

**ACTION
FINANCIAL
SERVICES
(INDIA)
LIMITED**



**Twenty Second
Annual Report
2014-2015**



THE ACTION TEAM

Mr. Milan R. Parekh	: Chairman & Managing Director
Mr. Bakul R. Parekh	: Jt. Managing Director & CFO
Mr. Harbhajan Singh Dhillon	: Independent Director
Mr. Ketan H. Mehta	: Independent Director
Mrs. Parul Doshi	: Independent Director
AUDIT COMMITTEE	STAKEHOLDERS RELATIONSHIP COMMITTEE
Mr. Ketan H. Mehta (Chairman)	Mr. Harbhajan Singh Dhillon (Chairman)
Mr. Harbhajan Singh Dhillon	Mr. Ketan H. Mehta
Mrs. Parul Doshi	Mrs. Parul Doshi
NOMINATION & REMUNERATION COMMITTEE	RISK MANAGEMENT COMMITTEE
Mr. Harbhajan Singh Dhillon (Chairman)	Mr. Milan Parekh (Chairman)
Mr. Ketan H. Mehta	Mr. Harbhajan Singh Dhillon
Mrs. Parul Doshi	Mr. Abhishek Kataria
Mr. Milan Parekh	

ACTION'S BELIEF

Difficulties in your life do not come to destroy you, but to help you realise your hidden potential and power, Let the difficulties know that you too are Difficult.

Look at the sky. We are not alone. The whole Universe is friendly to us and Conspires only to give The Best to those who Dream and Work.

Dr. A.P.J. Abdul Kalam

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AUDITORS	: Ford, Rhodes, Parks & Co. Chartered Accountants
BANKERS	: Bank of India, HDFC Bank Ltd., ICICI Bank Ltd.
REGISTRAR & SHARE	: M/s. Link Intime India Pvt. Ltd. TRANSFER AGENT C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400 078. Tel.: 2596 3838 Fax : 2567 2693
REGISTERED OFFICE & BROKING DIVISION & SECURITIES BANKING CELL (Depository Participant of NSDL)	: 46/47 6th Floor, Rajgir Chambers, 12/14, Shahid Bhagatsingh Rd, Fort, Mumbai- 400 023. Tel. 4365 4444 Fax: 4365 44 47 Email ID : actionfin@actionfin.com Website : www.actionfin.com
BRANCH WITH BSE & NSE TERMINALS	: Mumbai (Fort, Matunga, Borivali), Bokaro, Dharmavaram, Dhanbad
DEPOSITORY BRANCHES	: Mumbai (Fort), Ahmedabad, Bokaro & Kakinada
LISTED AT	: Bombay Stock Exchange
Company's Vision	: <i>To Provide World Class Services to all Our investors within the shortest possible time in a pleasant experience</i>
Company's Mission	: <i>To develop creative and innovative means of investment for benefit of institutions and individuals, within the regulatory framework. To support investors financial growth by providing them best advisory services of all modes & methods of investments which is most relevant, reliable and accurate and thus contribute in overall growth of society. To care for customers by being fair and to share a mutually beneficial relationship.</i>

NOTICE

NOTICE is hereby given that the Twenty-Second Annual General Meeting of the Members of Action Financial Services (India) Limited (CIN: L65944MH1992PLC068879) will be held at 11-15, 2nd Floor, Rajgir Chambers, 12/14, Shahid Bhagat Singh Road, Opp. Old Custom House, Fort, Mumbai - 400023 on Tuesday, 29th September, 2015 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1.	To receive, consider and adopt the Financial Statements as at 31st March, 2015 together with the Directors' Report and Auditors' Report thereon.
2.	To appoint a Director in place of Mr. Milan Parekh, (DIN No.: 00108368) who retires by rotation, and being eligible offers himself for re-appointment.
3.	To ratification of appointment of Auditors and to fix their remuneration
	RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, and pursuant to the resolution passed at the Annual General Meeting held on 25th September, 2014, the appointment of M/s Ford, Rhodes, Parks & Co. (Firm Registration No.102860W), Chartered Accountants, Mumbai, as Auditors of the Company till the conclusion of Twenty Fourth Annual General Meeting be and is hereby ratified from the conclusion of this Annual General Meeting to till conclusion of next Annual General Meeting and the Chairman of the Company be and is hereby authorized to fix the remuneration payable to them in consultation of auditors.

SPECIAL BUSINESS:

4.	Appointment of Mrs. Parul Bhavesh Doshi, (DIN No.: 07129363) as the Independent Director.
	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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Parul Bhavesh Doshi, (DIN No.: 07129363),

	be and is hereby appointed as an Independent Woman Director of the Company to hold office for 5 (Five) years w.e.f 20.3.2015, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director,"
5.	To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
	<p>"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Schedule I of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association be and is hereby approved and adopted in substitution and to the entire exclusion, of the existing Articles of Association of the Company;</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."</p>

By order of the Board

Registered office:
 46 & 47, 6th Floor, Rajgir chambers,
 12/14, Shahid Bhagat Singh Road,
 Opp. Old Custom House,
 Fort, Mumbai - 400023.

Date: 13th August, 2015

CS Jayantilal Suthar
 (Company Secretary)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforementioned business is attached.
3. The register of members and the share transfer books of the Company will remain closed from 23rd September, 2015 to 29th September, 2015 (both days inclusive).
4. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 22nd September, 2015 (Cut-off Date) are entitled to vote by remote e-voting and Ballot Paper attending Annual General Meeting in person(s) on the resolutions set forth in this Notice.
5. Voting through electronic means
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the AGM.

- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The Members whose names appear in the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 22nd September, 2015 (Cut-off Date) are entitled to vote on the resolutions set forth in this Notice. The Voting period will commence on Saturday, 26th September, 2015 at 9:00 am and will end on Monday, 28th September, 2015 at 5:00 p.m.
- IV. The instructions for members for voting electronically are as under:-

(A)

- (i) The voting period begins on Saturday, 26th September, 2015 at 9:00 am and ends on Monday, 28th September, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2015 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
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- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. In case of members receiving the physical copy of Notice of General Meeting [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
- I. Initial password is provided as below at the bottom of the Attendance Slip for the AGM.

EVEN (EVoting Event Number)	USER ID	PASSWORD/PIN

- II. Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- V. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- VI. The remote e-voting period begins at on Saturday, 26th September, 2015 at 9:00 am and will end on Monday, 28th September, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- VII. The Company has appointed CS Jagdish P. Patel, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting process and at AGM voting by ballot paper in fair and transparent manner.
- VIII. A copy of this notice has been placed on the website of the Company and the website of CDSL.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturday & Sunday, up to and at the Annual General Meeting of the Company.
7. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.