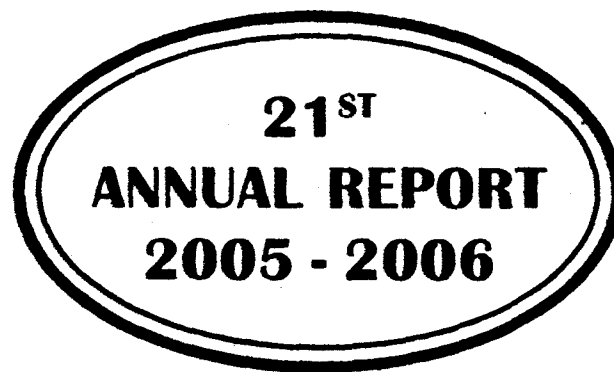


AUTORIDERS FINANCE LIMITED





AUTORIDERS FINANCE LIMITED

AUTORIDERS FINANCE LIMITED

BOARD OF DIRECTORS

Bhupesh Patel	–	Managing Director
Vivek Vaidya	–	Director
S. N. Jhalani	–	Director
Bhupendrabhai Patel	–	Director
Bodhraj Kishore	–	Nominee Director UTI

AUDITORS

M/s. Utpal Bhayani & Co.
Chartered Accountants

BANKERS

Union Bank of India

Bank of Baroda

Vijaya Bank

Bank of Punjab Ltd.

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 AGENTS

Sharepro Services

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

TWENTYFIRST ANNUAL GENERAL MEETING

Day, Date : Friday, the 29th September, 2006
Venue : 4A, Vikas Centre, 104, S.V. Road, Santacruz (W), Mumbai - 400 054.
Time : 2.00 P.M.

21ST ANNUAL REPORT

NOTICE

NOTICE is hereby given that the Twentyfirst Annual General Meeting of Members of **AUTORIDERS FINANCE LIMITED** will be held on Friday the 29th September, 2006 at 2.00 P.M. at the 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, 2006, 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 Auditors and to fix their remuneration.
3. To reappoint Mr. Vivek Vaidya as Director who retires by rotation and being eligible offer himself for re-appointment.

By order of the Board
For **AUTORIDERS FINANCE LTD.**

Place : Mumbai,
Dated : 31st July, 2006.

BHUPESH PATEL
Managing Director

Registered Office :

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

**AUTORIDERS FINANCE LIMITED**

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2006 to 29th September, 2006 (both days inclusive).
5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least 7 days before the date of the Meeting so as to enable the management to keep the information ready.
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.
7. Members who have multiple folios in identical names or joint names in the same order are requested to send all the Share Certificates to the Registrar & Transfer Agents M/s. Sharepro Services, Satam Industrial Estates, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099 for consolidation of all such folios into one to facilitate better services.

By order of the Board

For **AUTORIDERS FINANCE LTD.**

Place : Mumbai,
Dated : 31st July, 2006.

BHUPESH PATEL
Managing Director

Registered Office :

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

21ST ANNUAL REPORT**DIRECTORS' REPORT**

To,
THE SHAREHOLDERS OF
AUTORIDERS FINANCE LIMITED

Your Directors are presenting the Twentyfirst Annual Report together with the Audited Accounts for the year ended 31st March, 2006.

FINANCIAL RESULTS :

	Year ended 31.03.06 (Rs. in Lacs)	Year ended 31.03.05 (Rs. in Lacs)
Profit after Interest but before Depreciation & Other Extra Ordinary Items	0.86	(2.51)
Depreciation	48.10	51.58
Loss After Tax	47.24	54.09
Prior Period Adjustment (Net)	-	-
Short Provisions for Interest Tax	2.18	1.52
Balance of Previous Year	18913.20	18860.63
Balance Carried Forward	18958.26	18913.20

OPERATION & PROSPECTS :

In respect of amount outstanding to the Administrator of the Specified Undertaking of UTI and UTI Trustee Co. Pvt. Ltd. successors in interest of the erstwhile UTI - attention is invited to Note No.2 of Schedule 10B.

The Company is still pursuing with Banks for the one time settlement of its long term liabilities.

The management would like to consider the explore all the avenues of starting with a viable business, once the dues of Banks and Financial Institutions are settled.

DAMAGE DUE TO FLOOD :

On 26.7.2005 flood waters entered the premises of your company and for 72 hours 5 feet high water remained in the entire basement office causing extensive damages to furniture, fixtures, office equipment and records. Due to this flood the company had to discard damaged furniture, fixtures and office equipment from the books of accounts. Most of the past records were soaked in water and damaged. The company had the damages surveyed by Chartered Engineer and obtained his certificate and also had reported the incident to the local authorities and other concerned offices.

DIVIDEND :

Your Directors regret their inability to propose any dividend in view of the non-operation and 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.



AUTORIDERS FINANCE LIMITED

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. Vivek Vaidya retires by rotation and being eligible offer himself for re-appointment.

AUDIT COMMITTEE :

The present Audit Committee members are 1. Mr. Vivek Vaidya, 2. Mr. S. N. Jhalanii and 3. Mr. Bhupendrabhai Patel - Non Executive Directors, all are Independent Directors Mr. Vivek Vaidya is the Chairman of the Audit Committee, the terms of reference of the Audit Committee are to review with the Management and/or internal Audit Department and/or Statutory Auditors :

- i. the statutory annual and quarterly Financial reporting by the Company.
- ii. changes in the statutory accounting policies of the Company.
- iii. the audit programs of the external auditors and any material issues arising from the audits.
- iv. the adequacy and effectiveness of accounting and financial controls of the Company, compliance with Company policies and applicable laws and regulations.
- v. recommend to the Board the appointment of external auditors and the remuneration payable to them.

The Chairman of the Committee is an Independent Director. The Committee met four times during the financial year 2006 on 27th June, 2005, 31st August, 2005, 24th October, 2005 and 30th January, 2006.

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(1B) of the Companies Act, 1956 regarding their eligibility for reappointment has been received from them. The Board of Directors recommends their re-appointment as Statutory Auditors.

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.

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.

21ST ANNUAL REPORT**DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO NEW SEC. 217 OF THE COMPANIES ACT, 1956 :**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed :

- 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 under review.
- 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 any other irregularities.
- d. that the Annual Accounts have been prepared on a not 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 continue to be listed on Mumbai Stock Exchange. The Company has paid listing fees upto date for BSE & NSE upto 31.3.2006. However the listing fees for ASE & DSE has not been paid as Company made an application for delisting of shares from their Exchanges.

Delisting: Pursuant to provisions of SEBI (Delisting of Securities) Guidelines 2003, the Company has applied to delist the shares of company from the Delhi Stock Exchange Association Ltd., and Ahmedabad Stock Exchange.

ACKNOWLEDGEMENT :

Your Directors wish to thank its Bankers, the Shareholders of the Company and the customers for their continued support to the Company.

For and on behalf of the Board

Place : Mumbai,
Dated : 31st July, 2006.

BHUPESH PATEL
Managing Director



AUTORIDERS FINANCE LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS :

Overall Review :

During the year, the Company put in all its efforts to resolve the restructured long term debts. Your company is hopeful of arriving at a The negotiations with consortium of Banks are in progress and your company hope to arrive at a one time settlement with the consortium of banks.

The Company is also considering the option of liquidating its properties in order to adhere to the commitment to the Banks.

The Administrator of the Specified Undertaking of UTI and UTI Trustee Co. Pvt Ltd. successors in interest of the erstwhile UTI, had filed an application in the Debts Recovery Tribunal (DRT) at Mumbai for recovery of loan. More details of this is given in Schedule 10, (B) Note on Accounts, under Item - 2.

Opportunities and Threats :

The directors were unable to pursue its new line of trading in the current year, due to the constrain of funds and on going litigations.

Segment-wise Performance :

In absence of commencement of its trading activity, the results and 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.

CORPORATE GOVERNANCE DISCLOSURE :

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said Clause and practice as followed by the Company.

1. PHILOSOPHY ON CODE OF GOVERNANCE :

Your Company strongly believes that the system of Corporate Governance protects the interests of all the stockholders by inculcating transparent business operations and accountability from management.

2. BOARD OF DIRECTORS :

Your Board comprises of an optimal complement of independent professionals as well as Company executives having in-depth knowledge of the business of the Industry. The size and composition of the Board conforms with the requirements of the Corporate Governance code under the Listing Agreement with the Stock Exchanges.

During the financial year under review four Board Meeting were held on the following dates: 27th June, 2005, 31st August, 2005, 24th October, 2005, and 30th January, 2006. None of the Directors on the Board holds the Office of Director in more than 15 companies or memberships in committee of the Board in more than 10 committees or chairmanship of more than 5 committees. Table set below will explain the details :