

AUTORIDERS FINANCE LIMITED



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ANNUAL REPORT
2001 - 2002


AUTORIDERS FINANCE LIMITED
AUTORIDERS FINANCE LIMITED
BOARD OF DIRECTORS

N. Dwarkanath	(upto 05.11.2001)	- Vice Chairman
Mukesh Patel M. P.	(upto 15.06.2002)	- Managing Director
Bhupesh Patel		- Director
Amarish Patel		- Director
B. S. Pandit		- Nominee Director - UTI
Abhay Shah	(from 25.01.2002)	- Director
Gaurang Tripathi	(from 25.01.2002)	- Director
Bhupendrabhai Patel	(from 25.01.2002)	- Director

COMPANY SECRETARY
Uma Gokhale
AUDITORS
M/s. Utpal Bhayani & Co.
Chartered Accountants

BANKERS
Union Bank of India
Bank of Baroda
Vijaya Bank
The Federal Bank Ltd.
The South Indian Bank Ltd.
The Catholic Syrian Bank Ltd.
REGISTERED OFFICE

4A, Vikas Centre, 104, S.V.Road,
Santacruz (W), Mumbai 400 054.

REGISTRAR & TRANSFER AGENT
Sharepro Services

Satam Estate, 3rd floor, Above Bank of Baroda, Cordinal Gracious Road,
Chakala, Andheri (E), Mumbai 400 099.

17TH ANNUAL GENERAL MEETING

Day, Date	:	Wednesday, 18th day of September, 2002
Venue	:	4A, Vikas Centre, 104, S.V.Road, Santacruz (W), Mumbai 400 054.
Time	:	11.00 a.m.

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of Members of Autoriders Finance Limited will be held on Wednesday, the 18th September, 2002 at 11.00 a.m. at its Registered Office of the Company at 4A, Vikas Centre, 104, S. V. Road, Santacruz (West), Mumbai 400 054, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002, and the profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Amarish Patel, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Bhupesh Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution:

"RESOLVED THAT Mr. Abhay C. Shah, who vacates office as an Additional Director of the Company under Section 260 of the Companies Act, 1956, at this Meeting be and is hereby appointed as Director of the Company whose period of office will be liable to retirement by rotation.

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution:

"RESOLVED THAT Mr. Gaurang A Tripathi, who vacates office as an Additional Director of the Company under Section 260 of the Companies Act, 1956, at this Meeting be and is hereby appointed as Director of the Company whose period of office will be liable to retirement by rotation.

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution:

"RESOLVED THAT Mr. Bhupendrabhai Patel, who vacates office as an Additional Director of the Company under Section 260 of the Companies Act, 1956, at this Meeting be and is hereby appointed as Director of the Company whose period of office will be liable to retirement by rotation.

8. To consider and, if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactments thereof for the time being in force and as may be enacted hereinafter), Securities Contracts (Regulation) Act, 1956, and the Rules framed thereunder, Listing Agreements, and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board,' which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by the Resolution), the consent of the Company be and is hereby accorded to the Board to delist the Equity Shares of the Company from the Stock Exchange at Ahmedabad and The Stock Exchange Association New Delhi".


AUTORIDERS FINANCE LIMITED
NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER, PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to notify change of address, if any.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 12th September, 2002 to Wednesday, the 18th September, 2002 (both days inclusive).
4. Members desiring any information about accounts at the Meeting are requested to write to the Company at least 7 days in advance of the Annual General Meeting.
5. All Members who have either not received or have not encashed dividends for the financial year 1994-95, 1995-96 and 1996-97 are requested to write to the Company's Share Registrars and transfer Agents, M/s. Sharepro Services, Satam Industrial Estate, 3rd floor, above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai 400 099, or at the Registered Office of the Company for the issuance of the duplicate dividend warrants mentioning the relevant folio nos.
6. Members who hold Shares in Dematerialised Form are requested to bring their Client ID and DPID Numbers for easy identification of attendance at the Meeting.

By order of the Board
For AUTORIDERS FINANCE LTD

AMARISH PATEL
Director

Place : Mumbai
Dated : 29th July, 2002

Registered Office:

4A, Vikas Centre, 104, S.V. Road,
Santacruz (West), Mumbai 400 054.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT. 1956.
ITEM NO. 5

Mr. Abhay C. Shah has been appointed as an Additional Director by the Company with effect from 25th January, 2002, pursuant to Section 260 of the Companies Act, 1956, who holds office till this Annual General Meeting and is eligible for reappointment. The Company has received Notices under Section 257 of the Companies Act, 1956 from Members notifying their intention of proposing his candidature for the office of the Director.

Mr. Abhay C. Shah is 47 years old a Chartered Accountant and he is director of Astral Tradeplace Pvt. Ltd. and also Partner in A. C. Shah Associates and Shah & Nair Associates and his vast knowledge and experience will be an asset to the Company in this critical period of the Company. Your Board of Directors is sure that the Company will benefit because of his experience and recommend to the Members his appointment as Director of the Company.

None of the Directors is in any way concerned or interested in this resolution except Mr. Abhay C. Shah.

ITEM NO.6

Mr. Gaurang A. Tripathi has been appointed as an Additional Director by the Company with effect from 25th January, 2002, pursuant to Section 260 of the Companies Act, 1956, who holds office till this Annual General Meeting and is eligible for reappointment. The Company has received Notices under Section 257 of the Companies Act, 1956 from Members notifying their intention of proposing his Candidature for the office of the Director.

Mr. Gaurang A. Tripathi is 37 years old a Commerce Graduate with post Graduation in Managment and his vast knowledge and experience will be an asset to the Company in this critical period. Your Board of Directors is sure that the Company will benefit because of his experience and recommend to the members his appointment as Director of the Company.

Mr. Gaurang Tripathi is not director in any other Company.

None of the Directors is in any way concerned or interested in this resolution except Mr. Gaurang A. Tripathi.

17TH ANNUAL REPORT**ITEM NO.7**

Mr. Bhupendrabhai Patel has been appointed as an Additional Director by the Company with effect from 25th January, 2002, pursuant to Section 260 of the Companies Act, 1956, who holds office till this Annual General Meeting and is eligible for reappointment. The Company has received Notices under Section 257 of the Companies Act, 1956 from Members notifying their intention of proposing his candidature for the office of Director.

Mr. Bhupendrabhai Patel is 57 years old a businessman and his vast knowledge and experience will be an asset to the Company in this critical period. Your Board of Directors is sure that the Company will benefit because of his experience and recommend to the Members his appointment as Director of the Company.

Mr. Bhupendrabhai Patel is not a director in any other Company.

None of the Directors is in any way concerned or interested in this resolution except Mr. Bhupendrabhai Patel.

ITEM NO. 8

Presently the Company's Equity Shares are listed at the following Stock Exchanges :

- i. The Stock Exchange, Mumbai (the Regional stock Exchange)
- ii. The National Stock Exchange of India Limited, Mumbai
- iii. The Stock Exchange, Ahmedabad
- iv. The Delhi Stock Exchange Association Limited

With the extensive networking of The Stock Exchange, Mumbai (BSE) and the National Stock Exchange of India Limited (NSE), and the extension of the BSE/ NSE terminals to other cities as well investors have access to online dealings in the Company's Equity Shares across the country. The bulk of the trading in the Company's Equity Shares in any case takes place on the BSE and the NSE, and the depth and liquidity of trading in the Company's Equity Shares on Stock Exchanges Viz Ahmedabad, Delhi are none or very much Lower.

The Company's Equity Shares are one of the scripts which the Securities and Exchange Board of India (SEBI) has specified for settlement only in dematerialised form by all investors, since 28th August, 2002.

As a part of its cost reduction measures, the Company has proposed this resolution, which will enable it to delist its Equity Shares from the Stock Exchange, Ahmedabad, and The Delhi Stock Exchange Association Limited, at an appropriate time in future. The actual timing of such a move will depend upon future.

In Line with the SEBI regulations and approval, if any required, members' approval is being sought by a Special Resolution for enabling voluntary delisting of its Equity Shares from the Stock Exchange Ahmedabad and Delhi.

The Company is also separately giving Special Notice of the proposed enabling resolution for the said delisting in one National Newspaper and one circulating in the region of the Stock Exchanges at Ahmedabad and Delhi. The proposed delisting of the Company's Equity Shares from The Stock Exchange, Ahmedabad, The Delhi Stock Exchange Association Limited, as and when the same takes place, will not adversely affect the investors. The Company's securities will continue to be listed on BSE as the Regional Stock Exchange and the NSE. The delisting will take effect after all approvals, permissions and sanctions are received. The exact date on which delisting will take effect will be suitably notified at appropriate time.

Your Directors recommend the Special Resolution for approval of Members.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

Place : Mumbai
Dated : 29th July, 2002

By order of the Board
For AUTORIDERS FINANCE LTD.
AMARISH PATEL
Director

Registered Office:
4A, Vikas Centre, 104, S. V. Road,
Santacruz (West), Mumbai 400 054.

**AUTORIDERS FINANCE LIMITED****DIRECTORS' REPORT**

TO
THE SHAREHOLDERS
OF AUTORIDERS FINANCE LIMITED

Your Directors have pleasure in presenting the Seventeenth Annual Report together with the Audited Accounts for the year ended 31st March, 2002.

FINANCIAL RESULTS :

	Year ended 31.03.02 (Rs. in Lacs)	Year ended 31.03.01 (Rs. in Lacs)
Loss after interest but before depreciation & other Extra Ordinary items	1205.03	1109.28
Lease Adjustments	0.64	122.00
Provision for Doubtful Debts	57.84	-
Depreciation	68.19	216.41
Loss for the year	1331.70	1447.69

OPERATION & PROSPECTS :

The Company is negotiating with Banks & Financial Institutions for the settlement/reshedulement of its long term liabilities.

The Company is in process of starting a new line of business of dealing in precious metals on the Commencement of Commercial Production of Shirpur Gold Refinery Ltd. As their project is delayed, consequently, the Company was not able to pursue the new line of business during the year 2001-2002. The company expects to start the trading activity in the current year.

DIVIDEND :

Your Directors regret their inability to propose any dividend in view of the accumulated losses of the Company.

DISCLOSURE UNDER THE LISTING AGREEMENT :

Cash flow statement pursuant to clause 32 of the Listing Agreement is annexed herewith as Annexure A and forming part of this Report.

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

1. The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 require disclosure of particulars regarding conservation of energy in Form A and technology absorption in Form B prescribed by the Rules. Your Company not being a Manufacturing Company, it is advised that Forms A and B are not applicable.
2. There has been no foreign exchange earnings and outgo in the current year.

DIRECTORS :

Mr. Amarish R. Patel M.P., retires by rotation and being eligible offers himself for reappointment. Mr. Amarish Patel is 50 years of age. He is one of the Promoter Directors. He has vast experience in the Automobile, Petroleum and Real Estate business. He has been involved in development of the Social and Educational Institutions at Mumbai as well as at Shirpur.

Directorship in other Companies 1. Shirpur Gold Refinery Ltd. 2. Enpak Motors Pvt.Ltd. 3. Vij Industries Pvt. Ltd. 4. Shirpur Peoples Co.op. Bank Ltd. 5. Priyadarshini Nagrik Patpedhi Ltd. 6. Priyadarshini Soot Girni Ltd. 7. Padmavati Oil Mills Pvt. Ltd. 8. Dhule Zilla Madhyavarti Sahakari Bank Ltd.

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Mr. Bhupesh R. Patel, retires by rotation and being eligible offers himself for reappointment. Mr. Bhupesh R. Patel is 44 years of age. He is one of the Promoter Directors. He has a vast experience in the Automobile, Petroleum and Real Estate business. He is actively connected with the setting up of the Shirpur Gold Plant and the related infrastructure including the captive airport at Shirpur. He has been involved in the development of the Social and Educational Institutions at Shirpur and Mumbai.

Directorship in other Companies 1. Autoriders (India) Pvt. Ltd. 2. Shirpur Gold Refinery Ltd. 3. Pratik Properties Pvt. Ltd. 4. Shobika Estates Pvt. Ltd. 5. Shreyas Properties Pvt. Ltd. 6. VJ Industries Pvt. Ltd. 7. Shirpur Peoples' Co-op. Bank Ltd.

Mr. Abhay C. Shah, Mr. Gaurang A. Tripathi and Mr. Bhupendrabhai Patel have joined the Board with effect from 25th January, 2002 as Additional Directors of the Company. The Board recommend their appointment to the Shareholders.

Mr. N. Dwarkanath, Vice-Chairman has resigned with effect from 5th, November, 2001. The Board places on record its appreciation for the services rendered by him to the Company during their tenure.

Mr. Mukesh R. Patel, Promoter and Managing Director of the Company expired on 15th June, 2002. He was pioneer and visionary in establishment of one of the finest finance committee. The Company has lost very able promoter and the void created by his sudden demise, can not be filled in for a long time.

AUDIT COMMITTEE :

The Board of Directors have constituted Audit Committee of three Directors namely Shri. N. Dwarkanath, Shri Amarish R. Patel and Shri Bhupesh R. Patel. Since Mr. N. Dwarkanath, one of the Audit Committee Members, has resigned with effect from 5th November, 2001, the Audit Committee is reconstituted. The present Audit Committee Members are 1. Mr. Abhay Shah, 2. Mr. Gaurang Tripathi and 3. Mr Bhupendrabhai Patel.

AUDITORS :

M/s. Utpal Bhayani & Co. Chartered Accountants hold office until conclusion of ensuing Annual General Meeting. It is proposed to reappoint M/s. Utpal Bhayani & Co., Chartered Accountants as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting. The certificate as required under Section 224 (1) of the Companies Act, 1956 regarding their eligibility for reappointment has been received from them. The Directors recommend their reappointment to the Members.

FIXED DEPOSITS :

Your Company has not accepted any Fixed Deposit from public during the year under review.

CORPORATE GOVERNANCE :

Separate Section on Corporate Governance is included in the Annual Report and the Certificate from Company's Auditors Confirming the Compliance of Conditions on Corporate Governance as stipulated in the said Clause 49 of the Listing Agreement is annexed thereto.

TAXATION :

The income tax assessment of the Company has been made up to the financial year 1999-2000.

PARTICULARS OF EMPLOYEES :

There are no employees covered by Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO NEW SEC. 217 (2AA) OF THE COMPANIES ACT, 1956

As required under the added Sec. 217 (2AA), the Directors state as under:

- a. that in the preparation of the Annual Accounts, the applicable accounting standards have been followed.
- b. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for the year.

**AUTORIDERS FINANCE LIMITED**

- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. that the Annual Accounts have been prepared on a going concern basis.

DEMATERIALISATION OF SHARES :

Your Company has executed the Tripartite Agreement with National Securities Depository Ltd., and Central Depository Services (India) Ltd., and has established electronic connectivity effective from 29th March, 2000. SEBI has included the Company's Shares for compulsory trading in dematerialised format by Institutional Investors and by all other Investors effective from 26th June, 2000 and 28th August 2000 respectively.

LISTING :

The Company's Shares continued to remain on Mumbai Stock Exchange, National Stock Exchange, Ahmedabad Stock Exchange and Delhi Stock Exchange throughout the year under report. The Company has paid listing fees up to date. The trading in shares was not suspended on any of these Stock Exchanges.

ACKNOWLEDGEMENT :

Your Directors wish to thank its Bankers, Unit Trust of India, the Shareholders of the Company and the customers for their continued support to the Company. They also wish to place on record their appreciation of the dedicated services of the employees of the Company.

For and on behalf of the Board

Place : Mumbai
Dated : 29th July, 2002.

AMARISH PATEL
Director

MANAGEMENT DISCUSSION AND ANALYSIS :**OVERALL REVIEW :**

During the year, the Company put in all its efforts to resolve the restructuring of its long term debts. The negotiations with consortium of Banks worked favorably and the consortium consented to the most of the requested terms for reschedulement. The Company is also considering the option of liquidating its properties in order to adhere to the commitments made. The discussion is still on with the Financial Institution (UTI) for finalisation of the reschedulement.

OPPORTUNITIES AND THREATS :

The Company is awaiting for the launch of Commercial Production by Shirdur Gold Refinery Ltd (SGRL). The project of SGRL was delayed in the year under review. However, it is expected that SGRL will be able to soon launch its product in the market. Hence the Company could not pursue its new line of trading in precious metals in the current year.

SEGMENT-WISE PERFORMANCE :

In absence of commencement of its trading activity, the results and the accounts attached hereto are pertaining only to the earlier financing business done by the Company prior to its discontinuation in the year 2000.

INTERNAL CONTROL AND HUMAN RESOURCES :

Presently, the Company is awaiting to start its new line of trading activities and at present no business activities are being carried out. The Company is therefore working with the bare minimum staff.