
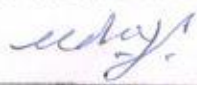





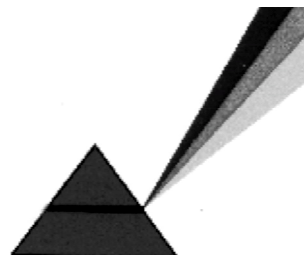
FORM A
(Pursuant to Clause 31(a) of Listing Agreement)

(Format of covering letter of the annual audit report to be filed with the Stock Exchange/s)

1	Name of the company	Prism Finance Limited
2	Annual financial statements for the year	31 st March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	N.A.
5	To be signed by-	
	Kashyap R. Mehta Director	For, PRISM FINANCE LTD. 
	Udayan D. Velvan Director	For, PRISM FINANCE LTD. Director 
	Chirag J. Desai CFO	For, Prism Finance Ltd.  Authorised Signatory
	Anal R. Desai Audit Committee Chairman	
	Auditor of the Company	M/s. Shah & Shah Associates Chartered Accountants. 

Date: 30th May, 2015

PRISM FINANCE LIMITED
[CIN : L63910GJ1994PLC021915]



21ST
ANNUAL REPORT 2014-15

PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
21ST ANNUAL REPORT 2014-15

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

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NOTICE

NOTICE is hereby given that the **21ST ANNUAL GENERAL MEETING** of the members of **PRISM FINANCE LIMITED** will be held as scheduled below:

Date : 29th September, 2015
Day : Tuesday
Time : 11.00 a. m.
Place : Registered Office of the Company at:
301, Iscon Mall, Above Star Bazar, Satellite Road,
Ahmedabad – 380 015.

to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Shah & Shah & Associates., Chartered Accountants (Firm Registration No. 113742W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this 21st Annual General Meeting (AGM) till the conclusion of the 23rd AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as shall be fixed by the Board of Directors of the Company.”

Registered Office:
301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 29th July, 2015

By Order of the Board,

Kashyap R. Mehta
Director

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

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

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorization document authorizing their representative to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books will remain closed from **4th September, 2015 to 29th September, 2015** (both days inclusive) for the purpose of Annual General Meeting (AGM).
4. Members / Proxies are requested to bring duly filled attendance form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
5. As there is no business of appointment of Director at the ensuing AGM, no brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding

PRISM FINANCE LIMITED

and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is applicable.

6. 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).
7. 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.
8. 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.
9. 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.
10. 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.
11. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2014-15 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website, www.prismfinance.in and that of Central Depository Services (India) Limited ("CDSL"), www.cdslindia.com, www.evotingindia.com
12. All documents referred to in the Notice shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.

13. VOTING THROUGH ELECTRONIC MEANS

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Clause 35B of the Listing Agreement and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
- (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue.
- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences at **9.00 a.m. on 26th September, 2015 and ends at 5:00 p.m. on 28th September, 2015**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 22nd September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

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

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

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

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence No. printed on Address Slip / email to the members pertaining to the Notice of this AGM.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

#Please enter the DOB or Dividend Bank Details in order to login.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Now, select the Electronic Voting Sequence Number ("EVSN") of "PRISM FINANCE LIMITED" from the drop down menu and click on "SUBMIT".
- (xii) On the voting page, you will see 'Resolution Description' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- (xvii) Note for Non – Individual Members and Custodians:

PRISM FINANCE LIMITED

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

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

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

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

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

- (f) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (g) **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the AGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.prismfinance.in and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the 21ST ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2014 15 ended 31st March, 2015.

1. FINANCIAL RESULTS:

Particulars	(Rs.in Lacs)	
	2014-15	2013-14
Profit / (Loss) before Depreciation	(15.71)	31.94
Less: Depreciation	6.69	6.67
Profit/ (Loss) before Taxation	(22.40)	25.27
Add/ (Less): Excess (Provision for Taxation) of earlier years	0.56	(4.92)
Profit/ (Loss) after Tax	(21.85)	20.35
Balance brought forward from previous year	203.74	183.39
Balance carried to Balance Sheet	181.89	203.74

There are no material charges and commitment affecting the financial position of the Company which have occurred between 1st April, 2015 and date of this report.

2. DIVIDEND:

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

3. OPERATIONS:

The Company incurred Loss before Depreciation of Rs. 15.71 lacs during the year under review compared to Profit of Rs.31.94 lacs during 2013-14. After providing for Depreciation and for Tax expense, the Net Loss during the year under review was Rs. 21.85 lacs compared to Net Profit of Rs. 20.35 lacs during 2013-14.

4. DIRECTORS:

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

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

4.2. The Board of Directors duly met 9 times during the financial year under review.

4.3. The Board has made necessary evaluation of its own performance and that of its commitments and of individual Directors.

4.4. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2015 being end of the Financial Year 2014-15 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;

PRISM FINANCE LIMITED

- iv. that the Directors had prepared the annual accounts on a going concern basis.
- v. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5. MANAGERIAL REMUNERATION:

5.1 REMUNERATION OF DIRECTORS:

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

5.2 MARKET CAPITALISATION:

Sr. No.	Particulars	As on 27-10-2014*	As on 31-03-2015
1.	No. of Shares	6500300	6500300
2.	Market price	15.36	19.90
3.	Market Capitalisation (` In lacs)	998.45	1293.56
4.	EPS	-	-
5.	P/E Ratio	-	-

* As the suspension in trading of Equity Shares of the Company was revoked on 16th October, 2014. The Market Price has been calculated on the basis of very first trading on 27th October, 2014 after the revocation of suspension in trading of Equity Shares.

6. KEY MANAGERIAL PERSONNEL (KMP) AND PERSONNEL:

There are no material payments to KMP/ Employees. As no material payments have been made the amount is not comparable with the performance of the Company. There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

COMPARISON BETWEEN REMUNERATION OF KMP & PERFORMANCE OF THE COMPANY:

As per the Remuneration Policy and based on the Recommendation of Nomination & Remuneration Committee the Relationship of remuneration to KMP & performance of Company is clear and meets appropriate performance benchmarks.

7. DISINVESTMENT IN SUBSIDIARY CO. M/S. OPEL SECURITIES PRIVATE LIMITED:

The Board of Directors in their meeting held on 20th March, 2015 decided to dispose off the investment in 11,50,000 Equity Shares of Rs. 10/- each of M/s. Opel Securities Private Limited which was subsidiary Company . As the Company sold the stake in M/s. Opel Securities Private Limited, the Company now does not have any subsidiary Company.

8. 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.

9. CORPORATE GOVERNANCE AND MDA:

As per Clause 49 of the Listing Agreement and the Companies Act, 2013, Report on Corporate Governance and Management Discussion and Analysis (MDA) form part of this Annual Report. A certificate regarding compliance with the conditions of Corporate Governance as stipulated in clause 49 of the listing agreement is also appended to the Annual Report as **Annexure - A**.

10. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Pinakin Shah & Co., Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – B**. As regards the observation of the Auditors, the Company is in the process of identifying and appointing Managing Director and Company has requested BSE Limited for the inadvertent delay in submitting Financial Results.

11. EXTRACT OF ANNUAL RETURN:

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

12. REVOCATION OF SUSPENSION OF TRADING:

The Company approached BSE Limited with Final application on 26th July, 2014 for Revocation of Suspension in trading of Equity Shares of the Company. BSE Limited revoked the Suspension in trading of Equity Shares of the Company w.e.f. 16th October, 2014.

13. LISTING:

The Equity Shares of the Company are listed on Ahmedabad Stock Exchange & BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2015-16.

14. DEMATERIALISATION OF EQUITY SHARES:

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

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

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

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

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

17. GENERAL:

17.1. AUDITORS:

The present Auditors of the Company M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad, will retire at the ensuing 21st Annual General Meeting. The Company has obtained from them consent to the effect that their reappointment as Auditors of the Company for period of 2 years commencing from the Financial Year 2015-16 to 2016-17, if made, will be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013. The remarks of Auditor are self explanatory and have been explained in Notes on Accounts.

17.2. INSURANCE:

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

17.3. DEPOSITS:

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

17.4. RISKS MANAGEMENT POLICY:

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

PRISM FINANCE LIMITED

17.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs as on 31st March, 2015.

17.6 CODE OF CONDUCT:

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

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

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

17.8 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. ACKNOWLEDGMENT:

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2015

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

REPORT ON CORPORATE GOVERNANCE**INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

2. BOARD OF DIRECTORS:**(a) Composition and Category of Directors as on 31st March, 2015 and on the date of this report :**

Name of Directors	Category of Directorship	No. of other Director ships@	No. of Committee Member/Chairmanship in other companies	No. of Board Meetings attended during 2014-15	Attendance at the AGM held on 25 th September, 2014 (Y)/(N)
Kashyap R. Mehta	Independent Non-executive	3	Chairman- 4 Member- 1	9	Y
Anal R. Desai	Independent Non-executive	-	-	9	Y
Udayan D. Velvan	Independent Non-executive	1	-	9	Y

@ Private companies are excluded.

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

(c) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/ approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors were held on 01-05-2014, 28-05-2014, 12-07-2014, 29-07-2014, 13-08-2014, 07-10-2014 13-11-2014, 13-02-2015 and 20-03-2015.

3. AUDIT COMMITTEE:

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

Name of the Directors	Expertise	Functions of the Committee	Attendance
Ms. Anal R. Desai Chairman	All members are Non-executive. Chairman is independent Director and all are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	Majority members were present at the meeting held on: 28-05-2014, 13-08-2014, 13-11-2014 and 13-02-2015.
Mr. Kashyap R. Mehta			
Mr. Udayan D. Velvan			

The Board of Directors has laid down a policy on Vigil Mechanism for Directors and Employees to report their genuine concerns or grievances to the Company for Company's effective and smooth functioning. All the Board Members and Senior Management personnel have affirmed compliance with the policy of Vigil Mechanism.

PRISM FINANCE LIMITED

4. NOMINATION & REMUNERATION COMMITTEE:

Name of the Directors	Functions of the Committee	Attendance
Ms. Anal R. Desai Chairman	All members are Non executive & Independent. 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.	All members were present at the meeting held on 01-05-2014 and 13-02-2015.
Mr. Kashyap R. Mehta		
Mr. Udayan D. Velvan		

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.

Details of remuneration paid:

No Remuneration, Sitting Fees, Commission or Stock Option has been offered to the Directors.

5. 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

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31st March, 2015.

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

6. TRAINING OF INDEPENDENT DIRECTORS :

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

7. INDEPENDENT DIRECTORS' MEETING:

As all the Directors on the Board are Independent Directors, no separate meeting of the Independent Directors of the Company was required to be held in conformity with the provisions of the Schedule IV of the Companies Act, 2013 & the Listing Agreement.

8. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue
2011-12	26-09-2012	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015. No Special Resolution was passed.
2012-13	19-09-2013	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015. No Special Resolution was passed.
2013-14	25-09-2014	11.00 a.m.	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015. Special Resolution: 1. Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013 2. Creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013

Pursuant to the relevant provisions of the Companies Act, 1956/ 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2014-15.

9. 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 as on 31st March, 2015.
- 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 established the Vigil Mechanism, by formulating Whistle Blower Policy (WBP), for Directors and Employees of the Company to report their genuine concerns or grievances to the Company. All the Board Members and Senior Management personnel have affirmed compliance with the policy of Vigil Mechanism.
- d) Code of Conduct:
The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website. All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.
- e) Prohibition of Insider Trading:
In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.

10. MEANS OF COMMUNICATIONS:

In compliance with the requirements of the Listing Agreement, 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.

During the year ended on 31st March, 2015, no presentations were made to Institutional Investors or analyst or any other enterprise.

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.

PRISM FINANCE LIMITED

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

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

b. Opportunities and Threats:

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

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

c. Segment wise Performance:

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

d. Recent Trend and Future Outlook:

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

e. Risks and Concerns:

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

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

f. Internal Control Systems and their Adequacy:

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

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2014-15 is described in the Directors' Report under the head 'Review of Operation'.

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

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

i. Cautionary Statement:

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

12. 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, 2015 Time : 11.00 a. m. Venue : 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad – 380 015.
c)	Financial Calendar 1st Quarter Results Half-yearly Results 3rd Quarter Results Audited yearly Results	1 st / 2 nd week - August, 2015. 1 st / 2 nd week - November, 2015. 1 st / 2 nd week - February, 2016. End - May, 2016.

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d)	Book Closure Dates	From : Friday The 4th September, 2015 To : Tuesday The 29th September, 2015. (Both days inclusive).
e)	Dividend Payment Date	Not Applicable
f)	Listing of Shares on Stock Exchanges	1. Ahmedabad Stock Exchange Limited, Kamdhenu Complex, 1st Floor, Opp. Sahajanand College, Panjara Pole, Ambawadi, Ahmedabad - 380 015. 2. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.
g)	Stock Exchange Code	Stock Exchange Code ASE 45565 BSE 531735
h)	Registrar and Share Transfer Agents. : The Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company: M/s. Link Intime India Pvt. Ltd. Unit No 303, 3rd floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad 380 009. Tele. No. : (079) 2646 5179. e mail address: ahmedabad@linkintime.co.in	
i)	Share Transfer System : The transfer of shares in physical form is processed and completed by M/s. Link Intime India Pvt. Ltd. within a period of 15 days from the date of receipt thereof. In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.	

j) Stock Price Data :

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

Month	BSE		
	High (Rs.)	Low (Rs.)	Shares Traded (No.)
October, 2014	19.09	14.99	600
November, 2014	23.15	20.00	1200
December, 2014	20.90	20.90	200
January, 2015	-	-	-
February, 2015	-	-	-
March, 2015	19.90	19.90	1000

The suspension in trading of Equity Shares of the Company was revoked by BSE Limited w.e.f. 16th October, 2014.

k) Distribution of Shareholding as on 31st March, 2015:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	1204	73.59	91010	1.40
501 to 1000	303	18.52	283600	4.36
1001 to 2000	12	0.73	17700	0.27
2001 to 3000	28	1.71	67700	1.04
3001 to 4000	1	0.06	3600	0.06
4001 to 5000	18	1.10	88700	1.36
5001 to 10000	10	0.62	87800	1.35
10001 to above	60	3.67	5860190	90.16
Grand Total	1636	100.00	6500300	100.00

PRISM FINANCE LIMITED

l) Category of Shareholders as on 31st March, 2015:

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

m) Shareholding of Non- Executive Directors as on 31st March, 2015:

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

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 :

Approximately 52.42% of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE429201019.

13. CFO Certification:

The requisite certification from the Chief Financial Officer required to be given under clause 49 (IX) was placed before the Board of Directors of the Company.

14. ADDRESS FOR CORRESPONDENCE:

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

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

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

15. DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31st March, 2015.

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2015

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

CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of conditions of Corporate Governance by M/s. Prism Finance Limited, for the year ended on 31st March, 2015 and also up to the date of this report as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31st March, 2015 and also up to the date of this report and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

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

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

For KASHYAP R. MEHTA & ASSOCIATES,
Company Secretaries

Place : Ahmedabad
Date : 29th July, 2015

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

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration 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 **M/s. Prism Finance Limited** [CIN: L63910GJ1994PLC021915] ('hereinafter called the Company') having Registered Office at 301, Iscon Mall, Above Star India Bazar, Satellite Road, Ahmedabad 380015. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2015** 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, 2015 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, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (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
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (vi) 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 issued by the experts of the relevant field such as Advocate, Consultants, Chartered Accountants and the Executive Directors of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (on voluntary basis).
- (ii) The Listing Agreements entered into by the Company with ASE Limited and BSE Limited
during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The following are our observations during the Audit:

1. *The Company does not have a Managing Director pursuant to section 203, of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
2. *The Company delayed to upload Audited Financial Results for the Quarter ended on 31st March,2015 on BSE website pursuant to clause-41 of Listing Agreement.*

We further report that:

The Company is being managed with the professional Board of Directors and there is no Executive Director. There was no change in the composition of the Board of Directors 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:

- a. Duly passed Special Resolution under Section 180(1)(c) at the 20th Annual General Meeting held on 25th September, 2014 and have complied with all the provisions of listing agreement, Companies Act, 2013 and rules made there under.
- b. Duly passed Special Resolution under Section 180(1)(a) at the 20th Annual General Meeting held on 25th September, 2014 and have complied with all the provisions of listing agreement, Companies Act, 2013 and rules made there under.

Place : Ahmedabad
Date : 29th July, 2015

**FOR PINAKIN SHAH & CO.
COMPANY SECRETARIES**

**PINAKIN S. SHAH
PROPRIETOR
FCS-2562 : COP-2932
FRN: S2010GJ134100**

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2015

[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 Ahmedabad – 380 009.	Link Intime India Pvt. Ltd. 303, 3 rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Navrangpura, Tel. No.: (079) 2646 5179 Fax No.: (079) 2646 5179 E-mail Address: ahmedabad@linkintime.co.in

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	Trading / Finance/ Investment	46411	90%

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, 2014				No. of Shares held as on 31 st March, 2015				% Change during 2014-15
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	1056200	1056200	16.25	1026190	30010	1056200	16.25	-
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)	-	3013700	3013700	46.36	2983690	30010	3013700	46.36	-

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B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-	-
g) FIIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions										
a) Bodies Corp.										
i) Indian	-	537000	537000	8.26	157800	379200	537000	8.26	-	
ii) Overseas	-	-	-	-	-	-	-	-	-	
b) Individuals										
i) Individuals holding < = Rs.1,00,000	-	588600	588600	9.05	14600	575000	589600	9.07	0.02	
ii) Individuals holding > Rs. 1,00,000	-	2023400	2023400	31.13	251400	1771000	2022400	31.11	(0.02)	
c) Others (specify)										
NRIs	-	337600	337600	5.19	-	337600	337600	5.19	-	
OCB	-	-	-	-	-	-	-	-	-	
Foreign Nationals	-	-	-	-	-	-	-	-	-	
Clearing Members	-	-	-	-	-	-	-	-	-	
Trusts	-	-	-	-	-	-	-	-	-	
Others	-	-	-	-	-	-	-	-	-	
Sub-total (B)(2):-	-	3486600	3486600	53.64	423800	3062800	3486600	53.64	-	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	3486600	3486600	53.64	423800	3062800	3486600	53.64	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	-	6500300	6500300	100.00	3407490	3092810	6500300	100.00	-	

PRISM FINANCE LIMITED

ii) Shareholding of Promoters:

Sr No	Shareholder's Name	Shareholding as on 01-04-2014			Share holding as on 31-03-2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mas Chemicals Industries Pvt. Ltd	1029300	15.83	-	1029300	15.83	-	-
2.	Bar Magnet Investment Pvt Ltd	700000	10.77	-	700000	10.77	-	-
3.	Leena Anuprasad Patel	277400	4.27	-	277400	4.27	-	-
4.	Anuprasad Purshottamdas Patel	225000	3.46	-	267800	4.12	-	0.66
5.	Deval rahul Patel	193000	2.97	-	193000	2.97	-	-
6.	Poonam Pranay Patel	168000	2.58	-	168000	2.58	-	-
7.	Som Shiva (Impex) Ltd	130700	2.01	-	130700	2.01	-	-
8.	Rahul Arunprasad Patel	95000	1.46	-	95000	1.46	-	-
9.	Samurai Holdings Pvt. Ltd	97500	1.50	-	97500	1.50	-	-
10.	Amisha A. Patel	-	-	-	24990	0.38	-	0.38
11.	Hrushabh Y. Patel	15000	0.23	-	15000	0.23	-	-
12.	Ritika Y. Patel	15000	0.23	-	15000	0.23	-	-
13.	Amisha Y. Patel	25000	0.38	-	10	0.00	-	(0.38)
14.	Arunprasad Purshottamdas Patel - HUF	42800	0.66	-	-	-	-	(0.66)
	Total	3013700	46.36	-	3013700	46.36	-	-

iii) Change in Promoters' Shareholding:

Sr. No.	For Each of the Promoter and Promoter Group	Shareholding as on 01-04-2014		Changes during the Year	Shareholding as on 31-03-2015	
		No. of shares	% of total shares		No. of shares	% of total shares
	As on 01-04-2014					
1.	Anuprasad Purshottamdas Patel+	225000	3.46	42800	267800	4.12
2.	Amisha A. Patel*	-	-	24990	24990	0.38
3.	Amisha Y. Patel	25000	0.38	(24990)	10	0.00
4.	Arunprasad Purshottamdas Patel - HUF	42800	0.66	(42800)	-	-

+Transferred from HUF to Individual

*Transferred to maiden name

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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 01-04-2014		Changes during the Year	Shareholding as on 31-03-2015	
		No. of shares	% of total shares		No. of shares	% of total shares
	As on 01-04-2014					
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 Vakhattram Vyas	125100	1.92	-	125100	1.92
6	Mehroo Burjor Sethna	100400	1.54	-	100400	1.54
7	Kamalrukh Tehmul Sethna	100400	1.54	-	100400	1.54
8	Tehmul Sethna	100400	1.54	-	100400	1.54
9	Dinesh M. Parakh - 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 01-04-2014		Changes during the Year	Shareholding as on 31-03-2015	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Kashyap R. Mehta	109000	1.68	(1000)	108000	1.66

V. INDEBTEDNESS

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 01-04-2014				
	i) Principal Amount	-	5,98,500	69,000	6,67,500
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	Nil	5,98,500	69,000	6,67,500
B.	Change in Indebtedness during 2014-15				
	* Addition	-	9,57,174	-	9,57,174
	* Reduction	-	-	-	-
	Net Change	Nil	9,57,174	-	9,57,174
C.	Indebtedness as on 31-03-2015				
	i) Principal Amount	-	15,55,674	69,000	16,24,674
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	Nil	15,55,674	69,000	16,24,674

PRISM FINANCE LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

No Disclosure is required as there are no Managing Director, Whole Time Director and/ or Manager in the Company.

B. Remuneration to other Directors:

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

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Ms. Palak D. Parekh - Company Secretary	Mr. Chirag J. Desai - CFO	
1.	Gross salary	1,65,000	2,70,600	4,35,600
(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	1,65,000	2,70,600	4,35,600

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements :

We have audited the accompanying financial statements of **PRISM FINANCE LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for 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.

Auditor's Responsibility :

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements :

1. As required by 'the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

PRISM FINANCE LIMITED

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 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 for eseeable losses.
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the company.

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

Place : Ahmedabad
Dated : 30th May, 2015

(Sunil K. Dave)
Partner
Membership No. 047236

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE AUDITORS' REPORT ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015

- 1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- 2. During the year under review, the company does not hold any inventories. Hence, paragraph 4(ii) of the Order, is not applicable.
- 3. As informed to us the company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- 4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- 5. According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- 6. We are informed that the Central Government has not prescribed maintenance of cost records under clause (d) of sub section (1) of section 209 of the Companies Act, 1956.
- 7. a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.

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- b) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
 - c) In our opinion, and according to the information and explanations given to us, there is no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. There are no accumulated losses of the company as at the end of the year. The company has incurred cash losses during the financial year covered by our audit however, had not incurred cash losses in the immediately preceding financial year.
 9. Based on our audit procedures and on the basis of information and explanations given to us by the management, we are of the opinion that there is no default in repayment of dues to the banks as at the year end.
 10. According to information and explanations given to us, the company has not given any guarantee for loan taken by others from banks or financial institutions.
 11. In our opinion, no term loan has been obtained by the company from any bank/financial institution during the year under review.
 12. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud on or by the company has been noticed or reported during the course of our audit for the year ended 31.03.2015.

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

Place : Ahmedabad
Dated : 30th May, 2015

(Sunil K. Dave)
Partner
Membership No. 047236

PRISM FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Refer Note No.	As At	As At
		31 st March, 2015 Rupees	31 st March, 2014 Rupees
I EQUITY AND LIABILITIES :			
1) Shareholders' Funds			
a) Share capital	A	65,003,000	65,003,000
b) Reserves and Surplus	B	18,189,149	20,374,170
2) Non-Current Liabilities			
Other Long-term liabilities	C	69,000	69,000
3) Current Liabilities			
a) Short-term borrowings	D	1,555,674	598,500
b) Trade payables	E	7,588,322	62,003,567
c) Other current liabilities	F	63,458	39,527
TOTAL		92,468,603	148,087,764
II ASSETS :			
1) Non-Current Assets			
a) Fixed Assets			
Tangible assets	G	3,149,892	3,819,365
b) Non-current investments			
	H	50,858,133	121,461,751
c) Long-term loans and advances			
	I	8,769,640	4,581,120
2) Current Assets			
a) Trade receivables	J	10,887,549	7,564,713
b) Cash and cash equivalents	K	11,677,273	779,779
c) Short-term loans and advances	L	7,126,116	9,881,036
TOTAL		92,468,603	148,087,764

**Significant Accounting Policies &
Other Notes to Accounts**

R

The Notes referred to above form an integral part of the Balance Sheet As per our Report of even date attached
For Shah & Shah Associates
Chartered Accountants
Firm Reg. No. 113742W

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 30th May, 2015

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Anal Desai
Director

Chirag J. Desai
Chief Financial Officer

Kashyap R. Mehta
Director

Place : Ahmedabad
Date : 30th May, 2015

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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015

Particulars	Refer Note No.	For the Year ended On 31 st March, 2015 Rupees	For the Year ended On 31 st March, 2014 Rupees
I Revenue from Operations	M	8,429,898	5,904,676
II Other Income	N	961,929	885,858
III Total Revenue		9,391,827	6,790,534
IV Expenses :			
a) Purchase of stock-in-Trade	O	7,485,426	2,554,301
b) Payments to and Provisions for Employees	P	435,600	236,400
c) Depreciation and Amortization Expense		669,473	666,948
d) Other expenses	Q	3,042,286	805,532
Total Expenses		11,632,785	4,263,181
V Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)		(2,240,957)	2,527,354
VI Exceptional Items		-	-
VII Profit/(Loss) Before Extraordinary Items And Tax (V-VI)		(2,240,957)	2,527,354
VIII Extraordinary Items		-	-
IX Profit/(loss) Before Tax (VII-VIII)		(2,240,957)	2,527,354
X Tax Expense			
1) Current Tax (including for short provision of earlier year Rs.1,864/-(p.y. Rs.62,000)		(55,936)	492,000
2) Wealth Tax		-	-
3) Deferred Tax		-	-
XI Profit /(loss) for the year from continuing operations (IX-X)		(2,185,021)	2,035,354
XVI Earning Per Equity Share (annualised)			
1) Basic		(0.34)	0.31
2) Diluted		(0.34)	0.31
Significant Accounting Policies & Other Notes to Accounts	R		

The Notes referred to above form an integral part of the

Statement of Profit & Loss

As per our Report of even date attached herewith

For Shah & Shah Associates

Chartered Accountants

Firm Reg. No. 113742W

Sunil K. Dave

Partner

Membership No. 047236

Place : Ahmedabad

Date : 30th May, 2015

For and on behalf of the Board

Palak D. Parekh
Company Secretary

Anal Desai
Director

Chirag J. Desai
Chief Financial Officer

Kashyap R. Mehta
Director

Place : Ahmedabad

Date : 30th May, 2015

PRISM FINANCE LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	2014-15 Rupees	2013-14 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extra-ordinary items	(2,240,957)	2,527,354
Adjustments for :-		
- Provision for Diminuation of Investment	-	-
- Depreciation	669,473	666,948
- (Profit) / Loss on Sale of Shares/Mutual funds	(280,666)	(2,350,180)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	388,807	(1,683,232)
	(1,852,150)	844,122
Adjustments for :-		
- Trade Receivables	(3,322,836)	(2,944,519)
- Long/Short term Loans & Advances	(718,719)	5,643,655
- Trade payables & Other Liabilities	(54,391,314)	2,591,405
	(58,432,869)	5,290,540
CASH GENERATED FROM OPERATIONS	(60,285,019)	6,134,661
Income tax paid	(658,945)	(121,711)
	(658,945)	(121,711)
NET CASH FROM OPERATING ACTIVITIES (A)	(60,943,964)	6,012,950
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase/Sale of Fixed Assets (Net)	-	-
Purchase of /additions in investments	(32,167,962)	(27,106,644)
Sales/reduction in Investments	102,705,598	22,227,394
(Loss) / Profit on trading of shares/derivatives	346,648	313,610
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	70,884,284	(4,565,641)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital	-	-
Short Term Borrowing	957,174	(6,200,596)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	957,174	(6,200,596)
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	10,897,494	(52,926)
CASH & CASH EQUIVALENTS AS AT 1ST APRIL, 2014	779,779	832,705
CASH & CASH EQUIVALENTS AS AT 31ST MARCH, 2015	11,677,273	779,779

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

Sunil K. Dave
Partner
Membership No. 047236

Place : Ahmedabad
Date : 30th May, 2015

For and on behalf of the Board

Palak D. Parekh **Anal Desai**
Company Secretary Director

Chirag J. Desai **Kashyap R. Mehta**
Chief Financial Officer Director

Place : Ahmedabad
Date : 30th May, 2015

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NOTES FORMING PART OF THE ACCOUNTS

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	Number	Rupees	Number	Rupees
Note: A				
SHARE CAPITAL				
Authorise:	<u>7,000,000</u>	<u>70,000,000</u>	<u>7,000,000</u>	<u>70,000,000</u>
Equity Shares of Rs.10/- each				
Issued:	<u>6,500,300</u>	<u>65,003,000</u>	<u>6,500,300</u>	<u>65,003,000</u>
Equity Shares of Rs.10/- each				
Subscribed & Fully Paid up:	<u>6,500,300</u>	<u>65,003,000</u>	<u>6,500,300</u>	<u>65,003,000</u>
Equity Shares of Rs.10/- each				
Total		<u>65,003,000</u>		<u>65,003,000</u>

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

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

Details of shareholding more than 5% shares in the Company

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

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bar Magnet Investment Pvt.Ltd.	<u>700,000</u>	<u>10.77%</u>	700,000	10.77%
Mas Chemicals Industries Ltd.	<u>1,029,300</u>	<u>15.83%</u>	1,029,300	15.83%
TOTAL	<u>1,729,300</u>		<u>1,729,300</u>	

PRISM FINANCE LIMITED

Particulars	As at 31 st March,2015 Rupees	As at 31 st March,2014 Rupees
Note: B		
RESERVES & SURPLUS		
Statutory Reserve		
Balance as per last balance sheet	1,971,555	1,564,484
Additions during the year	-	407,071
Closing balance	<u>1,971,555</u>	<u>1,971,555</u>
Balance in Profit & Loss Statement		
Balance as per last balance sheet	18,402,615	16,774,332
Add: Net profit for the current year	(2,185,021)	2,035,354
Less: Amount transferred to Statutory Reserve for current year	-	407,071
Closing balance	<u>16,217,594</u>	<u>18,402,615</u>
Total	<u><u>18,189,149</u></u>	<u><u>20,374,170</u></u>
NOTE : C		
OTHER LONG TERM LIABILITIES		
Security deposits	69,000	69,000
Total	<u><u>69,000</u></u>	<u><u>69,000</u></u>
NOTE : D		
SHORT TERM BORROWINGS		
Intercorporate Deposits from		
(i) Related party		
Som shiva (Impex) Ltd	1,017,174	-
(ii) Others	538,500	598,500
Total	<u><u>1,555,674</u></u>	<u><u>598,500</u></u>
Note: There is no default in repayment of principal & interest thereon if any wherever applicable.		
NOTE : E		
TRADE PAYABLES		
Creditors for Goods and Services	7,588,322	62,003,567
Total	<u><u>7,588,322</u></u>	<u><u>62,003,567</u></u>
NOTE : F		
OTHER CURRENT LIABILITIES		
Expenses payable	43,000	26,756
Statutory liability	20,458	12,771
Total	<u><u>63,458</u></u>	<u><u>39,527</u></u>

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**NOTE : G
FIXED ASSETS**

(Rupees)

Particulars	GROSS BLOCK (At Cost)			DEPRECIATION				NET BLOCK		
	As on 01/04/14	Addition during the year	Deduction during the year	As on 31/03/15	Upto 31/03/14	For the year	Deduction during the year	Upto 31/03/15	As on 31/03/15	As on 31/03/14
Tangible Assets:										
Building	1,112,264	-	-	1,112,264	254,841	17,167	-	272,008	840,256	857,423
Furniture & Fixture	247,037	-	-	247,037	245,830	4,533	24,336	226,027	21,010	1,207
Data Processing Equipments	886,269	-	-	886,269	860,911	-	18,955	841,956	44,313	25,358
Office Equipments	209,337	-	-	209,337	159,336	33,492	-	192,828	16,509	50,001
Vehicle	27,355	-	-	27,355	26,732	-	746	25,986	1,369	623
Motor Car	6,725,000	-	-	6,725,000	3,840,248	658,318	-	4,498,566	2,226,434	2,884,752
TOTAL	9,207,262	-	-	9,207,262	5,387,897	713,510	44,037	6,057,370	3,149,892	3,819,365
Previous Year	9,207,262	-	-	9,207,262	4,720,949	666,948	-	5,387,897	3,819,365	-

PARTICULARS	AS AT 31/03/15		AS AT 31/03/14	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES

NOTE:H

NON CURRENT INVESTMENTS (At Cost)

(A) UNQUOTED:

Trade:

In Subsidiary Company

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

- - 1,150,050 11,500,500

Other Associates company

In Fully paid Equity Shares of Rs. 10/- each
KHADAYATA DÉCOR LTD.

- - 20,000 200,000

Others:

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

1000000 10,000,000 7250000 72,500,000

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

2500 62,510 2500 62,510

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

1 100 1 100

TOTAL (A)

10,062,610 84,263,110

(B) QUOTED:

(i) In Fully paid Equity Shares:

ADANI POWER	3000	404,675	3000	404,675
AMTL	-	-	51	2,062
ANIL PRODUCT	1000	203,733	1000	203,733
ANSAL BUILDWELL	4500	622,280	4500	622,280
APTECH LTD	-	-	1000	158,121
ASSAM COMPANY	4332	101,691	4332	101,691
ASIAN PAINTS	1275	492,460	1610	582,254
BAJAJ AUTO	-	-	447	576,626
BFL GANDHIMATI APPLIANCE	1729	554,310	2729	873,832
BHARAT IMMUNO AND BIOLOG. CORP LTD	14000	530,663	-	-
CALS REFINERY	300000	187,173	300000	187,173
DABUR INDA LTD.	4104	474,938	5090	529,553
CUMMINS INDIA LTD.	1298	607,357	1640	734,090
COLGATE PAMOLIVE INDIA LTD	542	703,173	667.00	829,333
COROMANDAL ENGINEERING	500	136,704	500	136,704
COROMANDAL ENGINEERING- Right Issued	5500	110,000	5,500.00	110,000
COSMO FILMS	6867	1,019,384	12000	1,781,361
DIVIS LAB LTD	507	221,862	675	221,862

PRISM FINANCE LIMITED

PARTICULARS	AS AT 31/03/15		AS AT 31/03/14	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
ESCORT	-	-	28	5,345
GLOBAL TELE - SYSTEM LTD	-	-	42000	2,026,223
GLAXO SMITH PHARMA LTD.	159	656,484	189	678,040
GODREJ INDUSTRIES	-	-	737	117,666
GODREJ PROPERTIES LTD.	2000	502,821	-	-
GRUH FINANCE	4003	210,802	3560	725,273
GOVIND RUBBER	-	-	6500	132,104
GUJARAT NRE	49500	628,279	49500	628,279
GUJARAT NRE COKE CLASS B	2450	-	2450	-
HDFC BANK SHARES	1105	588,498	1228	496,360
HINDUSTAN UNILEVER	-	-	1238	715,617
HINDUSTAN VIDYUT	1300	552,500	1300	552,500
HOUSING DEVELOPMENT FINANCE	-	-	-	-
HERO MOTOCORP LTD.	314	754,666	-	-
EON ELECTRICS	-	-	51	2,276
INFOSYS TECH	470	551,524	271	833,197
ITC LTD	2008	274,128	2616	252,781
JINDAL ONLINE	58350	104,999	58350	104,999
JSW ENERGY LTD.	5000	412,642	-	-
KAASHYAP TECHNOLOGIES	116666	514,077	116666	514,077
KAY PULP & PAPER LTD	12500	82,131	12500	82,131
KEDIA INFOTECH	211209	278,032	211209	278,032
LUPIN LTD	788	690,894	967	834,605
MCDOWELL HOLDING	-	-	240	-
MEGHMANI ORGANIC	79000	791,838	79000	791,838
MOIL	-	-	17	6,056
MOTHERSON SUMI SYSTEMS	2443	306,702	4,138	748,092
NAGARJUNA CONSTRUCTION	6187	467,521	2500	393,781
MAHINDRA & MAHINDRA FINANCE LTD.	3119	874,298	-	-
NESTLE INDA LTD.	122	556,535	164	730,393
PRITHVI SOFTECK	25	39,064	1000	39,064
OPTO CIRCUIT INDIA LTD.	5000	1,155,755	-	-
PAGE INDUSTRIES	98	312,233	196	602,629
PARAMOUNT COMMU	10000	351,102	10000	351,102
PENTAMEDIA GRAPHICS	79,999	897,188	79,999	897,188
POLYLINK POLYMER LTD	100	523	100	523
POLSON LTD.	7	49,784	-	-
RADHE DEVELOPERS	54944	3,475,107	54944	3,475,107
SATELITE ENGINEERING LTD	24300	209,296	24300	209,296
SHANTI GEARS	-	-	7000	532,966
SHILP GRAVUS	6294	387,571	7294	486,645
SILVERLINE ANIMATION	1000	-	1000	-
SILVERLINE TECHNOLOGIES	2500	405,000	2500	405,000
SOUTH INDIAN CORP	5000	501,301	5000	501,301
SREI INFRASTRUCTURE	-	-	18000	241,565
SUNDARAM FINANCE	747	398,680	1560	854,007
SUMERU INDUSTRIES	5552	17,131	5552	17,131
SUN PHARMA	1299	153,019	1614	193,577
SUN PHARMA ADV LTD	17398	1,453,921	17398	1,453,921
SUBEX LTD.	30000	374,494	-	-
TCS	314	417,148	418	551,709
TELEDATA MARINE	2500	83,745	2500	83,745
TELEDATA TECHNOLOGY	2500	83,745	2500	83,745
TITAN INDUSTRIES	2282	473,680	3235	663,637
THE ORISSA MINERAL DEVLOPMENT	500	1,175,000	500	1,175,000
TUBE INVESTMENT	-	-	800	80,277
TORRENT POWER LTD.	5000	680,772	-	-
UP HOTELS	598	102,617	598	102,617
VARUN SHIPPING	136215	3,598,108	136215	3,598,108
WINDSOR MACHINERY	18600	864,764	18600	864,764
TOTAL (i)		33,830,525		37,169,642

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PARTICULARS	AS AT 31/03/15		AS AT 31/03/14	
	NO. OF SHARES	RUPEES	NO. OF SHARES	RUPEES
(ii) In Fully paid Mutual Funds				
PRINCIPAL CASH MGMT. FUND INST.PREMIUM-G	5,145.67	6,964,999	23.30	29,001
TOTAL (ii)		6,964,999		29,001
TOTAL [(i) + (ii)]		40,795,524		37,198,642
Less: Provision for diminuation in value of Investments		-		-
TOTAL B i.e. [(i) + (ii)]		40,795,524		37,198,642
TOTAL (A+B)		50,858,133		121,461,751
NOTES:-				
		As At 31/03/15		As At 31/03/14
		Rupees in lacs		Rupees in lacs
(a) Aggregate Cost of Quoted investments		408		372
(b) Aggregate Market Value of Quoted investments		487		309
(c) Aggregate Cost of Unquoted investments		101		843

Particulars	As at 31 st March,2015 Rupees	As at 31 st March,2014 Rupees
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NOTE : I

LONG TERM LOANS AND ADVANCES

**Long Term Loans and Advances
(Unsecured, considered good)**

Intercompany Loan given to related party

Opel Securities Ltd.

8,661,140

4,472,620

Deposit

108,500

108,500

Total

8,769,640

4,581,120

Other Disclosures:

These include amount due from following either severally or jointly:

Directors

Nil

Nil

Other Officers of the Company

Nil

Nil

Firm in Which Director is a Partner

Nil

Nil

Private Company in which Director is a Director or Member

Nil

Nil

NOTE :J

TRADE RECEIVABLES

Unsecured,considered good:

Outstanding for a period exceeding 6 months

-

-

Others

10,887,549

7,564,713

Total

10,887,549

7,564,713

These include amount due from following either severally or jointly:

Directors

Nil

Nil

Other Officers of the Company

Nil

Nil

Firm in Which Director is a Partner

Nil

Nil

Private Company in which Director is a Director or Member

Nil

Nil

NOTE : K

CASH AND CASH EQUIVALENTS

Balances with Banks

In Current Accounts

242,154

243,406

Cash on Hand including cheques on hand

11,435,119

536,373

Total

11,677,273

779,779

PRISM FINANCE LIMITED

Particulars	As at 31 st March, 2015 Rupees	As at 31 st March, 2014 Rupees
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NOTE : L

SHORT TERM LOANS AND ADVANCES

Unsecured, considered good

a) Intercorporate loans given to		
(i) Related Party	1,705,000	-
(ii) Others	1,481,661	7,082,654
b) Others Loans	3,114,000	2,914,000
c) Advances recoverable in cash or in kind or for value to be received	416,302	190,110
d) Provision of tax (net of advance tax & TDS)	409,153	(305,728)
Total	7,126,116	9,881,036

Other Disclosures:

These include amount due from following either severally or jointly:

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

Particulars	2014-15 Rupees	2013-14 Rupees
-------------	-------------------	-------------------

NOTE : M

REVENUE FROM OPERATIONS

Discounting charges Income	119,476	591,079
Dividend income	372,459	345,259
Profit/(Loss) in Trading of Share/Derevatives (Net)	346,648	313,610
Profit on Sale of Shares / Mutual Funds (net)	(65,982)	2,036,571
Sales of clothes/Fabrics	7,657,298	2,618,157
Total	8,429,898	5,904,676

NOTE : N

OTHER INCOME

Car higher charges	480,000	480,000
Rent income	426,132	405,858
Sundry balances written off	50,276	-
Interest on I.T. Refund	3,018	-
Others	2,503	-
Total	961,929	885,858

NOTE : O

PURCHASE OF STOCK -IN-TRADE

Purchase of clothes/fabrics	7,485,426	2,554,301
Total	7,485,426	2,554,301

NOTE : P

PAYMENTS TO AND PROVISIONS FOR EMPLOYEES

Salaries and Wages	435,600	236,400
Total	435,600	236,400

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Particulars	2014-15 Rupees	2013-14 Rupees
NOTE : Q		
OTHER EXPENSES:		
Advertisement Expenses	5,780	5,440
Demate Charges	17,762	9,939
Filing fees	3,500	2,500
Insurance expenses	32,438	30,141
Legal & professional expenses	698,848	124,033
BSE Revocation charges	1,540,450	-
Listing fees and others	20,000	118,750
Portfolio management fees	659,076	463,305
General expenses	64,433	51,424
Total	3,042,286	805,532

NOTE- R : SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO ACCOUNTS:-**A. Significant Accounting Policies:****a) Basis of Accounting :-**

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

b) Use of Estimates :-

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

c) Fixed Assets & Depreciation :

All Fixed Assets are capitalized at cost inclusive of legal and/ or installation and incidental expenses, less accumulated depreciation.

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

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

Impairment of Assets:-

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

d) Revenue Recognition:

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

(ii) Dividend income are accounted on receipt basis.

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

PRISM FINANCE LIMITED

e) **Inventory :**

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

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

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

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

i) **Earning Per Share :-**

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

j) **Provision for Taxation :**

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

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

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

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

k) **Derivative Transactions :-**

Equity & Commodity Futures :Gains/Losses on futures transactions are recognized on continuous basis.

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

B) Other Notes to Accounts

1. Contingent Liability : **NIL**

2. The legal and professional expenses includes payment to Auditors as under :

	Year <u>2014-2015</u>	Year <u>2013-2014</u>
Audit Fees	50,000	50,000

3. Balances under the head of current & non-current liabilities, long term loans & advances and current assets including few bank balances and certain investments are subject to confirmation and reconciliation.

4. In the opinion of the management of the company, the current & non-current assets are approximately of the same value stated if realized in the ordinary course of business. The provision for the depreciation and for all known liabilities are adequate and not in excess of amount reasonably necessary.

5. Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is not presently available, no disclosures have been made in the Accounts.

ANNUAL REPORT 2014-2015

6. The Company has adopted Accounting Standard - AS- 22 "Accounting for Taxes on Income", issued by The Institute of Chartered Accountants of India. The Company has net deferred tax liability as under:-

The breakup of Net deferred tax liability as At 31.03.2015 arising on account of timing difference in respect of:

Particulars	Amount in Rupees	
	As at 31-03-2015	As at 31-03-2014
Deferred Tax Liability		
Depreciation	7,63,479	895,080
Deferred Tax Assets		
Unabsorbed Business Loss & depreciation to the extent of Deferred tax liabilities	7,63,479	895,080
Deferred Tax Liability (Net)	NIL	NIL

7. All the non-current investments are held by the company in its own name in demat/physical form. Regarding certain investments held in the physical form, the company is in the process to dematerialize the same.
8. In the opinion of the management, as there is a book loss and the company has no taxable income for the year under review as per the normal provisions of the Income Tax Act, 1961, the question of provision for current tax does not arise.
9. The Company has revised the useful life of fixed assets based on Schedule II to the Companies Act, 2013 for the purpose of providing depreciation on its fixed assets. Accordingly, the carrying amount of the assets as on April 1, 2014 has been depreciated over the remaining revised useful life of the fixed assets. Consequently, the depreciation for the year ended March 31, 2015 is higher and the profit /(loss) before tax is lower to the extent of Rs. 46,562/-.
- 10) Depreciation and amortization expenses (net) stated in statement of profit and loss includes excess provision of depreciation write back during the year amounting to Rs. 44,037/-.
- 11) Loans and advances in the nature of loans given to subsidiary is as under:

(Amount in Rupees)			
Name of Party	Relationship	Amount Outstanding as at 31 st March 2015	Maximum outstanding during the year
M/s.Opel Securities Pvt. Ltd.	Subsidiaries up to 26/03/2015	86,61,140/-	86,61,140/-
Previous year		(44,72,620/-)	(44,72,620/-)

- 12) In view of Accounting Standard As-18 "Related Party Disclosure" issued by the Institute of Chartered Accountant of India and made mandatory in respect of accounting year commencing on or after April 2001, the disclosure in respect of the related party transactions for the year ended 31st March, 2015 are given below:

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

A. Relationship

1. Subsidiaries

Opel Securities Ltd.up to 26th March, 2015

2. Associates of the Company

- a) Samurai Holding Pvt. Ltd.
- b) Som Shive (Impex) Ltd.
- c) Spectratek Industries
- d) Khadayta Décor Ltd up to 26th March, 2015

3. Key Management Personnel/Relatives/Individuals

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

PRISM FINANCE LIMITED

4. Promoters and their relatives having control:

- a) Shri Pranay A Patel
- b) Shri Rahul A Patel
- c) Ms. Poonam Patel

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

Sr. Transactions No.	Subsidiary	Associates of the Company	Key Management Personnel/ Relative/ Individuals	Promoters and their relatives having control
1. Loan Granted	4188520 (17620)	1705000 (930454)	100000 Nil	1494000 (1494000)
2. Loan Recovered	-	Nil (1866054)	Nil -	- Nil
3. Loan Obtained	-	2217174	-	-
4. Loan Repaid	-	1200000 (180596)	- -	- -
5. Sale of Investments	-	-	-	7,42,00,500 (Nil)
6. Income				
i) Bill discounting Income	-	119476 (591079)	- -	- -
7. Expenses:				
i) Professional Charges	-	-	697417 (58,000)	- -
ii) Salary and wages	-	-	435600 (236400)	- -
Amount outstanding as at 31-03-2015				
1. Outstanding Loans/Advances	86,61,140 (4,472,620)	17,05,000 Nil	100000 (100000)	1494000 (1494000)
2. Trade receivables	-	32,30,249 (4,946,556)	-	-
3. Outstanding of Loan obtained	-	10,17,174 NIL	-	-
4. Investment	Nil (11,500,500)	Nil (2,00,000)	-	-
5. CTrade Payable	-	-	14,157 (nil)	-

Signature to Notes A to R

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

Sunil K. Dave
Partner
 Membership No. 047236

Place : Ahmedabad
 Date : 30th May, 2015

For and on behalf of the Board

Palak D. Parekh
 Company Secretary

Anal Desai
 Director

Chirag J. Desai
 Chief Financial Officer

Kashyap R. Mehta
 Director

Place : Ahmedabad
 Date : 30th May, 2015

PRISM FIANCE LIMITED

[CIN: L63910GJ1994PLC021915]

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

**FORM MGT-11
PROXY FORM**

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

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

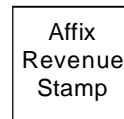
I/We, being the member (s) of Shares of the above named Company, hereby appoint:

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

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, the 29th September, 2015 at 11.00 a.m. at the Registered Office of the Company at, 301, Iscon Mall, Above Star India Bazar, Satellite Road, Ahmedabad – 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	Ordinary Business
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015, the reports of the Board of Directors and Auditors thereon.
2	Appointment of Statutory Auditors of the Company

Signed this day of 2015
Signature of Shareholder



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

PRISM FIANCE LIMITED

[CIN: L63910GJ1994PLC021915]

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

FORM MGT-12

ATTENDANCE FORM / BALLOT FORM

(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

1	Name and Address of the Sole/First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance/ vote at the meeting and vote(s) in respect of the resolutions set out in the Notice of 21 st Annual General Meeting (AGM) of the Company held on Tuesday, the 29 th September, 2015, by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolution	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business				
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015, the reports of the Board of Directors and Auditors thereon.			
2	Appointment of Statutory Auditors of the Company			

Place:

Date:

(Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance/ voting at the time of 21st Annual General Meeting to be held on Tuesday, the 29th September, 2015 by shareholders/proxy. Duly filled in and signed attendance/ ballot form should be dropped in the Ballot box kept at the venue of AGM.

If undelivered, please return to :

PRISM FINANCE LIMITED

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

Pratiksha Printers, A'bad. 6307307,6308812