,00,000	1,00,00,000	10,00,000	1,00,00,000	10,00,000	1,00,00,000
In Fully paid Equity Shares of Rs. 25/- each						
2 Textiles Traders Co-op. Bank Limited	2,500	62,510	2,500	62,510	2,500	62,510
In Fully paid Equity Shares of Rs. 100/- each						
3 Shree Sainath Park Association	1	100	1	100	1	100
TOTAL (A)		1,00,62,610		1,00,62,610		1,00,62,610

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PARTICULARS	AS AT 31/03/20		AS AT 31/03/19		AS AT 31/03/18	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
(B) QUOTED :						
(i) In Fully paid Equity Shares						
(Measured at FVTPL):						
1 AIA ENGINEERING LTD			856	15,32,154	-	
2 AUROBINDO PHARMA LTD			1,306	10,26,516	-	
3 ALOK INDUSTRIES LTD.			-	-	2,22,400	6,64,976
4 ASHOK LEYLAND LTD.			15,395	14,05,564	16,951	16,57,808
5 BANDHAN BNK	1,950	3,97,118				
6 BLISS GVS PHARMA		-			16,500	31,92,750
7 BODAL CHEMICAL LTD.	2,430	1,03,032	2,430	3,08,003	1,620	1,96,992
8 CALS REFINERY	3,00,000	1,87,170	3,00,000	1,87,173	3,00,000	1,86,000
9 Chambal Fertilisers & Chemi. Ltd.			10,592	17,63,568	5,551	9,02,593
10 Coromandel International Ltd.			2,651	13,23,644	-	
11 Deccan Goldmine Ltd.	32,000	3,71,200	32,000	8,67,200	-	
12 DEN NETWORK			-		10,039	10,12,433
13 ESCORTS LTD			1,018	8,11,193	-	
14 Future Consumer Enterprise Ltd.			-		35,000	14,59,500
15 GODREJ PROPERTIES LTD.	10,270	61,90,243	10,270	83,63,375	10,270	65,43,531
16 GUJARAT NRE	49,500	6,25,160	49,500	6,28,279	49,500	6,28,155
17 GUJARAT NRE COKE CLASS B	2,450	-	2,450	-	2,450	-
18 GTPL HATHWAY LTD.			-		6,821	9,64,830
19 GREAVES COTTON LTD			6,236	8,70,857		
20 H.P.C.L	1,719	3,26,868	1,719	4,87,337	1,719	5,91,594
21 HDFC Life Insurance Company Ltd.	10,000	44,13,500	50,000	1,89,25,000	-	
22 HINDUSTAN VIDYUT	1,300	6,79,380	1,300	8,59,430	1,300	5,52,500
23 Hathway Cable & Data Corp Ltd.				-	28,338	9,74,827
24 INFIBEAM	65,000	22,10,000	90,000	38,65,500	-	
25 INDIAN ENERGY EXCHANGE			9,040	14,86,176	904	4,50,011
26 JAIN IRRIGATION SYSTEMS LTD.			-		14,811	15,78,112
27 JAY CORP LTD	900	45,495	900	1,03,905		
28 JINDAL ONLINE	58,350	1,05,001	58,350	-	58,350	1,05,030
29 JSW ENERGY			21,830	15,84,858	21,211	15,44,161
30 JET AIRWAYS INDIA LTD			-		2,264	13,79,908
31 KAASHYAP TECHNOLOGIES	1,16,666	5,14,077	1,16,666	1,04,999	1,16,666	5,14,497
32 KAY PULP & PAPER LTD	5,000	15,500	5,000		5,000	15,500
33 KEDIA INFOTECH	2,11,209	2,78,036	2,11,209	2,78,032	2,11,209	2,78,796
34 KAVERI SEEDS CO. LTD.,			3,567	16,37,788	3,556	17,24,127
35 KEI INDUSTRIES LTD			3,205	13,64,048		
36 KSB PUMPS LTD			1,931	13,28,142	-	
37 LORDSCHLORO ALKALI LTD.	15	270	15		15	758
38 MOTHERSON SUMI SYSTEMS	3,022	1,84,493	3,022	4,51,034	2,015	6,28,176
39 MAHINDRA AND MAHINDRA LTD.			-		2,378	10,98,160
40 National Buiding Construction Corpo.	5,940	97,119	5,940	3,93,822	5,940	11,30,679
41 NAGARJUNA CONSTRUCTION			13,791	15,52,867		
42 Octgon Tech Ltd.	1,000	39,064	1,000	39,064	1,000	39,060
43 OPTO CIRCUIT INDIA LTD.	50,000	84,500	50,000	4,16,000	50,000	3,97,500
44 PARAMOUNT COMMU			-		30,000	3,94,200
45 PENTAMEDIA GRAPHICS	40,000	10,000	40,000	19,200	40,000	2,66,800
46 PENTASOFT TECHNOLOGIES	1,99,999	6,30,577	1,99,999	8,97,188	1,99,999	6,29,997
47 POLSON LTD.			-		7	1,05,299
48 POLYLINK POLYMER LTD	100	730	100	1,565	100	523
49 POWER MECH PROJECT LTD			1,633	15,02,523	-	
50 PRITHIVI EXCHANGE IND LTD.	150	3,300	100	1,565	150	7,973
51 RADHE DEVELOPERS	62,944	6,56,506	62,944	7,61,622	54,944	8,02,182
52 RADICO KHAITAN LTD.			4,224	16,69,536	4,011	13,28,042
53 RCI INDIA	5,000	23,350	5,000	4,95,000	-	
54 RAMAKRISHNA FORGING LTD			1,869	9,77,394	-	
55 RELIENCE NIPPON (RNM)	11,598	28,87,982	14,196	29,81,870	-	

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PARTICULARS	AS AT 31/03/20		AS AT 31/03/19		AS AT 31/03/18	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
56 SATELITE ENGINEERING LTD	24,300	2,09,223	48,600	2,09,296	24,300	2,09,223
57 SILVERLINE ANIMATION	1,000		1,000	2,02,500	1,000	
58 SILVERLINE TECHNOLOGIES	2,500	4,05,000	2,500	2,02,500	2,500	4,05,000
59 SUMERU INDUSTRIES	5,552	17,131	5,552	17,131	5,552	17,156
60 SRF LTD.			638	15,33,816	1,288	25,21,646
61 SYNERGI INTERNATIONAL LTD			2,970	17,46,212	2,946	3,70,018
62 TELEDATA MARINE	2,500	83,745	2,500	83,745	2,500	83,750
63 TELEDATA TECHNOLOGY	2,500	83,745	2,500	83,745	2,500	83,750
64 The Orissa Mineral Development				-	500	7,81,890
65 THOMAS COOK			15,700	39,67,390	-	
66 TATA CHEMICALS LTD			1,021	5,99,838	-	
67 TATA POWER CO LTD			17,198	12,69,212	-	
68 UP HOTELS	598	1,02,617	598	1,02,616	598	1,02,617
69 UNITED SPIRITS LTD			-		438	13,69,079
70 UNITECH LIMITED	3,25,000	3,77,000	3,25,000	4,51,750	-	
71 VARUN GLOBAL LIMITED	5,44,860	28,78,495	5,44,860	28,78,486	5,44,860	28,76,861
72 Varun Resources Ltd. (Demerged)	1,36,215	7,19,624	1,36,215	7,19,622	1,36,215	7,19,215
73 VATECH WABAGH LTD			4,344	14,40,688	-	
74 WINDSOR MACHINERY	18,600	1,73,910	18,600	13,05,720	18,600	8,64,714
TOTAL (i)		2,61,30,160		8,00,87,254		4,43,52,897

(ii) In Fully paid Mutual Funds

(At Fair Value through FVTPL)

1	HDFC Liquid Fund Direct Plan (3227.51 units)		32,32,287		
2	Kotak Liquid Plan 'A' Daily Divi.		-		1,02,96,703
3	HDFC LIFE FUND GROWTH	1,47,00,000			
	TOTAL (ii)	1,47,00,000	32,32,287		1,02,96,703
	TOTAL [(i) + (ii)]	4,08,30,160	8,33,19,541		5,46,49,600
	Less: Provision for diminuation in value of Investments	-	-		
	TOTAL B i.e. [(i) + (ii)]	4,08,30,160	8,33,19,541		5,46,49,600
	TOTAL (A+B)	5,08,92,770	9,33,82,151		6,47,12,210

Particulars	As At 31 st March, 2020	As At 31 st March, 2019	As At 31 st March, 2018
	₹	₹	₹
NOTE : E			
Other Financial assets			
Unsecured, considered good			
Deposits	1,08,500	1,08,500	1,08,500
Total	1,08,500	1,08,500	1,08,500

PRISM FINANCE LIMITED

Note F: - Property, Plant & Equipment For the FY 2019-20

	GROSS BLOCK (At Cost)				DEPRECIATION			NET BLOCK		
Particulars	As on 01/04/19	Addition during the year	Deduction during the year	As on 31/03/20	Upto 31/03/19	For the year	Deduction during the year	Upto 31/03/20	As on 31/03/20	As on 31/03/19
Tangible Assets:										
Building	1,112,264	-	-	1,112,264	3,40,676	17,167	-	3,57,843	7,54,421	7,71,588
Furniture & Fixture	2,47,037	-	-	2,47,037	2,34,685	-	-	2,34,685	12,352	12,352
Data Processing Equipments	8,86,269	-	-	8,86,269	8,41,956	-	-	8,41,956	44,313	44,313
Office Equipments	2,09,337	-	-	2,09,337	1,98,870	-	-	1,98,870	10,467	10,467
Vehicle	27,355	-	-	27,355	25,986	-	-	25,986	1,369	1,369
TOTAL	24,82,262	-	-	24,82,262	16,42,173	17,167	-	16,59,340	8,22,922	8,40,089
Previous Year	24,82,262	-	-	24,82,262	16,07,839	17,167	-	16,25,006	8,57,256	8,74,423

For FY 2018-19

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

Particulars	As At 31 st March, 2020	As At 31 st March, 2019	As At 31 st March, 2018
	₹	₹	₹
NOTE: G			
Other Non-Financial Assets			
Other Advances	81,02,710	1,30,84,252	1,01,856
Prepaid	85,93,968	48,52,901	65,56,113
Balance with government authorities	1,50,000	54,316	3,89,824
Total	1,68,46,678	1,79,91,469	70,47,793

NOTE : H

TRADE PAYABLES

Total outstanding dues of micro and small enterprises
Total outstanding dues of creditors other than micro enterprises and small enterprises.”.

Total	1,59,365	18,95,070	54,333
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	Amount (in ₹)	Amount (in ₹)
Note No. :H(a) Trade Payables - Total outstanding dues of Micro & Small Enterprises		
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal	-	-
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remain unpaid as at year end	-	-
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises	-	-

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

Particulars	As At 31 st March, 2020 ₹	As At 31 st March, 2019 ₹	As At 31 st March, 2018 ₹
NOTE : I			
BORROWINGS			
(Measured at FVTPL)			
Intercompany loans from Related Parties	2,02,47,690	3,16,09,642	22,96,569
Total	2,02,47,690	3,16,09,642	22,96,569
NOTE : J			
Other Financial Liabilities			
Expenses payable	2,05,000	1,75,400	2,59,862
Security deposits	-	69,000	69,000
Total	2,05,000	2,44,400	3,28,862
NOTE : K			
Current tax liabilities (net)			
Provision of tax (net of advance tax & TDS)	-	-	25,41,918
Total	-	-	25,41,918
NOTE : L			
Other Non-Financial Liabilities			
others	46,79,174	9,30,153	
Statutory liabilities	15,000	16,505	47,239
Total	46,94,174	9,46,658	47,239

PRISM FINANCE LIMITED

Note: M

Equity Share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number	Rupees	Number	Rupees
Authorise:	70,00,000	7,00,00,000	70,00,000	7,00,00,000
Equity Shares of Rs.10/- each				
Issued:				
Equity Shares of Rs.10/- each	65,00,300	6,50,03,000	65,00,300	6,50,03,000
Subscribed & Fully Paid up:				
Equity Shares of Rs.10/- each	65,00,300	6,50,03,000	65,00,300	6,50,03,000
Total		6,50,03,000		6,50,03,000

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

Particulars	Equity Shares	
	Number	Rupees
Shares Outstanding at the Beginning of the Year 2019	65,00,300	65,00,300
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year 2020	65,00,300	65,00,300
Shares Outstanding at the Beginning of the Year 2018	65,00,300	65,00,300
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year 2019	65,00,300	65,00,300

Rights, Preferences and Restrictions attached to equity shares

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

Details of shareholding more than 5% shares in the Company

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

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Som Shiva Impex Ltd.	19,57,500	30.11%	19,57,500	30.11%
TOTAL	19,57,500	30.11%	19,57,500	30.11%

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)	
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

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Particulars	As At 31 st March, 2020 ₹	As At 31 st March, 2019 ₹	As At 31 st March, 2018 ₹
Note: N			
Other Equity			
Statutory Reserve:			
Balance as per last balance sheet	59,12,073	59,12,073	38,51,596
Additions during the year		-	20,60,477
Closing balance	59,12,073	59,12,073	59,12,073
Balance in Profit & Loss Statement :			
Balance as per last balance sheet	2,37,70,173	2,90,51,815	2,08,09,906
Add: Net profit/(loss) for the current year	(1,53,61,932)	(52,81,642)	1,03,02,385
Less: Amount transferred to Statutory Reserve for current year		-	20,60,477
Closing balance	84,08,241	2,37,70,173	2,90,51,815
Total	1,43,20,314	2,96,82,246	3,49,63,888

Particulars	For the Year ended On March 31, 2020 Rupees	For the Year ended On March 31, 2019 Rupees
NOTE : O		
Interest Income		
On financial instruments measured at Fair Value		
Interest on Loans	19,15,296	19,99,027
Total	19,15,296	19,99,027

NOTE : P		
FINANCE COST		
Interest on income tax/TDS	300	2,81,630
Interest Expense	19,56,402	17,03,210
TOTAL	19,56,702	19,84,840

NOTE : Q		
Fees and commission expense		
Listing fees and others	3,22,500	2,50,000
Portfolio management fees	6,97,458	7,72,900
Filing fees	22,100	3,600
TOTAL	10,42,058	10,26,500

NOTE : R		
Net gain/(Loss) on fair value changes		
A) Net gain / (loss) on financial instruments at FVTPL		
i) On trading portfolio		
- Investments	(1,32,06,776)	(36,61,020)
B) Others - Mutual fund units		
C) Total Net gain / (loss) on financial instruments at FVTPL	(1,32,06,776)	(36,61,020)
Fair value changes :		
- Realised	(71,42,906)	(86,03,623)
- Unrealised	(60,63,870)	49,42,603
Profit on Sale of Shares / Mutual Funds (net)		
D) Total Net gain / (loss) on financial instruments at FVTPL (D = C)	(1,32,06,776)	(36,61,020)

PRISM FINANCE LIMITED

Particulars	For the Year ended On March 31, 2020 Rupees	For the Year ended On March 31, 2019 Rupees
NOTE : S		
Employee Benefits Expenses		
Salaries and wages	7,99,358	6,64,000
Total	7,99,358	6,64,000
NOTE : T		
Other expenses		
Advertisement expenses	8,400	7,200
Demat charges	17,535	1,890
Depository charges	20,000	35,000
GST Expenses	32,698	4,02,017
Insurance expenses	-	3,000
Legal & professional expenses	2,45,092	2,56,186
Sundry Balances Written off	15,426	0
General Miscellaneous expenses	6,31,429	1,38,687
Total (A)	9,70,580	8,43,980
(B) Payments to the auditors comprises		
As auditors - Statutory audit	1,50,000	1,05,000
- Tax Audit	-	-
- Taxation Matters	-	-
- Management Services	-	-
- Company Law Matters	-	-
- Certification fees & Other Legal Services	-	-
- Reimbursement of Expenses	-	-
Total (B)	1,50,000	1,05,000
Total (A+B)	11,20,580	9,48,980

As per our Report of even date attached

For PARIKH & MAJMUDAR
Chartered Accountants
F R NO. 107525W

CA DR HITEN PARIKH
Partner
M NO. 040230
UDIN - 20040230AAAAFQ9745

Place : Ahmedabad
Date : 20th July, 2020

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 20th July, 2020

Anal R. Desai
Director
DIN : 02636329

Poonam P. Patel
Managing Director
DIN : 00248763

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First Time Adoption of Ind AS

i) Comparative Balance Sheet as at 31st March, 2019 and 1st April, 2018

Comparative Balance Sheet as at 31st March, 2019 and 1st April, 2018								
SN	Particulars	Note No.	As at 31st March, 2019			As at 1st April, 2018		
			As per IGAAP*	Adjustments on transition to Ind AS	As per Ind AS	As per IGAAP*	Adjustments on transition to Ind AS	As per Ind AS
I ASSETS								
1) Financial Assets								
a)	Cash and cash equivalents		4,13,106	-	4,13,106	19,57,688	-	19,57,688
	Bank Balance other than (a) above		-	-	-	-	-	-
b)	Trade Receivables	E	19,84,753	(19,84,753)	-	19,84,753	(19,84,753)	-
c)	Loans	D	2,12,02,786	(45,57,085)	1,66,45,701	3,71,08,473	(65,56,112)	3,05,52,361
d)	Investments	C	9,13,45,147	20,37,004	9,33,82,151	6,76,17,809	(29,05,599)	6,47,12,210
e)	Other Financial assets		1,08,500	-	1,08,500	1,08,500	-	1,08,500
2) Non-Financial Assets								
a)	Property Plant & Equipment	A	8,40,089	-	8,40,089	8,57,256	-	8,57,256
b)	Other Non-Financial Assets	D	1,31,38,568	48,52,901	1,79,91,469	4,91,680	65,56,113	70,47,793
TOTAL			12,90,32,949	3,48,067	12,93,81,016	11,01,26,159	(48,90,351)	10,52,35,809
II LIABILITIES AND EQUITY:								
LIABILITIES								
1) Financial Liabilities								
a)	Trade payables							
	- total outstanding dues of micro enterprises and small enterprises							
	- total outstanding dues of creditors other than micro enterprises and small enterprises	E	38,57,570	(19,62,500)	18,95,070	20,16,833	(19,62,500)	54,333
b)	Borrowings	D	3,25,39,796	(9,30,154)	3,16,09,642	22,96,569	-	22,96,569
c)	Other Financial Liabilities	D & B	3,33,794	(89,394)	2,44,400	3,28,862	-	3,28,862
2) Non-Financial Liabilities								
a)	Current tax liabilities (net)		-	-	-	25,41,918	-	25,41,918
b)	Other non-financial liabilities	D	16,505	9,30,153	9,46,658	47,239	-	47,239
EQUITY								
a)	Equity Share capital		6,50,03,000	-	6,50,03,000	6,50,03,000	-	6,50,03,000
b)	Other Equity	F	2,72,82,284	23,99,962	2,96,82,246	3,78,91,738	(29,27,850)	3,49,63,888
TOTAL			12,90,32,949	3,48,067	12,93,81,016	11,01,26,159	(48,90,350)	10,52,35,809

PRISM FINANCE LIMITED

Notes to first time adoption of IND AS

a Property Plant and Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment as at 1st April 2018 measured at Closing Rate as per Ind AS concept and use that value as the deemed cost of the property, plant and equipment.

b Re-Classification & Prior Period Errors

Assets / liabilities which do not meet the definition of financial asset / financial liability have been reclassified to other asset / liability. Prior Period errors are adjusted in the statement of profit and Loss of that period.

C Investments

All Investments except unquoted Investments have been recorded at fair value through Profit and Loss account. Difference arising on IND AS Transition date (i.e. 31st March, 2018) is Transferred to Other Equity

D Loans & Borrowings

All Financial Instruments including all Loans are recorded as per "Split Accounting Method" as given in IND AS 109 Financial Instruments on Transition Date (i.e. 31st March, 2018).

(Refer Note "Financial Instruments" of Notes Forming Part of Standalone Financial Statements)

E Impairment of Financial Instruments

Under previous GAAP, loan losses and provisions were computed basis RBI guidelines and Management estimations. Under Ind AS, the same is required to be computed as per the impairment principles laid out in Ind AS 109 – 'Financial Instruments' which prescribes the expected credit loss model for the same. The difference arising due to this are adjusted in Retained Earnings on the date of Transition and subsequently in statement of profit and Loss.

F Other Equity

Adjustment to retained earnings have been made in accordance with INDAS for the above mentioned line items

Notes forming part of Stanalone Financial Statements**ii) Comparative Standalone Statement of Profit & Loss for the year ended 31st March, 2019**

SN	Particulars	Note No.	Year ended 31st March, 2019		
			As per IGAAP*	Adjustments on transition to Ind AS	As per Ind AS
	Revenue from operations				
i)	Interest Income	D	-	(19,99,027)	19,99,027
ii)	Dividend income		5,48,270	-	5,48,270
iii)	Rental Income		4,73,568	-	4,73,568
iv)	Net gain/(Loss) on fair value changes			-	-
I	Total Revenue from operations				
II	Other income		-	-	-
III	Total Income		10,21,838	-	30,20,865
IV	Expenses :				
i)	Finance cost	D	2,81,630	(17,03,210)	19,84,840
ii)	Fees and commission expense		10,26,500	-	10,26,500
iii)	Net loss on fair value changes	C	86,03,623	49,42,603	36,61,020
iv)	Purchase of stock-in-Trade		-	-	-
v)	Employee Benefits Expenses		6,64,000	-	6,64,000
vi)	Depreciation, amortization and impairment		17,167	-	17,167
vii)	Other expenses	B	10,38,373	89,393	9,48,980
IV	Total Expenses		1,16,31,293		83,02,507
V	Profit/(Loss) Before Exceptional Items and Tax (III-IV)	E	(1,06,09,455)	(53,27,813)	(52,81,642)
VI	Exceptional Items				
VII	Profit/(Loss) Before Extraordinary Items And Tax (V-VI)		(1,06,09,455)	-	(52,81,642)
VIII	Extraordinary Items				
VII	Profit/(loss) Before Tax (V-VI)		(1,06,09,455)	-	(52,81,642)
VII	Tax Expense				
1)	Current Tax		-	-	-
2)	Deferred Tax		-	-	-
IX	Profit /(loss) for the year (VII-VIII)		(1,06,09,455)		(52,81,642)
X	Other Comprehensive Income (OCI)		-	-	-
A	(i) Items that will not be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
B	(i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
X	Total Other Comprehensive Income (OCI)		-	-	-
XI	Total Comprehensive Income for the year (IX+X)		(1,06,09,455)	-	(52,81,642)
XII	Earnings per equity share				
1)	Basic		(1.63)		(0.81)
2)	Diluted		(1.63)		(0.81)

PRISM FINANCE LIMITED

iii) Reconciliations between Ind-AS and Previous GAAP for equity and profit or loss are given below.

A) Profit

Particulars	Note No	For the Year ended On March 31, 2019
Profit as reported under Previous GAAP		(1,06,09,455)
Adjustments :		
a) Application of FVTPL Method for Recognition of Investments	C	49,42,603
b) Rectification of Prior Period Error	B	89,393
c) Recognition of Debt Instruments at FVTPL	D	2,95,817
Total Comprehensive Income as per Ind AS		(52,81,642)

B) Other Equity reconciliation

Particulars	Note No	As at March 31, 2019	As At April 1, 2018
Other Equity as reported under Previous GAAP		9,22,85,284	10,28,94,739
Adjustments :			
a) Impact of Expected Credit Loss method for Financial Instruments	E	(22,253)	(22,253)
b) Application of FVTPL Method for Recognition of Investments	C	20,37,004	(29,05,599)
c) Rectification of Prior Period Error	B	89,393	
d) Recognition of Debt Instruments at FVTPL	D	2,95,817	
Equity as per IND AS		9,46,85,245	9,99,66,887

iv) There has been no material change in Statement of CashFlow of previous Year

E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

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

UNIT – PRISM FINANCE LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No.:	
E-mail ID:	
Name of the First / Sole Shareholder:	
Signature:	

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.

Enclosures: Self attested copy of PAN and Address proof.

PRISM FINANCE LIMITED

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