

PRISM FINANCE LIMITED

[CIN:L63910GJ1994PLC021915]

Regd. Office: Offices No. 1104 + 1105+1106, One 42 Building, North Tower, Behind Ashok Vatika,
Near Jayantilal Parks BRTS, AmbaliBopal Road, Ahmedabad – 380054
Tel. (079) 26763503 **Fax:** (079) 26763504 **Email:** prismfinance@yahoo.com **Website:** www.prismfinancein.com

11th August, 2026

BSE Limited

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

Company Code No. 531735

Dear Sirs;

Sub: Submission of Notice of 32nd Annual General Meeting and Annual Report 2025-26

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

- Notice of 32nd Annual General Meeting of the members of the Company along with Annual Report for FY 2025-26.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

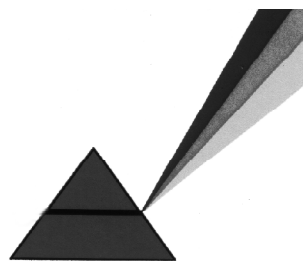
for PRISM FINANCE LIMITED

KARAN GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
(ACS- 53265)

Encl: As above.

PRISM FINANCE LIMITED

[CIN : L63910GJ1994PLC021915]



32ND

ANNUAL REPORT 2025-26

PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
32ND ANNUAL REPORT 2025-26

BOARD OF DIRECTORS	:	Mr. Hemendra C. Shah	Independent Director
		Ms. Rajkumari R. Udhwani	Independent Director
		Mr. Parth B. Thakkar	Independent Director
CHIEF FINANCIAL OFFICER	:	Mr. Chirag J. Desai	
COMPANY SECRETARY	:	Mr. Karan Gupta	
BANKERS	:	HDFC Bank Limited	
		Ahmedabad	
STATUTORY AUDITORS	:	M/s. H. K. Shah & Co.	
		Chartered Accountants,	
		Ahmedabad	
SECRETARIAL AUDITORS	:	M/s. Kashyap R. Mehta & Partners,	
		Company Secretaries,	
		Ahmedabad	
REGISTERED OFFICE	:	Offices No. 1104 + 1105 + 1106, One 42 Building, North Tower,	
		Behind Ashok Vatika, Near Jayantilal Parks BRTS, Ambali Bopal Road,	
		Ahmedabad – 380054	
REGISTRAR & SHARE TRANSFER AGENTS	:	MUFG Intime India Private Limited	
		5 th Floor, 506-508, Amarnath Business Centre-1,	
		(ABC-1), Beside Gala Business Centre,	
		Near St. Xavier's College Corner,	
		Off C. G. Road, Navrangpura, Ahmedabad - 380 006	
WEBSITE	:	www.prismfinancein.com	

CONTENTS	PAGE NOS.
Notice	2-13
Directors' Report	14-25
Independent Auditors' Report	26-34
Balance Sheet	35
Statement of Profit & Loss	36
Cash Flow Statement	38
Notes to Financial Statements	39-57

Important Communication to Members

The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their KYC & email addresses with RTA & in respect of electronic holding with the Depository through their concerned Depository Participant.

NOTICE

NOTICE is hereby given that the **32nd ANNUAL GENERAL MEETING** of the Members of **PRISM FINANCE LIMITED** will be held on **Tuesday, the 29th September, 2026 at 12:00 Noon IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESSES:

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of Audit Committee and the Board of Directors of the Company, M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries, (FRN: P2025GJ106000 and Peer Reviewed Certificate No. 6827/2025), Ahmedabad be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years to conduct the Secretarial Audit of financial years 2026-27 to 2030-31, at such fees, plus applicable taxes and other out-of-pocket expenses as may be approved by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

"RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/ Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise its powers) to advance any loan, including any loan represented by a book debt, and/or give any guarantee and/or provide any security in connection with any loan taken or to be taken by any entity in which any Director of the Company is interested or deemed to be interested as specified under Section 185 of the Companies Act, 2013, from time to time, up to an aggregate outstanding amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) on such terms and conditions as the Board may deem fit and in the best interests of the Company, provided that such loans are utilised by the borrowing entity for its principal business activities."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute and deliver such agreements, deeds, documents, writings and other instruments and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this Resolution, including settling any questions, difficulties or doubts that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, including the Companies (Appointment and Qualifications of Directors)

Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (collectively referred to as "the Act"), and the provisions of Regulations 17(1A), 17(1C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and other applicable laws, and pursuant to the provisions of the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("the Board"), Mr. Hemendrakumar C. Shah (DIN: 00077654), who is presently aged 74 years and will attain the age of 75 years during his second term, if re-appointed, and whose term as an Independent Director of the Company expires on 3rd December, 2026, and who possesses relevant expertise and experience, has provided his consent to act as an Independent Director of the Company, if re-appointed, is eligible for re-appointment, and in respect of whom a notice in writing pursuant to Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years with effect from 4th December, 2026 to 3rd December, 2031, and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT, the Company takes note of the declaration in writing from Mr. Hemendrakumar C. Shah, in Form No. DIR-8, confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company."

"RESOLVED FURTHER THAT the Company notes the declaration in writing from Mr. Hemendrakumar C. Shah confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the Board hereby recommends the re-appointment of Mr. Hemendrakumar C. Shah as an independent director for a second consecutive term to the members of the Company for their approval."

"RESOLVED FURTHER THAT the Company takes note of the disclosure of interest under Section 184 of the Companies Act 2013 in the Form MBP-1 from Mr. Hemendrakumar C. Shah and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014."

Registered Office:

Offices No. 1104 + 1105 + 1106, One 42 Building,
North Tower, Behind Ashok Vatika,
Near Jayantilal Parks BRTS, Ambali Bopal Road,
Ahmedabad – 380054
Date : 29th July, 2026

By Order of the Board,

Karan Gupta
Company Secretary & Compliance Officer

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business in the Notice is annexed hereto.
2. The 32nd Annual General Meeting (AGM) will be held on Tuesday, 29th September, 2026 at 12.00 noon. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with **General Circular No. 03/2025 dated 22nd September, 2025** read with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5th May, 2020 and earlier circulars issued in this regard extending relaxation by the Ministry of Corporate Affairs ("MCA circulars"). The deemed venue for the 32nd AGM shall be the Registered Office of the Company. **Annual Report will not be sent in physical form.**
3. Since this AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members / Shareholders has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members / Shareholders will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members/shareholders 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.
4. Members / Shareholders 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.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members/ Shareholders whose email addresses are registered with the Registrar & Share Transfer Agent of the Company/Depositories. Members/ Shareholders may note that the Notice and Annual Report will also be available on the Company's website www.prismfinancein.com,

PRISM FINANCE LIMITED

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 / Shareholders 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 / Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 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 EGM/AGM without restriction on account of first come first served basis.
9. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members / shareholders 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. Members / Shareholders 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.
11. Pursuant to the requirement of Regulation 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 Notes annexed hereto.
12. As per the provisions of the MCA Circulars, the matters as appearing as Special Business at Item No(s). 2 to 4 of the accompanying Notice, are considered to be unavoidable by the Board of directors of the Company and hence, forms part of this Notice.
13. 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.
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., MUFG 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 C. G. Road, Navrangpura, Ahmedabad - 380006. The said Form ISR-1 is available on the Company's website and on the website of the MUFG Intime India Private Limited at [/web.in.mpms.mufg.com/helpdesk/Service_Request.html](http://web.in.mpms.mufg.com/helpdesk/Service_Request.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.
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.
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.
16. Shareholders /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.

17. 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.
18. Shareholders / Members of the Company holding shares either in physical form or in Dematerialised forms as on **Benpos date i.e. 7th August, 2026** will receive Annual Report for the financial year 2025-26 through electronic mode only.
19. Shareholders/ Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, MUFG 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, Navrangpura, Ahmedabad – 380 006 Email id: investor.helpdesk@in.mufg.com.
20. Shareholders /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.
21. 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.
22. The Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder and the SEBI Circular. The Shareholders desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to MUFG Intime India Private Limited. If a Member desires to 'Opt Out' or 'Cancel the nomination' or 'Change the nomination', he/she may submit the same in Form ISR-3 or SH-14 as the case may be, the format of which is available on the Company's website and on the website of the MUFG Intime India Private Limited at <https://web.in.mpms.mufg.com/KYC-downloads.html>. The Shareholders holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs General Circular No. 03/2025 dated 22nd September, 2025 read with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated 5th May, 2020 and earlier circulars issued in this regard extending relaxation by the Ministry of Corporate Affairs ("MCA circulars") read with the earlier SEBI Circulars 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 / shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come, first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members/ shareholders 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 / shareholders is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members/ shareholders 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.prismfinancein.com. 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.

PRISM FINANCE LIMITED

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 26th September, 2026 and ends at 5:00 p.m. on 28th September, 2026**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 22nd September, 2026** 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	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 users to login to Easi / Easiest are requested to visit CDSL Website www.cdslindia.com and click on Login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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.

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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. 18002109911
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/ evoting@nsdl.com or call at: 022 – 48867000 and 022-24997000

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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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.
- (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.

PRISM FINANCE LIMITED

- (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 / 18002109911

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. 18002109911.

Scrutinizer to scrutinize the e-voting process

The Board of Directors has appointed Mr. Kashyap R. Mehta (Membership No. FCS 1821) and failing him, Mr. Yash K. Mehta (Membership No. ACS 43020) of Kashyap R. Mehta & Partners, Practising Company Secretaries as the Scrutinizer to scrutinize the 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.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO SPECIAL BUSINESS MENTIONED IN THE NOTICE OF THE 32ND ANNUAL GENERAL MEETING.****In respect of Item No. 2:**

The Board at its meeting held on 29th July, 2026, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P2025GJ106000) as Secretarial Auditors of the Company for a term of five consecutive years from FY 2026-27 to FY 2030-31, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Kashyap R. Mehta & Partners ("the Firm") is a partnership of Practising Company Secretaries based in Ahmedabad delivering integrated legal & advisory services in the fields of Corporate & Allied Laws and Corporate Governance. The firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The firm focussed on providing comprehensive professional services in corporate laws and SEBI regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies across sectors like banking, manufacturing and pharmaceuticals Companies.

M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024.

The proposed fees in connection with the secretarial audit shall be Rs. 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Kashyap R. Mehta & Partners.

In addition to the secretarial audit, M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board of Directors recommend the resolution set forth in Item no. 2 of the notice for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

In Respect of Items No. 3

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

The Company, in its ordinary course of its business, envisages to provide loans and give guarantees & securities for the due repayment of loans including those given/ provided to persons in whom any of the Directors of the company are interested. Out of abundant caution, it is proposed to pass an enabling resolution authorising the aforementioned transactions up to an aggregate outstanding amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) on such terms and conditions as the Board may deem fit and in the best interests of the Company.

The Board of Directors recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

Except to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, save and except the Director(s) and/or Key Managerial Personnel who may be regarded as interested to the extent of the financial assistance/loan, guarantee or security proposed to be provided to the entity in which they are interested in terms of Section 185 of the Companies Act, 2013.

In Respect of Items No. 4

As per the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for second term on passing of a Special Resolution by the Company. Furthermore, Regulation 17(1A) of

PRISM FINANCE LIMITED

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires passing of a Special Resolution for appointment or continuation of any Non-Executive Director who has attained the age of 75 years.

Mr. Hemendrakumar C. Shah (DIN: 00077654) was appointed as Independent Director of the Company for a term of 5 years and his present term is due to conclude on 3rd December, 2026.

The Company has received a notice in writing from a member of the Company under section 160(1) of the Companies Act, 2013 proposing the candidature of Mr. Hemendrakumar C. Shah for the office of Independent Director of the Company.

The members may further note that Mr. Hemendrakumar C. Shah, who is aged 74 years at present, will attain the age of 75 years during this second term as Independent Director, if appointed.

In the opinion of the Board of Directors, Mr. Hemendrakumar C. Shah fulfils the conditions of re-appointment as Independent Director of the Company as per the applicable provisions of the Companies Act, 2013 and Listing Regulations for re-appointment as Independent Director and is independent of the management of the Company.

Additional information in respect of Mr. Hemendrakumar C. Shah pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for re-appointment of Mr. Hemendrakumar Shah as Independent Director of the Company for a further consecutive second term of five years (viz. from 4th December, 2026 to 3rd December, 2031), on the basis of his skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company as well as fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said resolution at item No. 4 is being recommended by the Board of Directors to the members of the Company for their consideration and approval thereto by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Hemendrakumar Shah, since it is relating to his own appointment, is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

Registered Office:

Offices No. 1104 + 1105 + 1106, One 42 Building,
North Tower, Behind Ashok Vatika,
Near Jayantilal Parks BRTS, Ambali Bopal Road,
Ahmedabad – 380054
Date : 29th July, 2026

By Order of the Board,

Karan Gupta
Company Secretary & Compliance Officer

ANNEXURE – A

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

Name of Director with DIN	Hemendrakumar C. Shah (DIN: 00077654)
Age (in years)	74
Date of Birth	02-05-1952
Date of Appointment	04-12-2021 (original)
Qualifications	B.Com, LL.B, M.Com, ACMA, CAIIB, ACS
Experience / Expertise	He holds a Bachelor degree in Commerce and Law, Masters in Commerce as well as qualified Cost and Management Accountant (ACMA). He is also a qualified Company Secretary. His profile includes vast experience of more than 42 years in Finance, Cost & Management Accounting, Taxation Secretarial, Legal, Insurance and other related matters.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item no. 4 of the Notice convening the 32 nd AGM read with explanatory statement thereto
Remuneration last drawn by such person, if any.	-
Shareholding in the Company (incl. any beneficial ownership)	Nil
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Director or KMP
Number of Meetings of the Board attended during the year	6 of 6 (FY 2025-26)
List of other public Companies in which Directorships held	1. Denis Chem Lab Limited 2. Asian Granito India Limited
List of Private Limited Companies in which Directorships held	Nil
Chairman/Member of the Committees of Directors of other Companies	Nil
Listed entities from which resigned in the past three years	1. Sakar Health Care Limited
Justification for choosing the appointee for appointment as Independent Directors	On the basis of his skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.

Registered Office:

Offices No. 1104 + 1105 + 1106, One 42 Building,
North Tower, Behind Ashok Vatika,
Near Jayantilal Parks BRTS, Ambali Bopal Road,
Ahmedabad – 380054
Date : 29th July, 2026

By Order of the Board,

Karan Gupta
Company Secretary & Compliance Officer

PRISM FINANCE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors present the **32ND ANNUAL REPORT** together with the Audited Financial Statements for the Financial Year 2025-26 ended 31st March, 2026.

1. FINANCIAL RESULTS:

(Rs. in lakh)		
Particulars	2025-26	2024-25
Total Income	562.45	571.89
(Loss) before Depreciation	(380.64)	(261.95)
Less : Depreciation	6.81	8.57
(Loss) before Taxation	(387.45)	(270.52)
Less: Provision for Current Taxation	13.01	-
Less: Taxes for Earlier Years	6.11	-
(Add)/ Less: Adjustment for Deferred Tax (Asset)/ Liability	(52.22)	(168.77)
(Loss) after Tax	<u>(354.35)</u>	<u>(101.75)</u>

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2026 and date of this report.

2. REVIEW OF OPERATIONS / COMPANY AFFAIRS:

The Company earned Total Income of Rs. 562.45 Lakh during FY 2025-26 under review compared to Rs. 571.89 Lakh during FY 2024-25. The Company incurred Loss before Depreciation of Rs. 380.64 lakh during the year under review compared to Loss before Depreciation of Rs. 261.95 lakh during 2024-25. After providing for Depreciation and Tax expenses, the Net Loss during the year under review was Rs. 354.35 lakh compared to Net Loss of Rs. 101.75 lakh during 2024-25.

3. DIVIDEND & DIVIDEND DISTRIBUTION POLICY:

In view of the losses incurred, Directors have not recommended any dividend for the Equity shareholders for the financial year 2025-26.

Pursuant to Regulation 43A of LODR Regulation 2015, the regulations related to Dividend Distribution Policy are not applicable to the Company.

4. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of business of the Company.

5. LISTING:

The Equity Shares of the Company are listed on BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2026-27.

6. SHARE CAPITAL:

There are no changes in the authorized share capital and paid-up share capital during the period under review.

The issued, subscribed and paid-up Share Capital of the Company as on 31st March, 2026 was Rs. 650.03 Lakh. As on 31st March, 2026, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity and none of the Directors of the Company hold any convertible instruments.

7. TRANSFER TO RESERVES:

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

8. DETAILS OF DIRECTORS AND KMPs APPOINTMENT OR RESIGNATION DURING THE YEAR:

8.1. The Board, based on the recommendations of the Nomination and Remuneration Committee have recommended the re-appointment of Mr. Hemendrakumar C. Shah (DIN: 00077654) as an Independent Director of the Company for a 2nd consecutive term of five years w.e.f. 4th December, 2026 to be approved by the members by way of a Special Resolution being proposed to be passed at the 32nd AGM.

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

8.3 Since all the Directors of the Company are Independent Directors, none of them are liable to retire by rotation.

9. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) the SEBI (LODR) Regulation, 2015.

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the Act and Listing Regulations and are independent of the management. 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.

10. KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 2(51), and Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Key Managerial Personnel of the Company as on 31st March, 2026 are Mr. Chirag Jitendrabhai Desai, Chief Financial Officer and Mr. Karan Sanjay Gupta, Company Secretary and Compliance Officer.

11. MEETINGS OF THE BOARD:

The Board of Directors of your Company met **6 (Six) Times** during the year to transact various items of business.

The Meetings were convened on 30th May 2025, 25th July 2025, 14th August 2025, 14th October 2025, 28th January, 2026 and 12th February, 2026.

The maximum interval between any two consecutive Board Meetings and Audit Committee meetings did not exceed 120 days.

NAMES OF DIRECTORS AND THEIR ATTENDANCE AT THE BOARD MEETINGS HELD DURING FY 2025-26 ARE AS UNDER:

Sr. No.	Name of the Directors	Designation	No. of Board Meetings attended
1.	Mr. Hemendra C. Shah	Non-executive Independent Director	6/6
2	Mr. Parth B. Thakkar	Non-executive Independent Director	6/6
3	Ms. Rajkumari R. Udhwani	Non-executive Independent Director	6/6

12. COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

The Audit Committee acts as a link among the Management, the Statutory Auditors, and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process, including review of the internal audit reports and action taken report.

Composition of Audit Committee and the attendance record of members for 2025-26 are as under:

Sr. No.	Name of Directorship	Chairperson/ Member	Category	No. of Meetings during F.Y. 2025-26	
				Held	Attended
1.	Ms. Rajkumari R. Udhwani	Chairperson	Non-Executive Independent Director	5	5
2.	Mr. Parth B. Thakkar	Member	Non-Executive Independent Director	5	5
3.	Mr. Hemendra C. Shah	Member	Non-Executive Independent Director	5	5

During the Financial Year 2025-26, 5 (Five) Meetings of Audit Committee were held on 30th May 2025, 25th July 2025, 14th August 2025, 14th October 2025 and 12th February 2026.

The necessary quorum was present for all the meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

PRISM FINANCE LIMITED

13. COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee of the Company is constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

Sr. No.	Name of Directorship	Chairperson/ Member	Category	No. of Meetings during F.Y. 2025-26	
				Held	Attended
1.	Mr. Hemendra C. Shah	Chairperson	Non-Executive Independent Director	1	1
2.	Mr. Parth B. Thakkar	Member	Non- Executive Independent Director	1	1
3.	Ms. Rajkumari R. Udhwani	Member	Non- Executive Independent Director	1	1

During the Financial Year 2025-26, 1 (One) Meeting of the Nomination & Remuneration Committee was held on 25th July, 2025.

The necessary quorum was present for all the meetings.

14. COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

Composition of Stakeholders Relationship Committee and the attendance record of members for 2025-26 are as under:

Sr. No.	Name of Directorship	Chairperson/ Member	Category	No. of Meetings during F.Y. 2025-26	
				Held	Attended
1.	Ms. Rajkumari R. Udhwani	Chairperson	Non-Executive Independent Director	6	6
2	Mr. Parth B. Thakkar	Member	Non-Executive Independent Director	6	6
3	Mr.Hemendra C. Shah	Member	Non-Executive Independent Director	6	6

During the Financial Year 2025-26, 6(Six) Meetings of the Stakeholders Relationship Committee were held on 30th May 2025, 25th July 2025, 14th August 2025, 14th October 2025, 28th January 2026 and 12th February, 2026 respectively. The necessary quorum was present for all the meetings.

15. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KMP AND REMUNERATION POLICY:

For the purpose of selection of any Director, the Nomination and Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfils such criteria with regard to qualifications, positive attributes, independence, age and other criteria as laid down under the Act, Listing Regulations or other applicable laws. The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy on remuneration of Directors, Key Managerial Personnel and other Employees.

16. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance note on Board Evaluation issued by the Securities and Exchange Board of India.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board process, information and functioning, etc.

The performance of the Committees was evaluated by the board after seeking inputs from the Committee Members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

In a separate Meeting of Independent Directors, performance of the Board as a whole was evaluated, taking into account the views of all the Directors.

17. 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.

18. 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.

19. DETAILS OF SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / JVs as on 31st March, 2026.

20. VIGIL MECHANISM/ WHISTLE-BLOWER POLICY:

The Company has a Whistle-blower Policy in place and aligns with the requirements of vigil mechanism under the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy provides for adequate safeguards against victimization of persons who complain under the mechanism and provides for direct access to the Chairperson of the Audit Committee. The Audit Committee of the Company oversees the functioning of the Vigil Mechanism framework.

The Whistle Blower Policy is available on the Company's website at www.prismfinancein.com

21. DISCLOSURES UNDER SECTION 22 OF 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.

a.	Number of complaints received during the year	Nil
b.	Number of complaints disposed off during the year	Nil
c.	Number of cases pending for more than 90 days	Nil

22. CORPORATE GOVERNANCE:

In terms of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, compliance relating to Corporate Governance, is not applicable for the Listed Company having paid up equity share capital not exceeding Rs. 10 crores and net worth not exceeding Rs. 25 crores on the last day of the previous financial year.

As your Company's paid-up equity share capital is not exceeding Rs. 10 crores and net worth not exceeding Rs. 25 crores, Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 are not applicable and hence do not form a part of this Annual Report. The Company, as and when is required by the exchange, is filing a Non-Applicability Certificate of Corporate Governance under Regulation 27 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the exchange in respect of the same.

23. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report forms part of this Annual Report and is annexed hereto as **Annexure- A**.

24. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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, 2026 being end of the Financial Year 2025-26 and the loss of the Company for the year;

PRISM FINANCE LIMITED

- 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.

25. STATUTORY AUDITORS:

At the 29th Annual General Meeting of the members of the Company held on 30th September, 2023, H. K. Shah & Co., Chartered Accountants, Ahmedabad, were appointed as Statutory Auditors of the Company for a period of 5 years to hold office till the conclusion of the 34th Annual General Meeting to be held in the year 2028.

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

26. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Kashyap R. Mehta & Partners, Company Secretaries, Ahmedabad (Firm Registration No. P2025GJ106000). The said Report is attached with this Report as **Annexure – B**. The Auditor's remark regarding the non-appointment of a Managing Director is self-explanatory and the Board is actively pursuing measures for filling up the vacancy. Furthermore, the Management has put in place necessary measures to ensure timely uploading of information on the Company's website and will endeavour to ensure that such delays do not recur in future.

Earlier, M/s. Nishant Pandya & Associates, Practising Company Secretaries (Firm Registration No. S2019GJ700100) who were appointed as Secretarial Auditors of the Company for a period of 5 years i.e. for the Financial Years 2025-26 to 2029-30 by passing necessary resolution at the 31st Annual General Meeting held on 30th September, 2025 resigned from the office w.e.f. FY 2025-26.

Furthermore, consequent to the resignation received from M/s. Nishant Pandya & Associates, Practising Company Secretaries to act as Secretarial Auditors, the Board of Directors of your Company had appointed M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries (Firm Registration No. P2025GJ106000), in casual vacancy, as Secretarial Auditors of the Company for the Financial Year 2025-26 ended on 31st March, 2026

Furthermore, based on the recommendation of the Audit Committee, in terms of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors has recommended the appointment of M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries as Secretarial Auditors of the Company for a period of 5 years i.e. for the Financial Years 2026-27 to 2030-31 on remuneration to be decided by the Board or Committee thereof.

The Company has obtained consent from M/s. Kashyap R. Mehta & Partners, Practising Company Secretaries to the effect that their appointment as Secretarial Auditors of the Company for period of 5 years i.e. for the Financial Years 2026-27 to 2030-31, if made, will be in accordance with the provisions of Section 204 of the Companies Act, 2013.

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

27. 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.

28. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company which have occurred between/end of the financial year and the date of this report.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR):

During this period under the provisions under section 135 in respect of CSR is not applicable to the Company. Hence, your Directors have not constituted the Corporate Social Responsibility (CSR) Committee.

30. 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.

31. 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.prismfinancein.com

32. 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	26.00%
2	Mr. Karan Gupta	Company Secretary & Compliance Officer	NIL

B. The number of Employees of the Company are four. There are no employees drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

33. 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.prismfinancein.com

34. WEB ADDRESS OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the draft Annual Return as on 31st March, 2026 is available on the Company's website www.prismfinancein.com.

35. OTHER DISCLOSURES:

- (i) Your Company has not issued any shares with differential voting.
- (ii) There was no revision in the financial statements.
- (iii) Your Company has not issued any sweat equity shares.

36. 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.

37. GENERAL:**37.1 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.

37.2 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.

PRISM FINANCE LIMITED

37.3 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.

37.4 FIXED DEPOSITS:

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

37.5 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.

37.6 DETAILS OF PROCEEDINGS UNDER IBC & OTS, IF ANY:

There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016. Further, there was no instance of one-time settlement with any Bank or Financial Institution.

37.7 DISCLOSURE UNDER CLAUSE 5A OF SCHEDULE III OF SEBI LODR:

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.

37.8 INCOME TAX ASSESSMENT:

The Company's Income tax Assessment has been completed upto the Assessment Year 2025-26.

38. 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.

39. 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.

40. 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.

41. 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.

42. AGREEMENTS EFFECTING THE CONTROL OF THE COMPANY:

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.

43. DISCLOSURE UNDER MATERNITY BENEFIT ACT, 1961:

The Company is in compliance of the provision of Maternity Benefit Act, 1961 to the extent applicable.

44. 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 : 29th July, 2026

Parth B. Thakkar
Director
DIN: 10709057

Rajkumari R. Udhwani
Director
DIN: 02636225

MANAGEMENT DISCUSSION & ANALYSIS REPORT (MDA)

The Management of Prism Finance Limited presents its analysis covering the performance of the company during the year 2025-26 and an outlook for the future.

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.

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.

SEGMENT WISE PERFORMANCE:

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

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.

RISKS AND CONCERNS:

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

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

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.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company for the year 2025-26 is described in the Directors' Report under the head 'Review of Operations'.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

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

PRISM FINANCE LIMITED

KEY FINANCIAL RATIOS:

Key Ratios	FY 2025-26	FY 2024-25	Change %	Explanation, if required
Debtors Turnover	NA	NA	-	Not applicable as there is no debtors
Inventory Turnover	NA	NA	-	Not applicable as there is no inventory
Interest Coverage Ratio	NA	NA	-	Not applicable as there is no interest Paid during the year
Current Ratio	NA	NA	-	-
Debt Equity Ratio	-4.00%	3.50%	-219%	-
Operating Profit Margin (%)	As the revenue from operations is being Profit/ Loss generated from Financing Activities, the percentage of margin on revenue are irrelevant.		-	-
Net Profit Margin (%)			-	-
Return on Net worth	-20.85%	-12.23%	71%	-

CAUTIONARY STATEMENT:

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 29th July, 2026

Parth B. Thakkar
Director
DIN: 10709057

Rajkumari R. Udhvani
Director
DIN: 02636225

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026**

[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 Offices No. 1104+ 1105+ 1106, One 42 Building, North Tower, Behind Ashok Vatika, Near Jayantilal Parks BRTS, Ambali, Bopal Road, Bodakdev, Ahmedabad- 380 054. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ 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, 2026** 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, 2026 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);
- (vi) Various common laws applicable to the activities of the Company such as The Reserve Bank of India Act, 1934, Prevention of Money Laundering Act, 2002, Income Tax, Act, 1961, Chapter V of the Finance Act, 1994 (Service Tax), Land Laws, Stamp Act, for which we have relied on Certificates/ Reports/ Declarations/Consents/Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Consultants, Chartered

PRISM FINANCE LIMITED

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, except for the following observation:

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 we have observed certain delays in upload of some of the information as required to be displayed on the functional website of the Company as required under Regulation 46 of SEBI (LODR) Regulations, 2015.

We have not examined Compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by the statutory financial Audit and other designated professionals.

We further report that:

Regarding the constitution of the Board, our observation/remark is as stated above. During the period under review and as on the date of this report, the Company was professionally managed by a Board comprising Non-Executive Independent Directors. There were no changes in the composition of the Board of Directors or the Key Managerial Personnel during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of Directors was received for circulation of the agenda and notes on agenda at a shorter notice, 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.

We have relied on representations made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

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

We further report that during the audit period the Company has not passed any Special Resolution.

**For KASHYAP R. MEHTA & PARTNERS
COMPANY SECRETARIES
FRN: P2025GJ106000 PR-6827/2025**

**YASH K. MEHTA
MANAGING PARTNER
ACS-43020: COP-27987
UDIN: A043020H000966855**

Place : Ahmedabad
Date : 29th July, 2026

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 2025-26. 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:

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. Whereever 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 KASHYAP R. MEHTA & PARTNERS
COMPANY SECRETARIES
FRN: P2025GJ106000 PR-6827/2025**

**YASH K. MEHTA
MANAGING PARTNER
ACS-43020: COP-27987
UDIN: A043020H000966855**

Place : Ahmedabad
Date : 29th July, 2026

INDEPENDENT AUDITORS' REPORT

To,
The Members of
PRISM FINANCE LIMITED
[CIN: L63910GJ1994PLC021915]
Ahmedabad

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

We have audited the accompanying Financial Statements of PRISM FINANCE LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement Of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and Notes to the Financial Statements, including a summary of Material Accounting Policies and other Explanatory Information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required and give a true and fair view in conformity with the accounting 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, 2026, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ('SAs'), as 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 Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Statements.

Sr. No.	Key Audit Matter	Auditor's Response
1	Valuation of Investments Measured at Fair Value Through Profit or Loss (FVTPL) The Company, being an Investment NBFC, holds a significant portion of its assets in listed and unlisted equity instruments, mutual funds, and other market-traded securities that are measured at fair value through profit or loss (FVTPL) in accordance with Ind AS 109. The valuation of these instruments involves use of observable inputs for listed investments and significant judgement for unlisted or thinly traded instruments, particularly where active market data is not readily available.	We evaluated the Company's policies and processes for classification and fair valuation of financial instruments under Ind AS 109. For listed equity and mutual fund investments, we independently verified fair values with quoted closing market prices from stock exchanges and NAVs published by AMCs. For unlisted or less liquid instruments, we assessed the valuation techniques, assumptions, and inputs applied by management, and engaged valuation specialists where appropriate. We examined whether the fair value hierarchy classification (Level 1, 2, 3) was appropriate.

Given the materiality of the investment portfolio, the inherent market volatility, and the impact of fair value movements on the statement of profit and loss, we have determined the valuation of FVTPL investments as a key audit matter.	We reviewed the adequacy of related financial statement disclosures in accordance with Ind AS 107 and Schedule III of the Companies Act, 2013. Our audit procedures included, among others: - Evaluating the criteria and methodology applied by management in assessing whether a market is active as per Ind AS 113 - Reviewing trading volumes, market depth, and frequency of transactions for selected financial instruments. - Verifying whether quoted prices used for valuation represent prices from an active and orderly market. - Assessing the classification of instruments into the fair value hierarchy (Level 1, 2, or 3). - Testing the design and operating effectiveness of internal controls over fair value determination. - Reviewing disclosures in the financial statements relating to active market determination and fair value hierarchy classification
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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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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

PRISM FINANCE LIMITED

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 Financial Statements for the financial year ended March 31, 2026, 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 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The company's balance sheet and the statement of profit and loss account dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under;

- e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to me:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company does not have any long-term contracts, including derivative contracts having 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 during the year ended March 31, 2026.
 - 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 such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused me to believe that the representations under both sub-clauses mentioned above contain any material mis-statement.
 - v. The company has not proposed or declared any dividend during the year.
 - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with preserved by the company in compliance with the applicable statutory requirements for record retention.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended, we report that to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For H K Shah & Co.,
Chartered Accountants
FRN : 109583W

H K Shah
Partner

Place : Ahmedabad
Date : May 29, 2026

M.No.: 042758
UDIN - 26042758RXHTWY3092

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1(f) under 'Report on other legal and regulatory requirements' section of our report of even date to the members of PRISM FINANCE LIMITED

Report On The Internal Financial Controls With Reference To The Standalone Financial Statements Under Section 143(3)(i) of The Act

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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 with reference to the standalone financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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 Institute of Chartered Accountants of India 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.

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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For H K Shah & Co.,
Chartered Accountants
FRN : 109583W

H K Shah
Partner

M.No.: 042758

UDIN - 26042758RXHTWY3092

Place : Ahmedabad

Date : May 29, 2026

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on other legal and regulatory requirements' section of our report of even date to the members of PRISM FINANCE LIMITED)

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and the records examined by us in the normal course of audit, we state that:

- (i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ("PPE") along with details of Right-of-use Assets.
- (B) The Company does not own any intangible asset. Accordingly, reporting under the clause regarding proper maintenance of records of intangible assets is not applicable.
- (b) The management of the Company verifies PPE and Right-of-use Assets according to a phased programme designed to cover all items over a period of three years, which, in our opinion, is at reasonable intervals. Pursuant to the programme, certain items of PPE have been verified by the management during the year, and no material discrepancies have been 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 company does not have any immovable property under Property, Plant and Equipment. Accordingly, reporting under this clause is not applicable.
- (d) According to the information and explanations given to us and on the basis of records examined by us, the Company has not revalued any of its Property, Plant and Equipment (including Right-of-use Assets) during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (as amended in 2016) and Rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable.
- (ii) a) According to the information and explanations given to us and on the basis of records examined by us, the Company does not hold any inventory during the year. Hence, reporting under this clause is not applicable.
- (b) According to the information and explanations given to us and on the basis of records examined by us, the Company has not been sanctioned with any working capital limits in excess of five crore rupees, in aggregate from banks on the basis of security of current assets. Hence, the matter of reporting a disagreement between quarterly returns/statements filed by the Company with such banks and the books of account of the Company does not arise.
- (iii) a) 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; During the year, the company has provided loans to the companies and other parties.

PRISM FINANCE LIMITED

- (A) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to such loans or advances is Rs. 221.03 lakhs and Rs. 178.31 lakhs respectively. Kindly refer Note 4 and 39 for detailed information.
- (B) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances to parties other than subsidiaries, joint ventures and associates is Rs. 1.0 lakh and Rs.4.41 lakhs respectively. Kindly refer Note 4 and 39 for detailed information.
- (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 interest of the company.
- (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 are not generally 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 audit.
- (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 granted to others and related parties in the percentage of 2% and 98% of the aggregate loans advanced respectively.
- (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 audit. 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 audit. 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 have been subsumed into 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 March 31, 2026 for a period of more than six months from the date it became payable except as mentioned in the following table (Kindly refer Note 29) —

Sr. No.	Name of Statute	Nature of Dues	Amount (in Rs. Lakhs)	Period to which the amount relates	Date of payment	Remarks, if any
1	Income Tax Act, 1961	TDS Payable	1.05	Prior years	Not paid	Short-paid, interest thereupon, late fees, etc.
2	Income Tax Act, 1961	TDS Payable	0.12	2021-22	Not paid	Short-paid, interest thereupon, late fees, etc.
3	Income Tax Act, 1961	TDS	0.05	2022-23	Not paid	Short-paid, interest thereupon, late fees, etc.
4	Income Tax Act, 1961	TDS	0.19	2023-24	Not paid	Short-paid, interest thereupon, late fees, etc.
5	Income Tax Act, 1961	TDS	0.09	2024-25	Not paid	Short-paid, interest thereupon, late fees, etc.

- (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 except as mentioned in the following table (Kindly refer Note 29) —

Sr. No.	Name of Statute	Nature of Dues	Amount (in Rs. Lakhs)	Period to which the amount relates	Date of payment	Remarks,if any
1	Income Tax Act, 1961	Income Tax	53.04	2014-15	Not paid	Dispute with regards to undisclosed Income.
2	Income Tax Act, 1961	Income Tax	0.59	2014-15	Not paid	Dispute with regards to undisclosed Income.
3	Income Tax Act, 1961	Income Tax	462.10	2016-17	Not paid	Dispute with regards to undisclosed Income.

- (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, partially or optionally convertible) during the year and therefore the requirements of compliance with section 42 and section 62 of the Act and utilisation of the funds for the purposes for which they were raised do not arise.
- (xi) (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 is filed under subsection (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, and as represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) (a) The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii)(a) of the Order are not applicable to the Company.
- (b) The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Nidhi company. Therefore, the provisions of paragraph 3(xii)(c) of the Order are not applicable to the Company.

PRISM FINANCE LIMITED

- (xiii) In our opinion and based on our examination, the Company has entered into transactions with related parties in compliance with sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required under applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business. However, deficiency had been observed in ICFR.
- (b) We were unable to obtain internal audit report of the company till the issue of our audit report. Hence, the internal audit reports have not been considered by us.
- (xv) According to the information and explanations given to us, the Company has not entered into any transactions as mentioned in Section 192 of the Companies Act, with its directors or persons connected with its directors during the year.
- (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) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, and therefore, requirement of fulfilling the criteria of a CIC as well as fulfilment of criteria for an exempted or unregistered CIC are not applicable.
- (d) According to the information and explanations given to us, the Company is not part of any Group and hence criteria of the Group having more than one CIC as part of the Group and the number of CICs which are part of the Group are not applicable. an one CIC as part of the Group and the number of CICs which are part of the Group are not applicable.
- (xvii) The company has not incurred cash losses neither in the current financial year nor in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year under audit and accordingly the provisions of paragraph 3(xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities (including assets liability maturity ALM pattern, wherever applicable), other information accompanying the financial statements, 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 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) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) for any projects during the year.
- (b) There are no ongoing projects nor any remaining unspent amounts towards Corporate Social Responsibility (CSR) that requires a transfer to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

For H K Shah & Co.,
Chartered Accountants

FRN : 109583W

H K Shah
Partner

Place : Ahmedabad
Date : May 29, 2026

M.No.: 042758
UDIN - 26042758RXHTWY3092

BALANCE SHEET AS AT MARCH 31, 2026

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	Note No.	As At March 31, 2026	As At March 31, 2025
I ASSETS :			
1) Financial Assets			
a) Cash and cash equivalents	3	4.99	2.38
b) Trade Receivables		-	-
c) Loans	4	182.72	34.11
d) Investments	5	1641.46	2228.01
e) Other Financial assets	6	18.29	42.22
2) Non-Financial Assets			
a) Property Plant & Equipment	7	44.84	62.29
b) Other Non-Financial Assets	8	6.56	-
c) Deferred tax Assets (net)	9	13.09	-
TOTAL ASSETS		1,911.94	2,369.01
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	10	27.60	8.44
b) Borrowings	11	-	77.60
c) Lease Liabilities	12	6.80	
d) Other Financial Liabilities	13	0.89	1.22
2) Non-Financial Liabilities			
a) Current tax liabilities (net)	14	12.06	-
b) Provision	15	6.30	29.98
c) Deffered tax Liabilities (Net)	16	-	39.13
d) Other non-financial liabilities		-	-
EQUITY			
a) Equity Share capital	17	650.03	650.03
b) Other Equity	18	1208.25	1562.60
TOTAL LIABILITIES AND EQUITY		1,911.94	2,369.01
Significant Accounting Policies & Other Notes to Accounts	1 & 2		

The Notes referred to above form an integral part of financial statements

As per our report of even date
For H K Shah & Co.,
Chartered Accountants
 FRN.: 109583W

H K Shah
Partner
 M.No.: 042758

Place : Ahmedabad
 Dated : 29/05/2026

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

Karan Gupta
 Company Secretary

Chirag J. Desai
 Chief Financial Officer

Place : Ahmedabad
 Date : 29/05/2026

Rajkumari R Udhwani
 Director
 DIN : 02636225

Parth B Thakkar
 Director
 DIN : 10709057

PRISM FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2026

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	Note No.	For the Year ended March 31, 2026	For the Year ended March 31, 2025
I Revenue from Operations			
1) Interest Income		-	-
2) Dividend income	19	10.20	6.11
3) Gains on financial Instrument	20	516.13	565.75
II Other income	21	36.12	0.03
III Total Income		562.45	571.89
IV Expenses :			
1) Finance cost	22	6.64	6.18
2) Fees and Commission Expense	23	5.43	5.25
3) Re-measurement of financial Instrument	24	832.79	696.32
4) Employee Benefits Expenses	25	53.59	51.52
5) Depreciation, amortization and impairment		6.81	8.57
6) Other expenses	26	44.64	74.57
V Total Expenses		949.90	842.41
VI Profit / (Loss) before tax (III-V)		(387.45)	(270.52)
VII Tax Expense			
1) Current tax expense		13.01	-
2) Tax - Earlier Years		6.11	-
3) Deferred tax		(52.22)	(168.77)
VIII Profit / (Loss) for the year (VI-VIII)		(354.35)	(101.75)
IX Other comprehensive (income) /loss		-	-
X Total comprehensive income for the Year (VIII-IX)		(354.35)	(101.75)
XI Earning Per Equity Share (EPS)			
Basic and Diluted (in Rs.)	27	(5.45)	(1.57)

Significant Accounting Policies & other notes to accounts

The Notes referred to above form an integral part of financial statements

As per our report of even date
For H K Shah & Co.,
Chartered Accountants
FRN.: 109583W

H K Shah
Partner
M.No.: 042758

Place : Ahmedabad
Dated : 29/05/2026

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

Karan Gupta
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 29/05/2026

Rajkumari R Udhwani
Director
DIN : 02636225

Parth B Thakkar
Director
DIN : 10709057

Statement of Changes in Equity for the year ended on March 31, 2026

All Amounts are Rs. in Lakhs unless otherwise stated

(a) EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	650.03	650.03
Changes in Equity share capital due to prior period errors	-	-
Restated Balance at the beginning of the year	650.03	650.03
Changes in equity share capital during the year	-	-
Balance at the end of the year	650.03	650.03

(b) OTHER EQUITY

As at March 31, 2026

Particulars	Reserves and Surplus Reserves Fund as per RBI Act	Retained Earnings	Total Equity
Balance at the beginning of the year	363.38	1,199.22	1,562.60
Changes in accounting policy or prior period errors	-	-	-
Restated Balance at the beginning of the year	363.38	1,199.22	1,562.60
Profit \ (Loss) for the year	0	(354.35)	(354.35)
Transfer to Reserve Fund in terms of Sec 45-IC of the RBI Act, 1934	-	-	-
Balance at the end of the year	363.38	844.87	1,208.2

As at March 31, 2025

Particulars	Reserves and Surplus Reserves Fund as per RBI Act	Retained Earnings	Total Equity
Balance at the beginning of the year	363.38	1,300.97	1,664.35
Changes in accounting policy or prior period errors	-	-	-
Restated Balance at the beginning of the year	363.38	1,300.97	1,664.35
Profit \ (Loss) for the year	0	(101.75)	(101.75)
Transfer to Reserve Fund in terms of Sec 45-IC of the RBI Act, 1934	-	-	-
Balance at the end of the year	363.38	1,199.22	1,562.60

As per our report of even date
For H K Shah & Co.,
Chartered Accountants
FRN.: 109583W

H K Shah
Partner
M.No.: 042758

Place : Ahmedabad
Dated : 29/05/2026

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

Karan Gupta
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 29/05/2026

Rajkumari R Udhwani
Director
DIN : 02636225

Parth B Thakkar
Director
DIN : 10709057

PRISM FINANCE LIMITED

STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

All Amounts are Rs. in Lakhs unless otherwise stated

	As at March 31, 2026	As at March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (Loss) \ Profit before tax	(387.45)	(270.52)
Adjustments for :-		
Finance Cost	6.64	6.18
Net (gain) / loss on fair value changes	481.57	375.25
Net (gain) on Property, Plant Equipment	(36.16)	-
Deferred Tax	(1.03)	(6.45)
Depreciation	6.81	8.57
Operating Profit Before Working Capital Changes	70.39	113.03
Changes in Working Capital:-		
Adjustment for (Increase) / Decrease in Operating Assets and liabilities		
Provision	(23.68)	6.78
Other Financial & Non-Financial Assets	31.14	(25.57)
Long/Short term Loans & Advances	(148.61)	40.53
Trade payables & Other Liabilities	19.16	(28.49)
Other Financial & Non-Financial Liabilities	(0.33)	(1.74)
Cash generated from Operations	(51.92)	104.54
Direct taxes paid	(13.32)	-
NET CASH GENERATED FROM OPERATING ACTIVITIES	(65.24)	104.54
B. CASH FLOW FROM INVESTING ACTIVITIES		
Property, Plant and Equipment	49.50	(1.03)
Right to Use Asset	(9.19)	-
Purchase of /additions in investments measured at FVTPL	104.98	(207.23)
NET CASH USED IN INVESTING ACTIVITIES	145.29	(208.26)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term/Long Term Borrowing	(77.60)	77.44
Lease Liabilities	6.80	-
Finance Cost	(6.64)	(6.18)
NET CASH USED IN FINANCING ACTIVITIES	(77.44)	71.26
NET INCREASE/(DECEREASE) IN CASH AND CASH EQUIVALENTS	2.61	(32.47)
Cash and cash equivalents at the beginning of the year	2.38	34.85
Cash and cash equivalents at the end of the year	4.99	2.38
Components of Cash & Cash Equivalents		
Cash on Hand	1.23	1.09
Balances with banks:		
a) In current account	3.76	1.29
Total Cash and Bank Equivalents (As per Note 3)	4.99	2.38

As per our report of even date
For H K Shah & Co.,
Chartered Accountants
FRN.: 109583W

H K Shah
Partner
M.No.: 042758

Place : Ahmedabad
Dated : 29/05/2026

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

Karan Gupta
Company Secretary

Chirag J. Desai
Chief Financial Officer

Place : Ahmedabad
Date : 29/05/2026

Rajkumari R Udhwani
Director
DIN : 02636225

Parth B Thakkar
Director
DIN : 10709057

1. Company Information:

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

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

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

The accounting policies have been consistently applied, and financial statements are prepared on a going concern basis. The company uses an 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 authorized for issue on 29th May 2026.

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.

PRISM FINANCE LIMITED

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 expires, 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 recognized 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

PRISM FINANCE LIMITED

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.

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 thereon 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 reporting year.

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.

2.12 Lease:

The company assesses whether a contract contains a lease, at inception of a contract. The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company has taken office premises on lease under agreement that are cancellable by the Lessor at its sole discretion. The Lessor may terminate the lease by serving the Lessee with not less than twenty-four hours prior written notice. Accordingly, lease rentals on assets are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease.

2.13 Recent Pronouncements:

Ind AS 1 – Presentation of Financial Statements

The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants.

Ind AS 7 – Statement of Cash Flows

The amendments require to inform users of the Financial Statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates.

Ind AS 107- Financial Instruments Disclosures

The amendments to add supplier finance arrangements as a factor that may cause concentration of liquidity risk.

Ind AS 12 – Income Taxes

The amendments to the Pillar Two Model Rules introduce a temporary mandatory exemption from deferred tax accounting for top-up taxes and require companies to disclose their use of this exemption. This relief takes effect immediately and applies retrospectively. In addition, the amendments mandate new disclosures to compensate for any potential loss of information resulting from the exemption.

Ind AS 21 – The Effects of Changes in Foreign Exchange Rates

The amendments provide guidance on determining exchangeability between currencies and estimating spot rates when a currency is not exchangeable.

Notes to the Financial Statements

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	As At	As At
	March 31, 2026	March 31, 2025
NOTE : 3 - Cash and cash equivalents		
Balances with Banks	3.76	1.29
Cash on hand	1.23	1.09
Total	4.99	2.38

NOTE : 4 - Loans**Loans Measured at Amortized Cost**

Others - Unsecured

a) Intercorporate loans given to

Related party

Others

b) Others Loans

Total

178.31 29.11

- -

4.41 5.00

182.72 34.11**Details of Loans repayable on demand given to KMP / Related Party**

Promoters

Related Parties

Total

- -

178.31 29.11

178.31 29.11**NOTE: 5 - Investments****Investment in Equity Instruments**

A) Unquoted (at Amortized Cost)

B) Quoted (At FVTPL)

Total

127.90 227.90

1,513.56 2,000.10

1,641.46 2,228.01

PARTICULARS	As at March 31, 2026		As at March 31, 2025	
	No. of Sh.	Rs. In Lakhs	No. of Sh.	Rs. In Lakhs
(A) UNQUOTED (At Amortized Cost):				
1 In Fully paid Equity Shares of Rs. 10/- each	-	-	10,00,000	100.00
2 BVM Finance Limited				
In Fully paid Equity Shares of Rs. 25/- each				
3 Textiles Traders Co-op. Bank Limited	3,000	0.63	3,000	0.63
In Fully paid Equity Shares of Rs. 100/- each				
4 National Bullion Refinery HCA		27.28		27.28
EIFFIL WATER INFRA PVT LTD		100.00		100.00
TOTAL		127.91		227.91

PRISM FINANCE LIMITED

PARTICULARS	As at March 31, 2026		As at March 31, 2025	
	No. of Sh.	Rs. In Lakhs	No. of Sh.	Rs. In Lakhs
(B) QUOTED (At FVTPL)				
20 Micron LTD	10,000	13.38	-	-
AVANTEL LTD	-	-	2,34,893	266.37
AIMTRON	32,200	256.15	36,800	148.06
Alpex Solar LTD	5,200	39.48	-	-
ADVENT HOTELS INTERNATIONAL PVT LTD	5,000	6.28	-	-
ARKADE DEVE LTD	70,298	66.57	92,500	139.77
BCG-MOTILAL	1,20,000	9.79	-	-
Bank Of India	25,000	34.26	-	-
GLOBAL EDUCATION	-	-	50,000	20.88
GK Energy LTD	5,000	4.51	-	-
GUJARAT NRE COKE CLASS B	2,450	0.02	2,450	-
GUJARAT THEMIS BIOSYN	45,000	102.35	45,000	126.68
HAZ MUL PRO	39,000	9.17	1,60,050	67.00
HINDUSTAN ZINC LTD.	20,000	100.44	-	-
INDIA BUSINESS EXCELLENCE FUND IV (PE FUND)	-	196.00	-	180.00
JINDAL ONLINE	58,350	2.94	1,75,016	3.64
KRISHNA DEFENCE	15,000	120.81	15,000	101.80
KAASHYAP TECHNOLOGIES	1,16,666	0.20	-	-
MANAKSIA STEEL LTD	1,31,800	61.35	1,31,800	57.97
METAL SCRAP TRADE CORP LTD	5,000	18.32	5,000	25.55
MADHAVIPL	90,000	6.32	3,90,000	42.55
NEXTGEN ANIMATION MEDIA LTD	1,000	-	1,000	-
NILASPACES	-	-	1,50,000	18.30
OLECTRA	5,000	48.32	10,000	116.73
OCCL LTD	1,08,965	87.99	-	-
ORIRAIL	-	-	5,000	7.91
RADHE DEVELOPERS	3,30,000	4.16	3,30,000	4.59
RELIANCE LIQUID BEES	-	-	35,200	352.00
SOUTH INDIAN BANK LTD.	2,40,000	82.08	2,40,000	56.88
SILVERLINE TECHNOLOGIES	2,500	0.22	2,500	0.28
SUMERU INDUSTRIES	5,552	0.08	5,552	0.11
SAHAJ SOLAR	44,800	41.33	19,800	73.71
Shilverbees	8,000	17.29	-	-
SIKA INTERPLANT SYSTEMS- MOTI	19,000	153.18	7,500	48.00
THE ORISS MINERALS DEVELOPMEN MOTILAL	980	30.55	1,900	94.70
YASHPAKKA	-	-	28,000	46.65
TOTAL		1,513.56		2,000.10

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	As At	As At
	March 31, 2026	March 31, 2025
NOTE : 6		
Other Financial assets		
Deposits	1.50	19.75
Duties and taxes	16.79	22.48
Total	18.29	42.22

ANNUAL REPORT 2025-26

Note 7 : - Property, Plant & Equipment

(Rs. In Lakhs)

Particulars	Building	Furniture & Fixture	Data Processing Equipments	Office Equip-ments	Vehicle	Total
Gross carrying value as of April 1, 2025	18.01	6.16	10.72	3.05	56.99	94.93
Additions	-	-	0.11	-	-	0.11
Deductions	(18.01)	-	-	-	-	(18.01)
Gross carrying value as of April 1, 2026	-	6.16	10.83	3.05	56.99	77.03
Accumulated Depreciation as of April 1, 2025	4.78	3.67	10.72	3.05	10.42	32.64
Depreciation	0.11	0.46	0.01	-	4.30	4.88
Adjustments	-	-	(0.54)	(0.15)	-	(0.69)
(Accumulated Depreciation on Disposals/Transfer)	(4.89)	-	0.26	-	-	(4.63)
Accumulated Depreciation as of March 31, 2026	-	4.13	10.45	2.90	14.73	32.20
Carrying Value as of March 31, 2026	-	2.03	0.38	0.15	42.26	44.83
Gross carrying value as of April 1, 2024	18.01	6.16	10.72	3.05	55.96	93.90
Additions	-	-	-	-	1.03	1.03
Deductions	-	-	-	-	-	-
Gross carrying value as of April 1, 2025	18.01	6.16	10.72	3.05	56.99	94.93
Accumulated Depreciation as of April 1, 2024	4.48	3.08	9.50	2.54	4.47	24.07
Depreciation	0.30	0.59	1.22	0.51	5.95	8.57
Adjustments	-	-	-	-	-	-
(Accumulated Depreciation on Disposals/Transfer)	-	-	-	-	-	-
Accumulated Depreciation as of March 31, 2025	4.78	3.67	10.72	3.05	10.42	32.64
Carrying Value as of March 31, 2025	13.23	2.49	0.00	(0.00)	46.57	62.29

Particulars	Right of Use Asset	Total
-------------	--------------------	-------

NOTE : 8

Right to Use Asset

Gross carrying value as of April 1, 2025	-	-
Additions	9.18	9.18
(Disposals)	-	-
Gross carrying value as of March 31, 2026	9.18	9.18
Accumulated Depreciation as of April 1, 2025	-	-
Depreciation	2.62	2.62
(Accumulated Depreciation on Disposals)	-	-
Accumulated Depreciation as of March 31, 2026	2.62	2.62
Carrying Value as of March 31, 2026	6.56	6.56

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	As At March 31, 2026	As At March 31, 2025
Notes No: 9 Deferred tax Assets (net)		
Deferred tax Assets (Net)	13.09	-
Total	13.09	-

PRISM FINANCE LIMITED

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	As At March 31, 2026	As At March 31, 2025
-------------	-------------------------	-------------------------

NOTE : 10

TRADE PAYABLES

Total outstanding dues of micro Enterprise and small enterprises

Total outstanding dues of creditors other than micro

enterprises and small enterprises*

27.60

8.44

Total

27.60

8.44

9.1 'The amount due to Micro & Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the company.

9.2 'The fair value of trade payables is not materially different from its carrying value

9.3 The disclosure relating to Micro, Small and Medium Enterprises as at 31st March, 2026 are as under :

a) Principal amount remaining unpaid	-	-
b) Interest due on above and the unpaid interest	-	-
c) Interest paid	-	-
d) Payment made beyond the appointed day during the year	-	-
e) Interest due and payable for the period of delay	-	-
f) Interest accrued and remaining unpaid	-	-
g) Amount of further interest remaining due and payable in succeeding years	-	-

NOTE : 11

BORROWINGS

Intercompany loans from Related Parties

-

77.61

Total

-

77.61

NOTE : 12

LEASE LIABILITIES

The Company has taken office premises on lease under agreement that are cancellable by the Lessor at its sole discretion. The Lessor may terminate the lease by serving the Lessee with not less than twenty-four hours prior written notice.

The following is the movement in lease liabilities:

Particulars	Amount
Balance as at April 1, 2024	-
New lease contracts entered during the year	-
Interest on lease liability	-
Payments of lease liabilities	-
Balance as at April 1, 2025	-
New lease contracts entered during the year	9.18
Interest on lease liability	0.62
Termination of leases	-
Payments of lease liabilities	3.00
Balance as at March 31, 2026	6.80

The following table provides details regarding the remaining contractual maturities of the lease liabilities at 31st March 2026 based on contractual undiscounted payments:

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Lease Liability	5.34	1.46	-	6.80
Interest Liability allocated to future periods	0.66	0.04	-	0.70
Minimum Lease Payments	6.00	1.50	-	7.50

ANNUAL REPORT 2025-26

Amounts Recognised In The Statement of Profit and Loss:

Particulars	As At March 31, 2026	As At March 31, 2025
a) Depreciation charge of right-of-use assets (included in depreciation, amortisation and impairment)	2.62	-
b) Interest expense (included in finance costs)	0.62	-
c) Expense relating to short-term leases (included in other expenses)	3.00	-
d) Expense relating to leases of low-value assets that are not shown above as short-term leases	-	-
e) Expense relating to variable lease payments not included in lease liabilities	-	-
f) Income from Subleasing right-of-use assets	-	-
g) Total cash outflow for leases	3.00	-
h) Additions to right-of-use assets	9.18	-
i) Gains or losses arising from sale and leaseback transactions	-	-
j) The carrying amount of right-of-use assets at the end of the reporting period by class of underlying asset	6.56	-
The total cash outflow for leases during the year	3.00	-

12.(A): Liquidity Risk

The Company does not face a significant liquidity risk with regard to its lease liabilities as the assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

12.(B): This Note Provides Information For Leases Where The Company Is a Lessor.

Company has not entered any lease agreement as lessor.

NOTE : 13

Other Financial Liabilities

Statutory Dues	0.89	1.22
Total	0.89	1.22

NOTE : 14

Current Tax Liabilities (Net)

Current Tax Liabilities (Net)	12.06	-
Total	12.06	-

NOTES : 15

Provision

Provision	6.30	29.98
Total	6.30	29.98

NOTES : 16

Deffered tax Liabilities (Net)

Deffered tax Liabilities (Net)	-	39.13
Total	-	39.13

PRISM FINANCE LIMITED

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	As At March 31, 2026	As At March 31, 20245
Note: 17		
Equity Share capital		
Authorised		
70,00,000 (previous year: 70,00,000) Equity Shares of Rs. 10 each fully paid-up	700.00	700.00
Total	700.00	700.00
Issued, Subscribed and fully paid up		
65,00,300 (previous year : 65,00,300) Equity Shares of Rs. 10 each fully paid-up	650.03	650.03
Total	650.03	650.03

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Rs. in Lakh	No. of Shares	Rs. in Lakh
a. The reconciliation of the number of shares outstanding and the amount of share capital is set out below:				
Numbers of shares at the Beginning of the year	6,500,300	650.03	6,500,300	650.03
Add: Shares issued during the year	-	-	-	-
Numbers of shares at the End of the year	6,500,300	650.03	6,500,300	650.03

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
b. Details of shares held by each shareholder holding more than 5% shares:				
Som Shiva Impex Ltd.	1,957,500	30.11%	1,957,500	30.11%

c. Shares held by Promoters of the Company:

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Leena Arunprasad Patel	5,45,200	8.39%	2,77,400	4.27%
Arunprasad Purshottamdas Patel (Deceased)	-	0.00%	2,67,800	4.12%
Deval Rahul Patel	193,000	2.97%	193,000	2.97%
Poonam Pranay Patel	168,000	2.58%	168,000	2.58%
Rahulbhai Patel	95,000	1.46%	95,000	1.46%
Amisha A Patel	24,990	0.38%	24,990	0.38%
Som Shiva Impex Ltd.	1,957,500	30.11%	1,957,500	30.11%
Total	2,983,690	45.90%	2,983,690	45.90%

- d.** The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Equity Shareholders are eligible to dividend proposed by the Board of Directors as approved by Shareholders in the ensuing Annual General Meeting.
- e.** In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- f.** Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL
- g.** Calls unpaid : NIL; Forfeited Shares : NIL

ANNUAL REPORT 2025-26

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	Reserves & Surplus		Total
	Reserve Fund as per RBI Act	Retained earnings ¹	
Note: 18			
Other Equity			
As at March 31, 2026			
Balance at the beginning of April 1, 2025	363.37	1,199.23	1,562.60
Changes in accounting policy or prior period errors	-	-	-
Restated Balance at the beginning of the year	363.37	1,199.23	1,562.60
Quasi Equity from Holding Company ²	-	-	-
Profit \ (Loss) for the year	-	(354.35)	(354.35)
Transfer to Reserve Fund in terms of Sec 45-IC of the RBI Act, 1934	-	-	-
Balance at the end of March 31, 2026	363.37	844.88	1,208.25
As at March 31, 2025			
Balance at the beginning of April 1, 2024	363.37	1,300.98	1,664.35
Changes in accounting policy or prior period errors	-	-	-
Restated Balance at the beginning of the year	363.37	1,300.98	1,664.35
Quasi Equity from Holding Company ²	-	-	-
Profit \ (Loss) for the year	-	(101.75)	(101.75)
Transfer to Reserve Fund in terms of Sec 45-IC of the RBI Act, 1934	-	-	-
Balance at the end of March 31, 2025	363.37	1,199.23	1,562.60

Notes :

- 1 Retained Earnings:** Retaining Earnings represents the amount that can be distributed by the company as dividend considering the requirements of the companies Act, 2013. No dividend are distributed given the accumulated losses incurred by the company.
- 2 Reserve Fund as per RBI Act:** 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.

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
NOTE : 19		
Dividend Income		
Dividend Income	10.20	6.11
Total	10.20	6.11
NOTE : 20 Gains on financial Instrument		
Net gain on fair value changes	-	-
Net gain on derecognition of financial instruments	516.13	565.75
Total	516.13	565.75
NOTE : 21 Other Income		
Interest on IT Refund	-	0.03
Profit on sale of building	36.12	-
Other Interest Income	0.00	-
Total	36.12	0.03

PRISM FINANCE LIMITED

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
NOTE : 22		
FINANCE COST		
Interest Expense on Financial Instruments	6.64	6.18
Demate charges	-	-
TOTAL	6.64	6.18

NOTE : 23		
Fees and Commission Expense		
Listing fees and others	3.32	3.28
Filing fees	0.67	1.97
Subscription Fees	1.44	-
TOTAL	5.43	5.25

NOTE : 24		
RE-MEASUREMENT OF FINANCIAL INSTRUMENT		
A) Net gain / (loss) on financial instruments at FVTPL		
i) On trading portfolio		
- Investments	351.22	321.07
B) Others - Mutual fund units		
C) Total Net gain / (loss) on financial instruments at FVTPL	351.22	321.07
Fair value changes :		
- Realised	351.22	321.07
- Unrealised	481.57	375.25
Total	832.79	696.32

Note: During the reporting year, out of the total loss of Rs. 351.22 lakhs, the Company has recognised a loss of Rs. 100.00 lakhs on its investment in BVM Finance Limited and has treated the same as a realised loss.

NOTE : 25		
Employee Benefits Expenses		
Salaries and wages	53.59	51.52
Total	53.59	51.52

NOTE : 26		
Other expenses		
Advertisement expenses	0.39	0.28
Insurance expenses	0.39	0.45
Legal & professional expenses	23.39	40.29
Balances Written off	8.04	(0.56)
CSR Expense	-	11.00
Travelling and Vehicle Expense	4.45	11.53
Office expenses	6.47	10.08
Payment to Auditor	1.50	1.50
Miscellaneous Expense	0.02	-
Total	44.64	74.57
Payment to Auditor		
- Statutory Audit	1.50	1.50
Total	1.50	1.50

ANNUAL REPORT 2025-26

All Amounts are Rs. in Lakhs unless otherwise stated

Particulars	For the Year ended March 31, 2026	For the Year ended March 31, 2025
NOTE : 27		
Earning Per Equity Share (EPS)		
Profit/(Loss) for the period attributable to Owners of the Company	(354.35)	(101.75)
Amount available for calculation of Basic and Diluted EPS - (a)	(354.35)	(101.75)
Equity Shares Outstanding - (b)	650.03	650.03
Weighted Agerage No. of Equity Shares for calculating basic & diluted EPS - (c)	650.03	650.03
Earnings Per Share (In Rs.)	(5.45)	(1.57)
Basic & diluted earning per share (a/c)	(5.45)	(1.57)

NOTE : 28 :

Ratio

i. Key Financial Ratios:

Key Ratios	Numerator	Denominator	FY 2025-26	FY 2024-25	Change %	Explanation, if required
Debtors Turnover	Credit Sales	Average Accounts Receivable	NA	NA	NA	Not applicalbe as there is no debtors
Inventory Turnover	Cost of goods sold	Average inventory	NA	NA	NA	Not applicable as there is no inventory
Interest Coverage Ratio	Earnings before interest and taxes (EBIT)	Interest	NA	NA	NA	Not applicable as No Debt
Current Ratio	Current Assets	Current Liabilities	NA	NA	NA	
Debt Equity Ratio	Total Debt	Shareholder's Equity	-4%	3.50%	-219%	
Operating Profit Margin (%)	Operating Profit	Sales	As the revenue from operations is being Profit/ Loss generated from Financing Activities, the percentage of margin on revenue are irrelevant.		NA	
Net Profit Margin (%)	Profit/Net Income	Sales/ Revenue			NA	
Return on Net worth	Earnings before taxes (EBT)	Net Worth	-20.85%	-12.23%	71%	

29 Contingent Liabilities

- Disputed demands in respect of:

Income-tax Rs. 5,15,73,230/- (Previous Year Rs. Nil)

- Undisputed demands in respect of:

Traces Rs. 1,51,320/- (Previous Year Rs. 1,49,300/-)

- 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.

- 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.

PRISM FINANCE LIMITED

- 32 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.

33 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, 2026.

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

35 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.

36 Financial Instruments:

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

Particulars	(Amount Rs. in Lakhs)	
	As at March 31, 2026	As at March 31, 2025
	Carrying Value / Fair Value	
Financial Assets		
Measured at FVTPL		
(i) Trade and Other Receivables	-	-
(ii) Investments	1,641.46	2,228.01
Measured at Amortised Cost		
(i) Cash and Cash Equivalents	4.99	2.38
(ii) Loans	182.72	34.11
(iii) Other Financial Assets	18.29	42.22
Financial Liabilities		
(i) Trade Payables	27.60	8.44
(ii) Borrowings	-	77.60
(iii) Other Financial Liabilities	0.89	1.22

ANNUAL REPORT 2025-26

B) Maturity of Financial Assets and Liabilities

(Amount Rs. in Lakhs)

Particulars	Within 12 months	After 12 months	As At March 31, 2026
I ASSETS :			
1) Financial Assets			
a) Cash and cash equivalents	4.99		4.99
b) Trade Receivables			-
c) Loans		182.72	182.72
d) Investments		1641.46	1641.46
e) Other Financial assets		18.29	18.29
2) Non-Financial Assets	-		
a) Property Plant & Equipment		44.84	44.84
b) Right to Use Asset	-	6.56	6.56
c) Other Non-Financial Assets		13.09	13.09
TOTAL	4.99	1906.96	1911.95

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	27.60		27.60
b) Borrowings		-	-
c) Lease Liabilities	-	6.80	6.80
d) Other Financial Liabilities	-	0.89	0.89

2) Non-Financial Liabilities

a) Current Tax Liabilities	-	12.06	12.06
b) Provision	-	6.30	6.30
c) Other Non-Financial Liabilities	-	-	-
TOTAL	27.60	26.06	53.66

(Amount Rs. in Lakhs)

Particulars	Within 12 months	After 12 months	As At March 31, 2025
-------------	------------------	-----------------	----------------------

I ASSETS :

1) Financial Assets

a) Cash and cash equivalents	2.38		2.38
b) Trade Receivables			-
c) Loans		34.11	34.11
d) Investments		2228.01	2228.01
e) Other Financial assets		42.22	42.22

2) Non-Financial Assets

a) Property Plant & Equipment		62.29	62.29
b) Other Non-Financial Assets		-	-
TOTAL	2.38	2366.63	2369.01

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	8.44		8.44
b) Borrowings		77.60	77.60
c) Other Financial Liabilities	-	1.22	1.22

PRISM FINANCE LIMITED

(Amount Rs. in Lakhs)

Particulars	Within 12 months	After 12 months	As At March 31, 2025
2) Non-Financial Liabilities			
a) Current Tax Liabilities	-	-	-
b) Provision	-	29.98	29.98
c) Other Non-Financial Assets		-	-
TOTAL	8.44	108.80	117.25

37 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.

	Rs. In Lakhs	
Particulars	As at March 31, 2026	As at March 31, 2025
NSE / BSE Index - increase by 2%.....	32.83	44.56
NSE / BSE Index - decrease by 2%.....	(32.83)	(44.56)

38 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	Level 4
As at March 31, 2026				
Financial Assets				
Investments	1,513.56	-	127.90	1,641.46
Total	1,513.56	-	127.90	1,641.46
As at March 31, 2025				
Financial Assets				
Investments	2,000.10	-	227.90	2,228.01
Total	2,000.10	-	227.90	2,228.01

39 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, 2026 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) Prominent Plastics Pvt Ltd | d) Caliber Plastech Pvt Ltd |
| e) Arris estate Pvt Ltd | f) Stark Properties LLP |
| g) Volantis Properties LLP | |

2. Key Management Personnel/Relatives/Individuals

a) Shri Kashyap Rajendra Mehta	Director from upto 30/09/2024
b) Smt. Anal Desai	Director from upto 30/09/2024
c) Shri Parth Bharatbhai Thakkar	Director
d) Ms. Rajkumari Ramchand Udhwani	Director
e) Shri Udayan D. Velvan	Director from upto 04/12/2021
f) Hemendra Kumar C Shah	Director
g) Smt. Poonam Patel	Relative of Director/KMP
h) Shri Chirag J Desai	Chief Financial Officer
i) Mr. Karan Sanjay Gupta	Company Secretary
j) Ms. Palak D. Parekh	Company Secretary upto 21/11/2023
k) Smt Leena A. Patel	Relative of Director/KMP
l) Shri Pranay Patel	Relative of Director/KMP
m) Shri Abhishek Patel	Relative of Director/KMP
n) Smt Amishaben Patel	Relative of Director/KMP
o) Akshar Motors	Entity in which Director/KMP is interested
p) Smt Pooja Patel	Relative of Director/KMP
q) Smt Deval Rahul Patel	Relative of Director/KMP
r) Poonam Patel Enterprise	Entity in which Director/KMP is interested
s) Pooja Patel Enterprise	Entity in which Director/KMP is interested
t) Zee Investment	Entity in which Director/KMP is interested

B) Related parties transaction in the ordinary course of business is as under :-

(Rs. in Lakhs)

Particular	For the year ended March 31, 2026		For the year ended March 31, 2025	
	Associates of the Company	Key Management Personals & their Relatives	Associates of the Company	Key Management Personals & their Relatives
Loan Granted	189.43	31.60	-	2.91
Loan Recovered	32.59	39.24	208.00	-
Loan Received	40.96	-	77.61	-
Loan Repaid	118.58	-	-	-
Rent	1.80	-	3.30	-
Remuneration/Sitting Fees paid	-	32.40	-	35.14
Amount Outstanding	As at March 31, 2026		As at March 31, 2025	
Outstanding Loans Granted	159.25	19.06	-	29.11
Outstanding Loans Received	-	-	77.61	-
Trade Payable	-	-	-	-

40 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 2026 or 31 March 2025.

PRISM FINANCE LIMITED

41 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.

42 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.

43 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.

44 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.

45 Utilization of Borrowed funds and securities premium:

During the financial year ended 31st March 2026, 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.

46 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.

47 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.

48 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.

- 49 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 2026.

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.

50 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 2025-26.

(Rs. in Lakhs)

Particulars	For the Year ended on March 31, 2026	For the Year ended on March 31, 2025
51 Reconciliation of Tax Expense		
Profit before tax for the year	(387.45)	(270.52)
Tax rate	25.17%	25.17%
Expected Income Tax Expense	-	-
Adjustments		
Tax effect on account of timing difference / Brought forward loss	12.14	11.02
Non-deductible expenses / Income for tax purposes	-	-
Fair Value of investments	0.96	(49.30)
Others (net) / prior periods	(0.08)	38.28
Total Income Tax expense	13.01	-

52 Ind AS 1 – Presentation of Financial Statements

The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants.'

Ind AS 7 – Statement of Cash Flows

The amendments requires to inform users of the Financial Statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates.'

Ind AS 107- Financial Instruments Disclosures

The amendments to add supplier finance arrangements as a factor that may cause concentration of liquidity risk.'

Ind AS 12 – Income Taxes

The amendments to the Pillar Two Model Rules introduce a temporary mandatory exemption from deferred tax accounting for top-up taxes and require companies to disclose their use of this exemption. This relief takes effect immediately and applies retrospectively. In addition, the amendments mandate new disclosures to compensate for any potential loss of information resulting from the exemption.'

Ind AS 21 – The Effects of Changes in Foreign Exchange Rates

The amendments provide guidance on determining exchangeability between currencies and estimating spot rates when a currency is not exchangeable.

As per our report of even date

For H K Shah & Co.,
Chartered Accountants
FRN.: 109583W

H K Shah

Partner
M.No.: 042758

Place : Ahmedabad

Dated : 29/05/2026

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

Karan Gupta
Company Secretary

Rajkumari R Udhwani
Director
DIN : 02636225

Chirag J. Desai
Chief Financial Officer

Parth B Thakkar
Director
DIN : 10709057

Place : Ahmedabad

Date : 29/05/2026

PRISM FINANCE LIMITED

Regd. Office : Offices No. 1104 + 1105 + 1106, One
42 Building, North Tower, Behind Ashok Vatika, Near
Jayantilal Parks BRTS, Ambali Bopal Road, Ahmedabad
– 380054