

PRISM FINANCE LIMITED

[CIN:L63910GJ1994PLC021915]

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

Tel. (079) 26763503 **Fax:** (079) 26763504 **Email:** prismfinance@yahoo.com **Website:** www.prismfinance.in

#

14th August, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Company Code No. 531735

Dear Sirs;

Sub: Submission of Notice of 29th Annual General Meeting and Annual Report 2022-23

Pursuant to Regulation 30 and 34(1)(a) Regulation, 2015, we are enclosing herewith :

1. Notice of 29th Annual General Meeting of the members of the Company.
2. Annual Report 2022-23.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

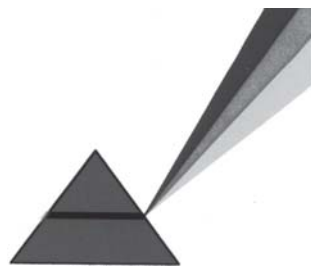
for PRISM FINANCE LIMITED,

ANAL R. DESAI
CHAIRPERSON

Encl: As above.

PRISM FINANCE LIMITED

[CIN : L63910GJ1994PLC021915]



29TH
ANNUAL REPORT 2022-23

PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
29TH ANNUAL REPORT 2022-23

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

CONTENTS	PAGE NOS.
Notice	1-9
Directors' Report including Corporate Governance Report & Secretarial Audit Report	10-30
Independent Auditors' Report	31-38
Balance Sheet	39
Statement of Profit & Loss	40
Cash Flow Statement	42
Notes to Financial Statement	43-60

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM FINANCE LIMITED WILL BE HELD ON SATURDAY, THE 30TH SEPTEMBER, 2023 AT 12.00 NOON IST THROUGH VIDEO CONFERENCING (“VC”) /OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, 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(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, rules, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, H. K. Shah & Co., Chartered Accountants, Ahmedabad, having FRN.: 109583W, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Apaji Amin & Co LLP, Chartered Accountants, Ahmedabad (FRN.: 100513W/W100062).”

“RESOLVED FURTHER THAT H. K. Shah & Co., Chartered Accountants, Ahmedabad, having FRN.:109583W, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 22nd July , 2023, until the conclusion of the ensuing 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors, considering recommendation of the Audit Committee of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 141,142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint H. K. Shah & Co., Chartered Accountants, Ahmedabad, having FRN.: 109583W as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company at such remuneration and out-of pocket expenses, as may be mutually agreed with the Board of Directors, considering recommendation of the Audit Committee of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent Financial Years as it may deem fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Registered Office:

301, Iscon Mall,
Above Star Bazar,
Satellite Road,
Ahmedabad-380 015.
Date : 22nd July, 2023

By Order of the Board,

Palak D. Parekh
Company Secretary & Compliance Officer

NOTES :

1. The 29th AGM will be held on Saturday, 30th September, 2023 at 12.00 Noon through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 8th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020; MCA General Circular No. 20/2020 dated 5th May, 2020; General Circular No. 02/2022, dated 5th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022 (hereinafter referred to as MCA Circulars) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI Circular dated 12th May, 2020, and 5th January, 2023 (hereinafter referred to as SEBI Circulars) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 29th AGM shall be the Registered Office of the Company. Annual Report will not be sent in physical form.

PRISM FINANCE LIMITED

2. AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id prismfinance@yahoo.com, a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts.

SEBI vide its Circular dated November 3, 2021 and December 14, 2021 had mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has extended the due date for submission of PAN, KYC details and nomination by holders of physical securities to **September 30, 2023**.

Shareholders holding shares in physical mode are requested to submit their PAN, KYC and nomination details to the Registrar and Share Transfer Agent of the Company, viz., Link Intime India Private Limited at 5th Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off CG Road, Ellisbridge, Ahmedabad - 380006. The forms for updating the same are available at <https://web.linkintime.co.in/KYC-downloads.html>.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our Registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Registrar & Share Transfer Agent of the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.prismfinance.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com that of Central Depository Services (India) Limited (agency for providing remote e-voting facility), www.evotingindia.com
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice below.
9. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the email ID i.e. prismfinance@yahoo.com
10. The Register of Members and Share Transfer Books will remain closed from **24th September, 2023 to 30th September, 2023** (both days inclusive) for the purpose of Annual General Meeting (AGM).
11. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA). Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their

appointment or re-appointment at the Annual General Meeting (AGM) are stated at the end of this Notice annexed hereto.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
14. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
15. The Shareholders holding Shares in Physical form are advised to get their shares dematerialised as no physical shares can be traded in the Stock Exchanges in terms of SEBI and Stock Exchange guidelines.
16. This is to bring to the notice of the Shareholders that as per SEBI Notification, the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 1st April, 2019. Hence, Shareholders are advised to get their physical shares dematerialized.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM in electronic mode can send an email to prismfinance@yahoo.com.
19. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice below.
20. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 4th August, 2023 will receive Annual Report for the financial year 2022-23 through electronic mode only.
21. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad – 380 006 Email id: ahmedabad@linkintime.co.in.
22. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
23. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Instructions for e-voting and joining the AGM are as follows:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs General Circular No. 14/2020, dated 8th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020; MCA General Circular No. 20/2020 dated 5th May, 2020; General Circular No. 2/2022, dated 5th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI Circular dated 12th May, 2020, 13th May, 2022 and 5th January, 2023 (hereinafter referred to as SEBI Circulars) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at

PRISM FINANCE LIMITED

the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.prismfinance.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on begins on at **9.00 a.m. on 27th September, 2023 and ends at 5:00 p.m. on 29th September, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 23rd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for PRISM FINANCE LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. prismfinance@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

PRISM FINANCE LIMITED

- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at prismfinance@yahoo.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF THE ANNUAL GENERAL MEETING.

Item No. 2:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

M/s. Apaji Amin & Co LLP, Chartered Accountants, Ahmedabad have resigned from the office of Statutory Auditors of the Company **due to diversification in practice and pre-occupation in other assignments**, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Board of Directors in this regard.

In accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification (s) or re-enactment(s) for the time being in force), H. K. Shah & Co., Chartered Accountants (Firm Registration No. 109583W) have provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Pursuant to Section 139(2) of the Companies Act, 2013, the Company can appoint an Auditors firm for a term of five consecutive years. Accordingly, the Board of Directors at its meeting held on 22nd July, 2023 based on recommendations of the Audit Committee, had approved the appointment of H. K. Shah & Co., Chartered Accountants (Firm Registration No. 109583W) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of this AGM till the conclusion of the 34th Annual General Meeting. The appointment is subject to approval of the shareholders of the Company.

The Board of Directors has approved a remuneration of Rs. 1,50,000/- for conducting the audit for the Financial Year 2023-24, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during the Financial Year 2023-24 would be in line with the remuneration paid to the resigning Auditors and shall commensurate with the services to be rendered by the new Auditor during their tenure. There is no material change in the fees payable to such new Auditors from that paid to the resigning auditor. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs is in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

The Board recommends this Resolution to be passed as an Ordinary Resolution.

DIRECTORS' REPORT

Dear Members,

Your Directors present the **29TH ANNUAL REPORT** together with the Audited Financial Statements for the Financial Year 2022-23 ended 31st March, 2023.

1. FINANCIAL RESULTS:

Particulars	(₹ in lakh)	
	2022-23	2021-22
Profit / (loss) before Depreciation	(396.04)	1176.56
Less : Depreciation	1.26	0.30
Profit/ (loss) before Taxation	(397.30)	1176.26
Less: Provision for Taxation	(2.83)	105.88
Profit / (loss) after Tax	(400.13)	1070.38

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2023 and date of this report.

2. DIVIDEND:

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

3. OPERATIONS:

The Company incurred loss before Depreciation of Rs. 396.04 lakh during the year under review compared to profit before Depreciation of Rs. 1176.56 lakh during 2021-22. After providing for Depreciation, the Net loss during the year under review was Rs. 400.13 lakh compared to Net Profit of Rs. 1070.38 lakh during 2021-22.

4. LISTING:

The Equity Shares of the Company are listed on BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2023-24.

5. SHARE CAPITAL:

The paid up Share Capital of the Company as on 31st March, 2023 was Rs. 650.03 Lakhs. As on 31st March, 2023, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity and none of the Directors of the Company hold any convertible instruments.

6. RESERVES:

The Company does not propose to transfer any amount to General Reserves.

7. DIRECTORS:

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

7.2 The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act. The Independent Director shall enroll his / her name in the Databank, being maintained by Indian Institute of Corporate Affairs to qualify as an Independent Director. The enrollment of Independent Directors has been completed and they have furnished the declaration affirming their compliance to the Board with the provisions contained under sub rule 1 & 2 of Rule 6 of Companies (Appointment & Qualification of Directors) Rules.

7.3 Formal Annual Evaluation:

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

7.4 All being Independent Directors of the Company, none of the Director is liable to retire by rotation.

7.5 DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2023 being end of the Financial Year 2022-23 and the loss of the Company for the year;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the annual accounts on a going concern basis.
- v. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

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

9. MANAGERIAL REMUNERATION:

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

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

10. KEY MANAGERIAL PERSONNEL (KMP) AND PERSONNEL:**A. % increase in remuneration of Directors & KMP:**

Sr. No.	Name of the Director & KMP	Designation	Percentage Increase (If any)
1.	Mr. Chirag Desai	CFO	-
2.	Ms. Palak Parekh	Company Secretary & Compliance Officer	-

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

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

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

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

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

PRISM FINANCE LIMITED

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

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

13. CORPORATE GOVERNANCE AND MDA:

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

14. SECRETARIAL AUDIT REPORT:

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

15. WEB ADDRESS OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the draft Annual Return as on 31st March, 2023 is available on the Company's website www.prismfinance.in.

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

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

17. CORPORATE SOCIAL RESPONSIBILITY (CSR):

As per Section 135(9) of the Companies Act, 2013 if the amount to be spent by a company under section 135(5) of the Companies Act, 2013 does not Rs. 50.00 lakh, then the requirement under 135(1) of the Companies Act, 2013 for constitution of the Corporate Social Responsibility Committee is not be applicable and the functions of such CSR Committee as provided under section 135 of the Companies Act, 2013 shall, be discharged by the Board of Directors the Company. The Company was required to spend Rs. 9.13 Lakh towards CSR during the year 2022-23. Accordingly, the Company has not constituted CSR committee and functions of CSR committee are being discharged by the Board of Directors of the Company.

17.1 ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY:

As per Rule 8(1) of Companies (Corporate Social Responsibility Policy) Rules, 2014 the Annual Report on Corporate Social Activities has been attached herewith as **Annexure –D**.

18. GENERAL:

18.1. STATUTORY AUDITORS:

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

The present Auditors of the Company, M/s. Apaji Amin & Co LLP, Chartered Accountants (Firm Registration No. 100513W/W100062) have resigned as Statutory Auditors of the Company with effect from 19th July, 2023 for the remaining term.

In terms of Section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the Board of Directors has recommended the appointment of M/s. H. K. Shah & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for a period of 5 years and to hold office as Statutory Auditors from the conclusion of the ensuing 29th AGM till the conclusion of 34th AGM on remuneration to be decided by the Board or Committee thereof.

The Company has obtained consent from M/s. H. K. Shah & Co., Chartered Accountants, Ahmedabad to the effect that their appointment as Auditors of the Company for period of 5 years commencing from the Financial Year 2023-24 to 2027-28, if made, will be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013.

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

18.2 INSURANCE:

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

18.3 DEPOSITS:

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

18.4 RISKS MANAGEMENT POLICY:

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

18.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs as on 31st March, 2023.

18.6 CODE OF CONDUCT:

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

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

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

18.8 ENVIRONMENT AND SAFETY:

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

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

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

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

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

18.11 SECRETARIAL STANDARDS:

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

18.12 There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.**18.13 There was no instance of onetime settlement with any Bank or Financial Institution.****18.14 No agreements have been entered / executed by the parties as mentioned under clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 which, either directly or indirectly effect / impact the Management or Control of the Company or impose any restriction or create any liability upon the Company.**

19. DISCLOSURE OF ACCOUNTING TREATMENT

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

20. DISCLOSURE OF MAINTENANCE OF COST RECORDS:

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

21. INSIDER TRADING POLICY:

As required under the Insider Trading Policy Regulations of SEBI, your Directors have framed and approved Insider Trading Policy for the Company i.e. 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for Regulating Monitoring and Reporting of Trading by Designated Persons/Insiders'. The Policy is available on the company's website.

22. 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

23. ACKNOWLEDGEMENT:

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 22nd July, 2023

Anal R. Desai
Chairperson
DIN : 02636329

VOLUNTARY REPORT ON CORPORATE GOVERNANCE**INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31st March, 2023 and also up to the date of this Report.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

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

2. BOARD OF DIRECTORS:**(a) Composition and Category of Directors as on 31st March, 2023:**

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 2022-23	Attendance at the AGM held on 29 th September, 2022 (Y)/(N)
			Member	Chairman		
Anal R. Desai	Non-executive Independent	-	-	-	5	Y
Kashyap R. Mehta	Non-executive Independent	3	1	3	5	Y
Hemendra C. Shah	Non-executive Independent	6	6	4	5	Y

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

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

(b) Directorship in Listed Entities other than Prism Finance Limited and the category of directorship as on 31st March, 2023 is as follows:

Name of Director	Name of listed Company	Category of Directorship
Mr. Hemendra C. Shah	Deep Industries Limited	Independent Director
	Asian Granito India Limited	
	Denis Chem Lab Limited	
	Sakar Healthcare Limited	
	Deep Energy Resources Limited	
Mr. Kashyap R. Mehta	Gujarat Craft Industries Limited	Independent Director Independent Director
	Typhoon Financial Services Limited	
Ms. Anal R. Desai	NIL	-

(c) Relationships between directors inter-se:

None of the directors are related to each other.

(d) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1st April, 2022 to 31st March, 2023 were held 5 times on 27-05-2022, 18-07-2022, 12-08-2022, 14-11-2022 and 10-02-2023.

e) Familiarisation Program for Independent Directors:

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

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

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

f) Shareholding of Non- Executive Directors as on 31st March, 2023:

Name of the Non-Executive Director	No. of Equity Shares held	% of total Shareholding	No. of Convertible Instruments
Mr. Kashyap R. Mehta	1,08,000	1.66%	Nil as Not Issued by the Company
Ms. Anal R. Desai	Nil	-	
Mr. Hemendra C. Shah	Nil	-	
Total	1,08,000	1.66%	

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

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

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

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

Name of Director	Business Leadership	Industry Domain Knowledge	Financial Expertise	Governance & Compliance
Ms. Anal R. Desai	Y	Y	Y	Y
Mr. Hemendra C. Shah	Y	Y	Y	Y
Mr. Kashyap R. Mehta	Y	Y	Y	Y

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

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

- i) The Disclosure with respect to resignation of Independent Director of the Company with respect to Clause 2(j) of para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable during the year under review.

3. AUDIT COMMITTEE:

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

Name of the Directors	Expertise	Terms of reference & functions of the Committee	No. of Meetings attended during 2022-23
Anal R. Desai, Chairperson	All members are Non executive. Chairperson is Independent Director and majority are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	5 of 5
Kashyap R. Mehta, Member			5 of 5
Hemendra C. Shah, Member			5 of 5

The Audit Committee met 5 times during the Financial Year 2022-23. The maximum gap between two meetings was not more than 120 days. The Committee met on 27-05-2022, 18-07-2022, 12-08-2022, 14-11-2022 and 10-02-2023. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee consists of the following Directors as on date of the Report:

Name of the Directors	Functions of the Committee	No. of Meetings attended during 2022-23
Hemendra C. Shah Chairman	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	During the year under review, one meeting was held i.e. on 10-02-2023.
Anal R. Desai, Member		
Kashyap R. Mehta, Member		

Terms of reference and Nomination & Remuneration Policy:

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

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

Performance Evaluation Criteria for Independent Directors:

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

5. REMUNERATION OF DIRECTORS:

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

PRISM FINANCE LIMITED

- The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non Executive Directors.
- Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
- There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31st March, 2023.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

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

1. Ms. Anal R. Desai	Chairperson
2. Mr. Kashyap R. Mehta	Member
3. Mr. Hemendra C. Shah	Member

The SRC met 5 times during the Financial Year 2022-23 on 27-05-2022, 18-06-2022, 12-08-2022, 14-11-2022 and 10-02-2023. The necessary quorum was present for all Meetings.

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31st March, 2023.

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

7. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue
2019-20(26 th AGM)	29-09-2020	12.00 Noon	Through VC/OAVM Special Resolution: No Special resolutions passed
2020-21(27 th AGM)	29-09-2021	12.00 Noon	Through VC/OAVM Special Resolution: No Special resolutions passed
2021-22(28 th AGM)	29-09-2022	12.00 Noon	Through VC/AOVM Special Resolution: 1. Authority to Board of Directors under Section 186 of the Companies Act, 2013; 2. Regularization of Mr. Hemendrakumar C. Shah as Independent Director of the Company for the 1 st term of 5 years w.e.f. 4 th December, 2021.

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2022-23.

8. MEANS OF COMMUNICATION:

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

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

During the year ended on 31st March, 2023, no presentations were made to Institutional Investors or analyst or any other enterprise.

9. GENERAL SHAREHOLDERS' INFORMATION:

a)	Registered Office	301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015.
b)	Annual General Meeting	Day : Saturday Date : 30 th September, 2023 Time : 12.00 Noon Venue : Through Video Conferencing (VC) /Other Audio Visual Means (OAVM)*Pursuant to MCA / SEBI Circulars. For details please refer to the Notice to the AGM.
c)	Financial Year	1 st April, 2022 to 31 st March, 2023
d)	Financial Calendar	1 st Quarter Results Mid - August, 2023. Half-yearly Results Mid - November, 2023. 3 rd Quarter Results Mid - February, 2024. Audited yearly Results End - May, 2024.
e)	Book Closure Dates	From : Sunday, 24 th September, 2023. To : Saturday, 30 th September, 2023. (Both days inclusive).
f)	Dividend Payment Date	Not Applicable
g)	Listing of Shares on Stock Exchanges	1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. The Company has paid the annual listing fees for the financial year 2023-24 to BSE Limited.
h)	Stock Exchange Code	Stock Exchange Code BSE 531735
i)	Registrar and Share Transfer Agents	Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company: Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ahmedabad - 380006 Tele. No. : 079 26465179, email id: ahmedabad@linkintime.co.in
j)	Share Transfer System	Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 th June, 2018, SEBI has amended Regulation 40 of the Listing regulations effective from 1 st April 2019, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. However, the transfer deed(s) lodged prior to the 1 st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1 st April 2019 with the Registrar and Share transfer Agents of the Company. Hence, Shareholders are advised to get their shares dematerialized. In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

PRISM FINANCE LIMITED

k) Stock Price Data :

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

Month	BSE			BSE Sensex
	High (₹)	Low (₹)	Shares Traded (No.)	
April, 2022	38.25	36.35	1300	57,060.87
May, 2022	40.40	38.40	500	55,566.41
June, 2022	36.50	27.55	8300	53,018.94
July, 2022	30.30	28.80	500	57,570.25
August, 2022	-	-	-	59,537.07
September, 2022	29.00	29.00	200	57,426.92
October, 2022	-	-	-	60,746.59
November, 2022	-	-	-	63,099.65
December, 2022	28.00	26.60	3100	60,840.74
January, 2023	25.30	21.00	1900	59,549.90
February, 2023	20.00	20.00	200	58,962.12
March, 2023	-	-	-	58,991.52

l) Distribution of Shareholding as on 31st March, 2023:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	1216	74.06	90810	1.40
501 to 1000	302	18.39	283200	4.36
1001 to 2000	11	0.67	17400	0.27
2001 to 3000	26	1.58	62600	0.96
3001 to 4000	1	0.06	3600	0.06
4001 to 5000	18	1.10	88700	1.36
5001 to 10000	11	0.67	93100	1.43
10001 to above	57	3.47	5860890	90.16
Grand Total	1642	100.00	6500300	100.00

m) Category of Shareholders as on 31st March, 2023:

Category	No. of Shares held	% of Shareholding
Promoters	29,83,690	45.90
Financial Institutions/Banks	-	-
Mutual Funds	-	-
Bodies Corporate	5,37,000	8.26
NRIs & CM	3,37,600	5.19
Public	2642010	40.65
Grand Total	65,00,300	100.00

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

o) Dematerialisation of Shares and liquidity :

Approximately 52.87% of the Equity Shares have been dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE429Q01019.

p) **Commodity Price Risks and Commodity Hedging Activities:**

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

q) **CREDIT RATINGS:**

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

10. ADDRESS FOR CORRESPONDENCE:

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

Link Intime India Private Limited,
506-508, Amarnath Business Centre-1
(ABC-1), Besides Gala Business Centre, Near, St. Xavier's College Corner
Off C G Road, Ahmedabad - 380006
Tele. No. : 079 26465179
Email: ahmedabad@linkintime.co.in

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

11. MANAGEMENT DISCUSSION AND ANALYSIS:

a. Industry Structure and Developments:

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

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

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

b. Opportunities and Threats:

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

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

c. Segment wise Performance:

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

d. Recent Trend and Future Outlook:

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

e. Risks and Concerns:

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

PRISM FINANCE LIMITED

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 2022-23 is described in the Directors' Report under the head 'Review of Operation'.

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

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

i. Key Financial Ratios:

Key Ratios	FY 2022-23	FY 2021-22	Change %	Explanation, if required
Debtors Turnover	NA	NA	-	-
Inventory Turnover	NA	NA	-	-
Interest Coverage Ratio	(34.00) Times	16.66 Times	304.08%	-
Current Ratio	NA	NA		
Debt Equity Ratio	0.047	0.005	840%	-
Operating Profit Margin (%)	As the revenue from operations is being Profit/ Loss generated from		-	-
Net Profit Margin (%)	Financing Activities, the percentage of margin on revenue are irrelevant		-	-
Return on Net worth	57.60%	57.60%	94%	-

j. Cautionary Statement:

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

12. DISCLOSURES:

- The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- The Company is in compliance with all mandatory requirements under Listing Regulations. Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.
- The policy on related party transactions is disclosed on the Company's website viz. www.prismfinance.in.
- The Company has followed all relevant Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015.
- The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement (QIP) during the financial year and hence no disclosure is required with respect to Clause 10(h) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- A Certificate from M/s. Nishant Pandya & Associates, Company Secretaries to the effect that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been attached as **Annexure –C**.

- i. During the financial year, the Board of Directors of the Company has not rejected any recommendation of any committee of the Board which was mandatorily required under the Companies Act, 2013 or the Listing Regulations.
- j. The details of total fees for all services paid by the Company to the statutory auditor of the Company and all entities in the network firm/network entity of which the statutory auditor is a part are as follows:

Type of fee	2022-23 (Rs.)	2021-22 (Rs.)
Audit Fees	1,50,000	1,50,000

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

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

- l. During the FY 2022-23, the Company has not given any 'Loans and Advances' in the nature of loan to Firms/ Companies in which Directors are interested.
- m. The Company does not have material subsidiary Companies as on reporting date. Hence, the said disclosure is not applicable.

13. DETAILS OF NON COMPLIANCE CORPORATE GOVERNANCE REQUIREMENT:

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

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

- i. The Company has a Non – Executive Chairman.
- ii. The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
- iii. The Company's financial statements for the financial year 2022-23 do not contain any audit qualification.
- iv. The internal auditors report to the Audit Committee.

15. The Company, on voluntary basis, is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

16. The Company is managed by Independent Directors in coordination with the Chief Financial Officer and Company Secretary as Senior Management team. As on 31st March, 2023, the Company has three (3) Independent Directors on its Board including one Woman Director.

The Independent Directors on the Board are qualified, experienced, competent and highly reputed persons from their respective fields.

There is no change in the Senior Management since the close of the previous financial year 2021-22.

For and on behalf of the Board,

Place : Ahmedabad
Date : 19th July, 2023

Anal R. Desai
Chairperson
DIN : 02636329

DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31st March, 2023.

For Prism Finance Limited,

Place : Ahmedabad
Date : 19th July, 2023

Anal R. Desai
Chairperson
DIN : 02636329
Chiraj J. Desai
CFO

CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of conditions of Corporate Governance by **Prism Finance Limited**, for the year ended on 31st March, 2023 and also up to the date of this report as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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

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

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

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

**KASHYAP R. MEHTA
PROPRIETOR**

FCS: 1821 COP: 2052

FRN: S2011GJ166500

UDIN:F001821E000640272

Date : 19th July, 2023

Place : Ahmedabad

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives **whether electronically or otherwise** during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2023** 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, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Audit Period);
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the Company is not registered as Registrar to Issue and Share transfer agent during audit period;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(Not Applicable during the audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the audit period);
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015; and
- (vi) Various common laws applicable to the activities of the Company such as The Reserve Bank of India Act, 1934, Prevention of Money Laundering Act, 2002, Income Tax, Act, 1961, Chapter V of the Finance Act, 1994 (Service Tax), Land Laws, Stamp Act, for which we have relied on Certificates/ Reports/ Declarations/Consents/Confirmations

PRISM FINANCE LIMITED

obtained by the Company from the experts of the relevant field such as Advocate, Consultants, Chartered Accountants and officers of the Company and have found that the Company is generally regular in complying with the provisions of various applicable Acts.

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

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

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

The following are our observations during the Audit:

The Company does not have a Managing Director pursuant to section 203, of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

We further report that:

As on date the Company is professionally managed by Non-Executive Independent Directors in its Board structure. There were no changes in the composition of the Board of Directors and Key Managerial Personnel during the period under review.

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

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

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

We further report that during the audit period the Company has at the Annual General Meeting of the Company held on 29th September, 2022 duly passed Two Special Resolutions in connection with:

- Authority to Board of Directors under Section 186 of the Companies Act, 2013;
- Regularization of Mr. Hemendrakumar C. Shah as an Independent Director of the Company for the first term of 5 years w.e.f. 4th December, 2021.

**For NISHANT PANDYA & ASSOCIATES
COMPANY SECRETARIES**

**NISHANT PANDYA
PROPRIETOR**

ACS: 51005 COP: 22435 PR-2552/2022

FRN: S2019GJ700100

UDIN: A051005E000639736

Place : Ahmedabad

Date : 19th July, 2023

Disclaimer: We have conducted the assignment by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations /guidelines listed in our report which have been complied by the Company pertaining to Financial Year 2022-23. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time or still there is time line to comply with such compliances.

Note:

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

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

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

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

**For NISHANT PANDYA & ASSOCIATES
COMPANY SECRETARIES**

**NISHANT PANDYA
PROPRIETOR**

ACS: 51005 COP: 22435 PR-2552/2022

FRN: S2019GJ700100

UDIN: A051005E000639736

Place : Ahmedabad
Date : 19th July, 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 and as on date have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Anal Ruchir Desai*	02636329	30-03-2009
2	Kashyap Rajendrabhai Mehta*	00005063	06-06-2007
3	Hemendrakumar Chamanlal Shah **	00077654	04-12-2021

*reappointed as Independent Directors of the Company for a 2nd consecutive term of 5 years w.e.f. 28th September, 2019.

** appointed as an Independent Director for 1st consecutive years term of 5 years w.e.f. 4th December, 2021.

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

For NISHANT PANDYA & ASSOCIATES
COMPANY SECRETARIES
FRN: S2019GJ700100

Place : Ahmedabad
 Date : 19th July, 2023

NISHANT PANDYA
PROPRIETOR
ACS: 51005 COP: 22435 PR-2552/2022
UDIN: A051005E000639758

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
CSR Report for the financial year ended 31st March, 2023
[Pursuant to Section 135 of the Companies Act, 2013]

Sr.No.	Particulars	Information			
1	Brief outline of CSR Policy of the Company	In compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Company has framed a CSR Policy. The Board of Directors approved the CSR spending on sectors like Education & Promoting healthcare etc.			
2	The Composition of the CSR Committee:As per Section 135(9) of the Companies Act, 2013 if the amount to be spent by a company under section 135(5) of the Companies Act, 2013 does not Rs. 50.00 lakh, then the requirement under 135(1) of the Companies Act, 2013 for constitution of the Corporate Social Responsibility Committee is not be applicable and the functions of such CSR Committee as provided under section 135 of the Companies Act, 2013 shall, be discharged by the Board of Directors the Company. The Company was required to spend Rs. 9.13 Lakh towards CSR during the year 2022-23. Accordingly, the Company has not constituted CSR committee and functions of CSR committee are being discharged by the Board of Directors of the Company.				
	Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year*	Number of meetings of CSR Committee attended during the year*
	1	Ms. Anal R. Desai	Chairperson	N.A.	N.A.
	2	Mr. Hemendra C. Shah	Director	N.A.	N.A.
	3	Mr. Kashyap R. Mehta	Director	N.A.	N.A.
	* The Board of Directors in their meeting held on 27 th May, 2022 approved CSR policy and also CSR contribution/ amount to be spent during the year 2022-23.All the Directors were present at the said meeting.				
3	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.prisminfinance.in			
4	Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	Not Applicable			
5	(a) Average net profit of the company as per sub-section (5) of section 135.	Rs. 456.44 Lakh			
	(b) Two percent of average net profit of the company as per sub-section (5) of section 135.	Rs. 9.13 Lakh			
	(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil			
	(d) Amount required to be set off for the financial year, if any	Nil			
	(e) Total CSR obligation for the financial year [(b)+(c)-(d)].	Rs. 9.13 Lakh			
6	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – Rs. 11.00 Lakh				
	(b) Amount spent in Administrative Overheads - NIL				
	(c) Amount spent on Impact Assessment, if applicable - NIL				
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)] - Rs. 11.00 Lakh				

PRISM FINANCE LIMITED

	(e)	CSR amount spent or unspent for the Financial Year: Rs. 11.00 Lakh							
		Total Amount Spent for The Financial Year (in Rs.)	Amount Unspent (in Rs.)						
			Total Amount Transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.				
			Amount	Date of transfer	Name of the Fund	Amount	Date of transfer		
		Rs. 11.00 Lakh	N.A.	N.A.	N.A.	N.A.	N.A.		
	(f)	Excess amount for set off, if any: -							
		Sr. No. (1)	Particulars (2)					Amount (in Rs.) (3)	
		(i)	Two percent of average net profit of the company as per sub-section (5) of section 135					Rs. 9.13 Lakh	
		(ii)	Total amount spent for the Financial Year					Rs. 11.00 Lakh	
		(iii)	Excess amount spent for the financial year [(ii)-(i)]					Rs. 1.87 Lakh	
		(iv)	Surplus arising out of the CSR projects or Programmes or activities of the previous financial years, if any					NIL	
	(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]					Rs. 1.87 Lakh		
7.	(a)	Details of Unspent CSR amount for the preceding three financial years:							
		1	2	3	4	5	6	7	8
		Sr No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under sub-section(6) of section 135. (in Rs.)	Balance Amount in Unspent CSR Account under sub-section(6) of section 135 (in Rs.)	Amount Spent in the Financial Year	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any.	Amount remaining to be spent in succeeding Financial year (in Rs)	Deficiency, if any
						Amount (in Rs)	Date of transfer		
		NIL / Not Applicable							
8	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO								
	If Yes, enter the number of Capital assets created/ acquired : Not Applicable								
	Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:								
	Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]			Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner	
							CSR Registration Number, if applicable	Name	Registered Address
(1)	(2)			(3)	(4)	(5)	(6)		
	Not Applicable								
9	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- Not Applicable								

For and on behalf of the Board,

Place : Ahmedabad
Date : 22nd July, 2023

Anal R. Desai
Chairperson
DIN : 02636329

Kashyap Mehta
Director
DIN : 00005063

INDEPENDENT AUDITORS' REPORT

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

Report on the Audit of the Standalone IND AS financial statements**Opinion**

We have audited the accompanying standalone INDAS financial statements of **PRISM FINANCELIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone IND AS financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone IND AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

PRISM FINANCE LIMITED

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 standalone IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone IND AS Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, we report that the company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. As required by Section 143(3) of the Act, based on our audit 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 standalone Balance Sheet, the standalone Statement of Profit and Loss including Other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us
 - i. The Company has disclosed the impact of pending litigations on its financial position in the standalone Ind AS Financial Statements (Refer Note No 3(1) to the Standalone Ind AS Financial Statements.)
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

PRISM FINANCE LIMITED

- v. The company has not declared and paid any Interim dividend nor has proposed any final dividend during the previous year, and hence the question of Compliance and applicability of Section 123 of the Companies Act does not arise.

For, Apaji Amin & Co LLP
Chartered Accountants
FRN : 100513W/W100062

Place : Ahmedabad
Date : 29.05.2023

Rity Malhotra
Partner
Mem. No.: 157385
UDIN -23157385BHAHIR4563

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **PRISM FINANCE LIMITED** of even date)

With reference to the Annexure A, referred to in the Independent Auditors Report to the members of the Company on the Standalone IND AS financial statements for the year ended on 31st March 2023, we report following :

- i) Property Plant and Equipments
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any intangible assets. Hence reporting under clauses 3(i)(a) & (d) are not applicable.
- b) According to the information and explanations given to us, the property, plant and equipment are physically verified in a phased manner by the management during the year, 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 verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) (a) As explained to us, the company does not hold any inventories. Hence, reporting under paragraph 3(ii)(a) of the order is not applicable.
- (b) The Company has not been sanctioned working capital limits (including fund based and non-fund-based limits) in excess of Rs. Five crores in aggregate from banks on the basis of security of the current assets. Hence, reporting under paragraph 3(ii)(b) of the order is not applicable.
- iii) According to the information and explanations given to us, during the year, in ordinary course of business, the company has provided loans, secured and unsecured to the companies and other parties. With respect to such loans and advances;
- (a) During the Year, the company has provided loans to the companies and other parties

- A) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such loans to its subsidiaries, joint ventures and associates is as under

Rs. In Lacs

Particulars	Loans	Advances in nature of loans	Guarantees	Security
Aggregate amount during the year - Associates	Nil	Nil	Nil	Nil
Balance outstanding as at balance sheet date - Associates	20.94 Lacs	Nil	Nil	Nil

- B) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such loans to parties other than its subsidiaries, joint ventures and associates is as under

Rs. In Lacs

Particulars	Loans	Advances in nature of loans	Guarantees	Security
Aggregate amount during the year - Others	135.54 Lacs	Nil	Nil	Nil
Balance outstanding as at balance sheet date - Others	96.17 Lacs	Nil	Nil	Nil

- (b) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of all loans are, prima facie, not prejudicial to the Company's interest.
- (c) In our opinion and according to the information and explanations given to us, in respect of loans, the schedule of repayment of principal and payment of interest has generally not been stipulated however the repayments or receipts are regular during the year.
- (d) In our opinion and according to the information and explanations given to us, no amount is overdue in respect of loans outstanding during the year under review.
- (e) No amount granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties
- (f) The Company has granted loans repayable on demand or without specifying the terms or period of repayment during the year, which are as under

Particulars	Promoters	Related Parties
Aggregate amount of loans at the year end	34.33 Lakh	33.90 Lakh
Percentage thereof of total loans granted at the year end	50.31%	49.69%

- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any investment or given guarantee or security during the year under review. Accordingly, clause 3(iv) of the order is not applicable.
- v. The Company has not accepted any deposits from the public during the year under review. Accordingly, clause 3(v) of the Order is not applicable.
- vi. The Central Government of India has not specified the maintenance of cost records under Sub-section (1) of Section 148 of the Companies Act 2013. Hence, paragraph 3(vi) of the order is not applicable.
- vii. (a) The company does not have liability in respect of Service Tax, Duty of excise, Sales tax and value added tax during the year since effective 1st July 2017, these statutory dues has been subsumed in to Goods & Service Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income-tax, duty of customs, Goods & Service Tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As informed to us, the company is not liable to pay Provident fund and ESIC.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, duty of customs, Goods & Service Tax, cess and other material statutory dues were in arrears as at 31st March 2023 for a period of more than six months from the date it became payable.

PRISM FINANCE LIMITED

- (b) According to the information and explanations given to us, there are no material dues of, Income tax and Goods & Service Tax, which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to information & explanations given to us, the company does not have any borrowings from Banks, Financial Institutions, Government or, debenture holders. Accordingly, reporting under paragraph 3(ix) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us, the company does not have subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xii. (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not required.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the IND AS Financial Statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is registered as Non-Banking Financial Institution (NBFI) and is holding a Certificate of Registration (COR) from Reserve Bank of India to carry on business of NBFI in terms of Section 45-1A of the RBI Act, 1934.
- (b) The Company has not conducted any Non – Banking Financial activities without a valid Certificate of registration from Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company ('CIC') and hence reporting under paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, the Group does not have any CIC.

- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, reporting under Paragraph 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations give to us, the company has spent required amount u/s 135 of the Act.

For, Apaji Amin & Co LLP
Chartered Accountants
FRN : 100513W/W100062

Rity Malhotra
Partner

Place : Ahmedabad
Date : 29.05.2023

Mem. No.: 157385
UDIN -23157385BHAHIR4563

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of PRISM FINANCE LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of **PRISM FINANCE LIMITED** (the “Company”) as of March 31, 2023 in conjunction with our audit of the standalone IND AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

PRISM FINANCE LIMITED

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For, Apaji Amin & Co LLP
Chartered Accountants
FRN : 100513W/W100062

Rity Malhotra
Partner

Place : Ahmedabad
Date : 29.05.2023

Mem. No.: 157385
UDIN -23157385BHAHIR4563

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

Particulars	Refer Note No.	As At	
		31 st March, 2023 (Rs. In Lakhs)	31 st March, 2022 (Rs. In Lakhs)
I ASSETS :			
1) Financial Assets			
a) Cash and cash equivalents	A	5.01	17.70
b) Trade Receivables	B	-	-
c) Loans	C	78.69	68.23
d) Investments	D	1,657.99	2,040.80
e) Other Financial assets	E	1.09	1.09
2) Non-Financial Assets			
a) Property Plant & Equipment	F	44.21	9.62
b) Other Non-Financial Assets	G	50.00	193.54
TOTAL		1,836.99	2,330.97
II LIABILITIES AND EQUITY:			
LIABILITIES			
1) Financial Liabilities			
a) Trade payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	H	0.04	24.38
b) Borrowings	I	30.60	3.39
c) Other Financial Liabilities	J	2.44	3.25
2) Non-Financial Liabilities			
a) Current tax liabilities (net)	K	-	98.51
b) Other non-financial liabilities	L	5.70	3.11
EQUITY			
a) Equity Share capital	M	650.03	650.03
b) Other Equity	N	1,148.18	1,548.30
TOTAL		1,836.99	2,330.97

Significant Accounting Policies &
Other Notes to Accounts

1 to 3

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

As per our Report of even date attached
For Apaji Amin & Co. LLP
Chartered Accountants
Firm Regn. No.:100513W/W100062

CA Rity Malhotra
Partner
Membership No: 157385
UDIN - 23157385BHAIHR4563

Place : Ahmedabad
Dated : 29/05/2023

**For and on behalf of the Board of Directors of
Prism Finance Limited**

Palak D. Parekh
Company Secretary &
Compliance Officer

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 29/05/2023

Anal R. Desai
Chairperson
DIN : 02636329

Kashyap R. Mehta
Director
DIN : 00005063

PRISM FINANCE LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

Particulars	Refer Note No.	For the Year ended On 31 st March, 2023 (Rs. In Lakhs)	For the Year ended On 31 st March, 2022 (Rs. In Lakhs)
Revenue from Operations			
i) Interest Income	O	39.60	47.14
ii) Dividend income		104.59	49.48
iii) Rental Income		-	-
iv) Net gain/(Loss) on fair value changes	R	-	1,245.99
I Total Revenue from operations		144.19	1,342.61
II Other income		0.42	-
III Total Income		144.61	1,342.61
IV Expenses :			
i) Finance cost	P	11.35	75.14
ii) Fees and commission expense	Q	3.37	3.32
iii) Net loss on fair value changes	R	406.96	-
v) Employee Benefits Expenses	S	37.30	32.85
vi) Depreciation, amortization and impairment	F	1.26	0.30
vii) Other expenses	T	81.68	54.73
IV Total Expenses		541.91	166.35
V Profit/(Loss) Before Exceptional Items and Tax (III-IV)		(397.30)	1,176.26
VI Exceptional Items			
VII Profit/(loss) Before Tax (V-VI)		(397.30)	1,176.26
VII Tax Expense			
1) Current Tax (Including short/excess provision of Earlier years)	U	-	105.88
2) Deferred Tax		2.83	-
IX Profit /(loss) for the year (VII-VIII)		(400.13)	1,070.37
X Other Comprehensive Income (OCI)			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax impact there on		-	-
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax impact there on		-	-
X Total Other Comprehensive Income (OCI)			
XI Total Comprehensive Income for the year (IX+X)		(400.13)	1,070.37
XII Earnings per equity share			
1) Basic	V	(0.62)	16.47
2) Diluted		(0.62)	16.47

Significant Accounting Policies & other notes to accounts

As per our Report of even date attached
For Apaji Amin & Co. LLP
Chartered Accountants
 Firm Regn. No.:100513W/W100062

CA Rity Malhotra
 Partner
 Membership No: 157385
 UDIN - 23157385BHAIHR4563

Place : Ahmedabad
 Dated : 29/05/2023

**For and on behalf of the Board of Directors of
 Prism Finance Limited**

Palak D. Parekh
 Company Secretary &
 Compliance Officer

Chirag J. Desai
 Chief Financial Officer

Place : Ahmedabad
 Date : 29/05/2023

Anal R. Desai
 Chairperson
 DIN : 02636329

Kashyap R. Mehta
 Director
 DIN : 00005063

Notes forming part of standalone financial statements.

Standalone Statement of Changes in Equity

(Rs. In Lakhs)

A) EQUITY SHARE CAPITAL

Particulars

For the year ended 31st March, 2023

Balance as at 1st April 2022	650.03
Changes in equity share capital during the year	-
Issued during the year	-
Balance as at 31st March 2023	650.03

For the year ended 31st March, 2022

Balance as at 1st April 2021	650.03
Changes in equity share capital during the year -	-
Balance as at 31st March 2022	650.03

B) OTHER EQUITY

Reconciliation of Other Equity as at 31st March 2023

Particulars	Reserves and Surplus		Total
	Reserves Fund as per RBI Act	Retained Earnings	
Balance at the beginning of the reporting period	59.12	84.08	143.20
Profit/(Loss) for the year	66.95	267.78	334.73
Balance at the end of the reporting period	126.07	351.86	477.93
Reconciliation of Other Equity as at 31st March 2022			
Balance at the beginning of the reporting period	126.07	351.86	477.93
Profit/(Loss) for the year	214.07	856.30	1,070.37
Balance at the end of the reporting period	340.14	1,208.16	1,548.30

As per our Report of even date attached
For Apaji Amin & Co. LLP
Chartered Accountants
 Firm Regn. No.:100513W/W100062

CA Rity Malhotra
 Partner
 Membership No: 157385
 UDIN - 23157385BHAIHR4563

Place : Ahmedabad
 Dated : 29/05/2023

**For and on behalf of the Board of Directors of
 Prism Finance Limited**

Palak D. Parekh
 Company Secretary &
 Compliance Officer

Chirag J. Desai
 Chief Financial Officer

Place : Ahmedabad
 Date : 29/05/2023

Anal R. Desai
 Chairperson
 DIN : 02636329

Kashyap R. Mehta
 Director
 DIN : 00005063

PRISM FINANCE LIMITED

**STANDALONE STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST
MARCH, 2023**

	Year 2022-23 (Rs. In Lakhs)	Year 2021-22 (Rs. In Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extra-ordinary items	(397.30)	1,176.26
Adjustments for :-		
- Depreciation	1.26	0.30
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<u>1.26</u>	<u>0.30</u>
	(396.04)	1,176.56
Adjustments for :-		
- Trade Receivables	-	-
- Other Financial & Non-Financial Assets	143.54	(85.35)
- Long/Short term Loans & Advances	(10.46)	192.52
- Trade payables & Other Liabilities	(121.07)	75.53
	<u>12.00</u>	<u>182.70</u>
CASH GENERATED FROM OPERATIONS	(384.04)	1,359.26
Income tax paid	(2.83)	(105.88)
	<u>(2.83)</u>	<u>(105.88)</u>
NET CASH FROM OPERATING ACTIVITIES (A)	(386.86)	1,253.37
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipments	(35.85)	(1.86)
Purchase of /additions in investments measured at FVTPL	382.81	(1,067.46)
Sales/reduction in Investments measured at FVTPL	-	-
NET CASH FLOW FROM INVESTMENT ACTIVITIES (B)	346.96	(1,069.32)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Changes in Short Term/Long Term Borrowing	27.22	(172.61)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	27.22	(172.61)
NET DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(12.69)	11.44
Cash & Cash Equivalents at the beginning of the Year	17.70	6.26
Cash & Cash Equivalents at the end of the Year	5.01	17.70

As per our Report of even date attached
For Apaji Amin & Co. LLP
Chartered Accountants
 Firm Regn. No.:100513W/W100062

CA Rity Malhotra
Partner
 Membership No: 157385
 UDIN - 23157385BHAHIR4563

Place : Ahmedabad
 Dated : 29/05/2023

**For and on behalf of the Board of Directors of
 Prism Finance Limited**

Palak D. Parekh
 Company Secretary &
 Compliance Officer

Anal R. Desai
 Chairperson
 DIN : 02636329

Chirag J. Desai
 Chief Financial Officer

Kashyap R. Mehta
 Director
 DIN : 00005063

Place : Ahmedabad
 Date : 29/05/2023

1. Company Information:

Prism Finance Limited ('the Company') (CIN: L63910GJ1994PLC021915), incorporated in India is public limited company, headquartered in Ahmedabad. The company is Non-Banking Financial Company ('NBFC') as defined in Section 451A of the Reserve Bank of India ('RBI') Act, 1934 engaged in the business of Finance and Investments. The Equity shares of the company are listed on Bombay Stock Exchange (BSE) (Code: 531735).

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

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

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

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

These standalone or separate financial statements were approved by the Company's Board of Directors and authorised for issue on 29th May, 2023.

2.2 Measurement of Fair Values:

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

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

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

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

Judgements

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

(i) Determination of Functional Currency

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

(ii) Provisions and other contingent liabilities

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

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

(iii) Impairment of Financial Instrument

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

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

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

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

2.4 Revenue Recognition:

a) Recognition of interest income on loans

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

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

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

b) Rental Income:

In respect of lease rentals arising out of lease agreements and hire purchase charges arising out of hire purchase agreements. It is the company's general policy to accrued income/ expenses as per the terms of the agreement entered into with the lessee, lessors and hirers from time to time.

c) Dividend and Interest Income :

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

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

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

2.5 Property, Plant & Equipment & Depreciation :-

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

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

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

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

2.6 Financial instruments:**a) Financial Assets****i) Debt Instruments at Amortised Cost**

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

ii) Debt Instruments at FVTPL

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

iii) Equity Instruments at FVTPL

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

iv) De-Recognition

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

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

b) Financial Liabilities**i) Recognition**

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

ii) De-Recognition

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

iii) Off-setting

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

2.7 Finance Cost:

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

2.8 Taxation - Current and deferred tax**a) Current tax:**

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

b) **Deferred tax:**

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

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. However, in despite of absence of certainty of future Taxable Profits we have made Provision for deferred Tax as per Ind AS 12.

2.9 **Provisions:**

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

2.10 **Earnings Per Share:**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus for the year ended 31st March, 2023

2.11 **Cash and cash equivalents:**

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

3. **NOTES FORMING PART OF FINANCIAL STATEMENTS**

1) **Contingent Liability** : **NIL (PY – NIL)**

There are no contingent liabilities as identified by management.

2) The company has sought balance confirmations from Financial & non Financial liabilities, loans & advances and financial assets wherever such balance confirmations are received by the Company, the same are reconciled and appropriate adjustments if required, are made in the books of account.

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

4) All the investments are held by the company in its own name in demat/physical form. Regarding certain investments held in the physical form, the company is in the process to dematerialize the same.

5) **Deferred Tax:**

The Company has adopted Indian Accounting Standard (IND AS- 12) "Income Taxes", issued by The Institute of Chartered Accountants of India. Despite of absence of any virtual certainty of future taxable profit, deferred tax asset has been recognized in the books as at 31st March, 2023

6) Previous years figures have been regrouped and rearranged where ever necessary to make them comparable with current year figures.

7) **Financial Risk Management:**

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

Market Risk:

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

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

Credit Risk:

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

Liquidity Risk:

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

8) **Financial Instruments:**

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

Particulars	(Amount Rs. in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
	Carrying Value / Fair Value	
Financial Assets		
Measured at FVTPL		
(i) Trade and Other Receivables	-	-
(ii) Investments	1657.99	2,040.80
Measured at Amortised Cost		
(i) Cash and Cash Equivalents	5.01	17.70
(ii) Loans	78.69	68.23
(iii) Other Financial Assets	1.09	1.09
Financial Liabilities		
Measured at Amortised Cost		
(i) Trade Payables	0.04	24.38
(ii) Borrowings	30.60	3.39
(iii) Other Financial Liabilities	2.44	3.25

B) Maturity of Financial Assets and Liabilities

Particulars	(Amount Rs. in Lakhs)		
	Within 12 months	After 12 months	As At March 31, 2023
I ASSETS :			
1) Financial Assets			
a) Cash and cash equivalents	5.01		5.01
Bank Balance other than (a) above			-
b) Trade Receivables			-
c) Loans		78.69	78.69
d) Investments		1657.99	1657.99
e) Other Financial assets		1.09	1.09
2) Non-Financial Assets			
a) Property Plant & Equipment		44.21	44.21
b) Other Non-Financial Assets		50.00	50.00
TOTAL	5.01	1831.98	1836.99

PRISM FINANCE LIMITED

II LIABILITIES AND EQUITY:			
LIABILITIES			
1) Financial Liabilities			
a) Trade payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	0.04		0.04
b) Borrowings		30.60	30.60
c) Other Financial Liabilities	2.44		2.44
2) Non-Financial Liabilities			
a) Current tax liabilities (net)	-		-
b) Other non-financial liabilities	5.70		5.70
TOTAL	8.18	30.60	38.78

(Amount Rs. in Lakhs)

Particulars	Within 12 months	After 12 months	As At March 31, 2022
I ASSETS :			
1) Financial Assets			
a) Cash and cash equivalents	17.70		17.70
Bank Balance other than (a) above			-
b) Trade Receivables			-
c) Loans		68.23	68.23
d) Investments		2040.80	2040.80
e) Other Financial assets		1.09	1.09
2) Non-Financial Assets			
a) Property Plant & Equipment		9.62	9.62
b) Other Non-Financial Assets		193.54	193.54
TOTAL	17.70	2313.27	2330.97

II LIABILITIES AND EQUITY:			
LIABILITIES			
1) Financial Liabilities			
a) Trade payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	24.38		24.38
b) Borrowings		3.39	3.39
c) Other Financial Liabilities	3.25		3.25
2) Non-Financial Liabilities			
a) Current tax liabilities (net)	98.51		98.51
b) Other non-financial liabilities	3.11		3.11
TOTAL	129.25	3.39	132.64

Price Risk

The Company is exposed to equity price risk arising from investments held by the Company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. To manage its price risk arising from investment in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. The majority of the company's equity investments are listed on the Bombay Stock Exchange (BSE) or the National Stock Exchange (NSE) in India. The impact of increase / decrease of index on company's equity and profit for the year assuming that all the company's equity investments moved in line with the Index.

Particulars	Rs. In Lakhs	
	Impact on profit / loss before tax March 31, 2023	March 31, 2022
NSE / BSE Index - increase by 2%.....		38.26
NSE / BSE Index - decrease by 2%.....		(38.26)

Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

	Rs. In Lakhs			
Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2023				
Financial Assets				
Investments	1557.37	-	100.62	1657.99
Total	1557.37	-	100.62	1657.99
As at March 31, 2022				
Financial Assets				
Investments	1912.90	-	127.90	2040.80
Total	1912.90	-	127.90	2040.80

9) **Related Party Transactions:**

In view of Indian Accounting Standard (IND AS-24) "Related Party Disclosures" issued by the Institute of Chartered Accountant of India and made mandatory in respect of accounting year commencing on or after April 2001, the disclosure in respect of the related party transactions for the year ended 31st March, 2023 are given below:

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

A. Name of Related Parties**1. Associates of the Company / LLP**

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

2. Key Management Personnel/Relatives/Individuals

- | | |
|--------------------------------|--|
| a) Shri Kashyap Rajendra Mehta | Director |
| b) Smt. Anal Desai | Director |
| c) Shri Udayan D. Velvan | Director* |
| d) Hemendra Kumar C Shah | Director** |
| e) Smt. Poonam Patel | Relative of Director/KMP |
| f) Shri Chirag J Desai | Chief Financial Officer |
| g) Ms. Palak D. Parekh | Company secretary |
| h) Shri Arunprasad P Patel | Relative of Director/KMP |
| i) Smt Leena A. Patel | Relative of Director/KMP |
| j) Shri Pranay Patel | Relative of Director/KMP |
| k) Shri Abhishek Patel | Relative of Director/KMP |
| l) Smt Amishaben Patel | Relative of Director/KMP |
| m) Akshar Motors | Entity in which director/KMP is interested |
| n) Smt Pooja Patel | Relative of Director/KMP |
| o) Smt Deval Rahul Patel | Relative of Director/KMP |
| p) Poonam Patel Enterprise | Entity in which director/KMP is interested |
| q) Pooja Patel Enterprise | Entity in which director/KMP is interested |
| r) Arunprasad P. Patel HUF | Entity in which director/KMP is interested |
| s) Zee Investment | Entity in which director/KMP is interested |

PRISM FINANCE LIMITED

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

Sr. No.	Transactions	Associates of the Company	Key Management Personals & their Relatives
1.	Loan Granted	19.47 135.54	35.00 Nil
2.	Loan recovered	0.03 160.50	188.02 Nil
3.	Loan Received	281.92 25.21	Nil Nil
	Loan repaid	254.67 Nil	Nil Nil
4.	Expenses:		
	i) Professional Charges	Nil Nil	1.56(*) 1.63(*)
	ii) Salary and wages	Nil Nil	7.05 (3.84)
(*) Including GST			
Amount Outstanding as on 31-03-2023			
1.	Outstanding Loans granted	53.77 11.37	21.85 Nil
2.	Outstanding Loans Received	42.40 Nil	Nil Nil
3.	Trade Payable	Nil (Nil)	Nil Nil

10. Operating Segments

There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company. The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure. No revenue from transactions with a single external customer amounted to 10% or more of the Company's total revenue in year ended 31 March 2023 or 31 March 2022.

11) Details of Benami Property Held

As informed and confirmed by the Board of Directors, there are no proceedings which have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

12) Willful Defaulter

As informed and confirmed by the Board of Directors, the Company has not been declared as Willful Defaulter by any Bank or Financial Institution or other Lender.

13) Relationship with Struck off Companies:

As informed and confirmed by the Board of Directors, during the year, the Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

14) Compliance with number of layers of companies:

As informed and confirmed by the Board of Directors, the Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

15) Utilization of Borrowed funds and securities premium:

During the financial year ended 31st March 2023, other than the transactions undertaken in the normal course of business and in accordance with extant regulatory guidelines as applicable.

- (i) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

16) Undisclosed Income:

As informed and confirmed by the Board of Directors, the Company does not have any transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Also, there are nil previously unrecorded income and related assets.

17) Details of Crypto Currency or Virtual Currency:

As informed and confirmed by the Board of Directors, the Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

18) Registration of Charge

As stated & Confirmed by the Board of Directors, The Company does not have any pending registration or satisfaction of charges with ROC beyond the statutory period.

19) Compliance with Scheme of Arrangement

The Company has not applied for any scheme of Arrangements under sections 230 to 237 of the Companies Act 2013.

20) The Company has assessed internal and external information upto the date of approval of the audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, Performance of contractual obligations, ability to service the debt and liabilities etc. Based on such assessment, the company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts and obligations. Hence the management does not envisage any material impact on the audited financial statements of the company for the year ended on 31st March 2023.

21) Analytical Ratios

Ratio	Current Period	Previous Period	% Variance	Reason for variance (see note below)
Capital to risk-weighted assets ratio (CRAR)	N.A.	N.A.	N.A.	N.A.
Tier I CRAR	N.A.	N.A.	N.A.	N.A.
Tier II CRAR	N.A.	N.A.	N.A.	N.A.
Liquidity Coverage Ratio.	N.A.	N.A.	N.A.	N.A.

Note: The Company is registered under the Reserve Bank of India Act, 1934 as non-deposit taking non-systematically important company and hence these ratios are generally not applicable.

22) Corporate Social Responsibility Reporting:

Based on the average net profits of the Company after computation of Net Profit as per Section 198 of the Companies Act, 2013 for the preceding three financial years, the Company has spent required amount on CSR activities during the Financial year 2022-23.

Signatures to Notes A to V & 1 to 3

As per our Report of even date attached

For Apaji Amin & Co. LLP

Chartered Accountants

Firm Regn. No.:100513W/W100062

CA Rity Malhotra

Partner

Membership No: 157385

UDIN - 23157385BHAIHR4563

Place : Ahmedabad

Dated : 29/05/2023

For and on behalf of the Board of Directors of Prism Finance Limited

Palak D. Parekh

Company Secretary & Compliance Officer

Chirag J. Desai

Chief Financial Officer

Place : Ahmedabad

Date : 29/05/2023

Anal R. Desai

Chairperson

DIN : 02636329

Kashyap R. Mehta

Director

DIN : 00005063

PRISM FINANCE LIMITED

Notes forming part of Standalone Financial Statements

Particulars	As At	As At
	31 st March, 2023 Rs. in Lakhs	31 st March, 2022 Rs. in Lakhs
NOTE : A - Cash and cash equivalents		
Balances In Current account with Scheduled Banks	4.12	15.64
Cash on hand	0.90	2.06
Total	5.01	17.70

NOTE : B - Trade Receivables

Unsecured	19.85	19.85
Less: Credit Impaired	(19.85)	(19.85)
TOTAL	-	-

NOTE : C - Loans

Loans Measured at Amortized Cost

Others - Unsecured

a) Intercorporate loans given to

Related party	53.77	34.33
Others	-	-

b) Others Loans

	24.92	33.90
Total	78.69	68.23

Details of Loans repayable on demand given to KMP / Related Parties

Type of Borrower	Amount of Loan Outstanding as on March 31, 2023	Amount of Loan Outstanding as March 31, 2022
Promoters	53.77	34.33
Directors	-	-
Key Managerial Personnels	-	-
Related Parties	24.92	33.90
Total	78.69	68.23

Type of Borrower	Amount of Loan Outstanding as on March 31, 2022	Amount of Loan Outstanding as March 31, 2021
Promoters	34.33	36.85
Directors	-	-
Key Managerial Personnels	-	-
Related Parties	33.90	223.90
Total	68.23	260.75

PARTICULARS	AS AT 31/03/23		AS AT 31/03/22		
	No. of Sh. (in Lakhs)	Rs. In Lakhs	No. of Sh. (in Lakhs)	Rs. In Lakhs	
NOTE: D - Investments					
Investment in Equity Instruments					
(A) UNQUOTED (At Amortized Cost):					
Trade:					
In Fully paid Equity Shares of Rs. 10/- each					
1	BVM Finance Limited	10.00	100.00	10.00	100.00
In Fully paid Equity Shares of Rs. 25/- each					
2	Textiles Traders Co-op. Bank Limited	0.03	0.63	0.03	0.63
In Fully paid Equity Shares of Rs. 100/- each					
3	National Bullion Refinery HCA	-	27.28	-	27.28
4	Shree Sainath Park Association	-	-	-	-
TOTAL (A)			127.91		127.91

(B) QUOTED :**(i) In Fully paid Equity Shares****(Measured at FVTPL):**

1	ADANI WILMAR LTD.	-	-	0.16	82.70
2	AVANTEL LTD.	0.20	80.76	0.05	51.14
3	BANDHANBNK	-	-	0.07	40.04
4	BRIGHT COM LIMITED	3.00	43.92	2.05	199.67
5	BHARAT DYNAMIC - MOTI	0.14	133.48	-	-
6	BLS International Services-JM	0.40	66.22	-	-
7	CALS REFINERY	-	-	3.00	-
8	CG VAK SOFTWARE AND EXPORTS	0.09	32.64	0.12	33.58
9	DHP INDIA LTD	0.03	25.94	-	-
10	DECCAN CEMENT	-	-	0.12	63.68
11	DECCAN GOLDMINE LTD	0.07	3.11	0.07	2.35
12	FCS SOFTWARE	-	-	2.00	7.90
13	GLOBAL EDUCATION	0.20	32.00	0.10	7.61
14	GODREJ PROPERTIES LTD.	-	-	-	-
15	GOKUL AGRO RESOURCES	0.67	68.81	0.92	67.67
16	GUJARAT NRE	-	-	0.50	-
17	GUJARAT NRE COKE CLASS B	0.02	0.02	0.02	-
18	GUJARAT THEMIS BIOSYN	0.17	116.69	0.17	69.27
19	I.G.PETRO	0.01	4.17	-	-
20	ITC LTD	-	-	0.03	7.42
21	INDIA BUSINESS EXCELLENCE FUND IV (PE FUND)	-	92.00	-	-
22	JAIN IRRIGATION SYSTEMS LTD.	2.21	-	2.21	89.96
23	JAY PRAKASH POWER LTD	0.75	9.70	4.50	30.56
24	JINDAL ONLINE	0.59	-	0.58	-
25	KAASHYAP TECHNOLOGIES	1.17	-	1.17	-
26	KEDIA INFOTECH	-	-	2.11	-
27	KIRLOSKAR FERROUS	-	-	0.25	53.65
28	LINCON PHARMA	0.02	6.77	-	-
29	LORDSCHLORO ALKALI LTD	-	-	-	-
30	MANAKSIA STEEL LTD	2.29	80.22	1.50	64.95
31	METAL SCRAP TRADE CORP LTD	0.08	20.23	0.10	29.10
32	NEXTGEN ANIMATION MEDIA LTD	0.01	-	0.01	-
33	OLECTRA	0.10	61.85	-	-
34	Octgon Tech Ltd.	-	-	0.01	-
35	ORIENT GREEN POWER COMPANY LTD	-	-	11.00	134.53
36	PENTAMEDIA GRAPHICS	-	-	0.80	-
37	POLYLINK POLYMER LTD	-	-	-	0.02
38	PRAKASH INDUSTRIES	-	-	0.58	44.25
39	PRITHVI EXCHANGE IND LTD	-	0.04	-	-
40	RADHE DEVELOPERS	8.80	63.10	0.44	74.95
41	RELIANCE LIQUID BEES	-	0.04	-	-

PRISM FINANCE LIMITED

PARTICULARS	AS AT 31/03/23		AS AT 31/03/22	
	No. of Sh. (in Lakhs)	Rs. In Lakhs	No. of Sh. (in Lakhs)	Rs. In Lakhs
42 SOUTH INDIAN BANK LTD.	3.50	51.17		
43 SATELITE ENGINEERING LTD	-	-	0.24	-
44 SCHNEIDER	-	-	0.25	29.61
45 SILVERLINE TECHNOLOGIES	0.03	-	0.03	-
46 SUMERU INDUSTRIES	0.06	0.06	0.06	0.12
47 SYNCOM FORMULATIONS	-	-	2.50	26.58
48 SIKA INTERPLANT SYSTEMS- MOTI	0.02	8.28		
49 TGV SRAAC	0.40	39.06		
50 THE ORISS MINERALS DEVELOPMEN MOTILAL	0.01	23.76		
51 TCS LTD	-	-		1.27
52 TELEDATA MARINE	-	-	0.03	-
53 TELEDATA TECHNOLOGY	-	-	0.03	-
54 TEXMO PIPES	0.25	11.08	0.25	19.01
55 TRIGEN TECHNOLOGIES	-	-	0.10	13.46
56 TRIVIKRAMA INDUSTRIES	0.08	1.49	0.08	0.72
57 UNITECH LIMITED	-	-	-	-
58 UP HOTELS	-	-	0.01	-
59 VARUN GLOBAL LIMITED	-	-	5.45	-
60 VARUN RESOURCES LIMITED	-	-	1.36	-
61 VEDANTA LIMITED	1.19	327.99	1.19	481.73
62 VIKAS LIFECARE	-	-	31.52	167.71
63 WINDSOR MACHINERY	-	-	0.19	7.35
64 WORTH PERIPHERALS LTD	0.10	9.20	0.10	10.34
65 YASHPAKKA	1.04	99.10		
66 ZEE MEDIA CORPORATION LTD	2.00	17.20	-	-
TOTAL (B)		1,530.09		1,912.89
TOTAL [(i)]		1,530.09		1,912.89
Less: Provision for diminuation in value of Investments		-		-
TOTAL (B)		1,530.09		1,912.89
TOTAL (A+B)		1,658.00		2,040.80

NOTE : E

Other Financial assets

Particulars	As At	As At
	31 st March, 2023	31 st March, 2022
	Rs. In Lakhs	Rs. In Lakhs
Unsecured, considered good		
Deposits	1.09	1.09
Total	1.09	1.09

Note F: - Property, Plant & Equipment

(Rs. In Lakhs)

Particulars	GROSS BLOCK (At Cost)				DEPRECIATION				NET BLOCK	
	As on 01/04/22 the year	Addition during the year	Deduction during the year	As on 31/03/23	As on 01/04/22	For the year	Deduction during the year	As on 31/03/23	As on 31/03/23	As on 31/03/22
Tangible Assets:										
Building	11.12	-	-	11.12	3.75	0.17	-	3.92	7.20	7.37
Furniture & Fixture	2.47	-	-	2.47	2.35	-	-	2.35	0.12	0.12
Data Processing Equipments	8.86	1.86	-	10.72	8.42	0.13	-	8.55	2.17	0.44
Office Equipments	2.09	-	-	2.09	1.99	-	-	1.99	0.10	0.10
Vehicle	0.27	-	-	0.27	0.26	-	-	0.26	0.01	0.01
TOTAL	24.82	1.86	-	26.68	16.77	0.30	-	17.07	9.62	8.06
Previous Year	24.82	-	-	24.82	16.59	0.17	-	16.77	8.06	8.23

Capital work in progress (CWIP) and Intangible asset:

The Company does not have any CWIP and Intangible asset under development.

The Company has not revalued its Property, Plant and Equipment during the year as well as in previous year

NOTE: G**Other Non-Financial Assets**

Particulars	As At	As At
	31 st March, 2023 Rs. in Lakhs	31 st March, 2022 Rs. in Lakhs
Other Advances	36.68	193.54
Prepaid	-	-
Balance with government authorities	13.31	-
Total	50.00	193.54

NOTE : H**TRADE PAYABLES**

Total outstanding dues of micro and small enterprises

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

	0.04	24.38
Total	0.04	24.38

Note No. :H(a) Trade Payables - Total outstanding dues of Micro & Small Enterprises

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

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

PRISM FINANCE LIMITED

Particulars	As At	
	31 st March, 2023 Rs. in Lakhs	31 st March, 2022 Rs. in Lakhs
NOTE : I		
BORROWINGS		
(Measured at Amortized Cost)		
Intercorporate loans from Related Parties	30.60	3.39
Total	30.60	3.39
NOTE : J		
Other Financial Liabilities		
Expenses payable	2.44	3.25
Total	2.44	3.25
NOTE : K		
Current tax liabilities (net)		
Provision of tax (net of advance tax & TDS)	-	98.51
Total	-	98.51
NOTE : L		
Other Non-Financial Liabilities		
others	2.83	-
Statutory liabilities	2.88	3.11
Total	5.70	3.11

Note: M

Equity Share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	Rs. in Lakh	Number	Rs. in Lakh
Authorise:	70.00	700.00	70.00	700.00
Equity Shares of Rs.10/- each				
Issued:	65.00	650.03	65.00	650.03
Equity Shares of Rs.10/- each				
Subscribed & Fully Paid up:	65.00	650.03	65.00	650.03
Equity Shares of Rs.10/- each				
Total	650.03	650.03	650.03	650.03

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

Particulars	Equity Shares	
	Number	Rs. in Lakh
Shares Outstanding at the Beginning of the Year 2022	65.00	65.00
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year 2023	65.00	65.00
Shares Outstanding at the Beginning of the Year 2021	65.00	65.00
Shares Issued During the Year	-	-
Shares Bought Back During the Year	-	-
Shares Outstanding at the end of the Year 2022	65.00	65.00

Rights, Preferences and Restrictions attached to equity shares

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

Details of shareholding more than 5% shares in the Company

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Som Shiva Impex Ltd.	19.58	30.11%	19.58	30.11%
TOTAL	19.58	30.11%	19.58	30.11%
The Details of Promoter Shareholding				
Leena Arunprasad Patel	2.77	4.27%	2.77	4.27%
Arunprasad Purshottamdas Patel	2.68	4.12%	2.68	4.12%
Deval Rahul Patel	1.93	2.97%	1.93	2.97%
Poonam Pranay Patel	1.68	2.58%	1.68	2.58%
Rahulbhai Patel	0.95	1.46%	0.95	1.46%
Amisha A Patel	0.25	0.38%	0.25	0.38%
Som Shiva Impex Ltd.	19.58	30.11%	19.58	30.11%
TOTAL	29.84	45.90%	29.84	45.90%

There is no change in the Promoter Shareholding during the Year.

Particulars	As At	As At
	31 st March, 2023 (Rs. in lakhs)	31 st March, 2022 (Rs. in lakhs)
Note: N		
Other Equity		
Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as per last balance sheet	340	126.07
Additions during the year	(80)	214.07
Closing balance	260	340.14
Retained Earnings		
Balance as per last balance sheet	1,208	351.86
Add: Net profit/(loss) for the current year	(400)	1,070.37
Less: Transfer to Reserve Fund in terms of Section 45-IC(1) of the RBI Act, 1934	(80)	214.07
Closing balance	888	1,208.16
Total	1,148	1,548.30

Note : Purpose of Reserves

Statutory reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

Retained earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

PRISM FINANCE LIMITED

Particulars	For the Year ended On March 31, 2023 Rs. in Lakhs	For the Year ended On March 31, 2022 Rs. in Lakhs
NOTE : O		
Interest Income		
On financial instruments measured at Amortized Cost		
Interest on Loans	39.60	47.14
Total	39.60	47.14
NOTE : P		
FINANCE COST		
Interest on income tax/TDS	-	-
Interest Expense on Financial Instruments measured at Amortized Cost	11.35	73.51
Bank Charges and other finance cost	(0.00)	1.63
TOTAL	11.35	75.14
NOTE : Q		
Fees and commission expense		
Listing fees and others	3.25	3.23
Portfolio management fees	-	-
Filing fees	0.11	0.10
TOTAL	3.37	3.32
NOTE : R		
Net gain/(Loss) on fair value changes		
A) Net gain / (loss) on financial instruments at FVTPL		
i) On trading portfolio		
- Investments	(406.96)	1,245.99
B) Others - Mutual fund units		
C) Total Net gain / (loss) on financial instruments at FVTPL	(406.96)	1,245.99
Fair value changes :		
- Realised	(54.72)	717.46
- Unrealised	(352.23)	528.53
D) Total Net gain / (loss) on financial instruments at FVTPL (D = C)	(406.96)	1,245.99
NOTE : S		
Employee Benefits Expenses		
Salaries and wages	37.30	32.85
Total	37.30	32.85

ANNUAL REPORT 2022-23

Particulars	For the Year ended On March 31, 2023 Rs. in Lakhs	For the Year ended On March 31, 2022 Rs. in Lakhs
NOTE : T		
Other expenses		
Advertisement expenses	4.94	0.26
Demat charges	0.04	0.16
Depository charges	0.55	0.52
GST Expenses	2.77	2.84
Insurance expenses	0.52	-
Legal & professional expenses	35.58	39.12
Sundry Balances Written off	0.10	-
Travelling and Vehicle Expense	4.40	2.70
General Miscellaneous Office expenses	31.29	7.63
Total (A)	80.18	53.23
(B) Payments to the auditors comprises		
As auditors - Statutory audit	1.50	1.50
- Tax Audit	-	-
- Taxation Matters	-	-
- Certification fees & Other Legal Services	-	-
- Reimbursement of Expenses	-	-
Total (B)	1.50	1.50
Total (A+B)	81.68	54.73

NOTE : U

Reconciliation of Tax Expense

Profit before tax for the year	(397.30)	1,176.26
Tax rate	25.17%	25.17%
Expected Income Tax Expense	(99.99)	296.04
Adjustments		
Non-deductible expenses / Income for tax purposes	88.65	(133.02)
Tax pertaining to prior years	-	-
Tax Payable at Difference rate	-	(44.63)
Tax effect on account of timing difference / Brought forward loss	-	-
Others (Net)	-	(12.50)
Total Income Tax expense	(11.34)	105.88

PRISM FINANCE LIMITED

(In Lakhs except EPS)

Particulars	Year ended 31-Mar-2023	Year ended 31-Mar-2022
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NOTE : V

Earnings Per Share

Basic & Diluted EPS

Computation of Profit (Numerator)

(i) Profit after tax	-400.13	1,070.37
(ii) Add:	-	
(iii) Profit for the year for diluted EPS	-400.13	1,070.37

Weighted Average Number of Shares (Denominator)

Weighted average number of Equity shares used for calculation of basic earnings per share

	650.03	65.00
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Add:

Weighted average number of Shares for computing Diluted Earnings Per Share	650.03	65.00
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Earnings Per Share (Rs. per Equity Share of Rs. 10/- each)

Basic	-0.62	16.47
Diluted	-0.62	16.47

As per our Report of even date attached

For Apaji Amin & Co. LLP

Chartered Accountants

Firm Regn. No.:100513W/W100062

CA Rity Malhotra

Partner

Membership No: 157385

UDIN - 23157385BHABHIR4563

Place : Ahmedabad

Dated : 29/05/2023

For and on behalf of the Board of Directors of Prism Finance Limited

Palak D. Parekh

Company Secretary &

Compliance Officer

Chirag J. Desai

Chief Financial Officer

Place : Ahmedabad

Date : 29/05/2023

Anal R. Desai

Chairperson

DIN : 02636329

Kashyap R. Mehta

Director

DIN : 00005063

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

Date:

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

UNIT – PRISM FINANCE LIMITED

Dear Sir,

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

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

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

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

Enclosures: Self attested copy of PAN and Address proof.

PRISM FINANCE LIMITED

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