

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.

TWENTY THIRD ANNUAL GENERAL MEETING

Day, Date : Monday, the 29th September, 2008
Venue : 4A, Vikas Centre, 104, S.V. Road, Santacruz (W), Mumbai - 400 054.
Time : 10.00 A.M.

NOTICE

NOTICE is hereby given that the Twenty third Annual General Meeting of Members of **AUTORIDERS FINANCE LIMITED** will be held on Monday the 29th September, 2008 at 10.00 A.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, 2008, 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 : 30th June, 2008.

BHUPESH PATEL
Managing Director

Registered Office :

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

**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, 2008 to 29th September, 2008 (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 : 30th June, 2008.

BHUPESH PATEL*Managing Director***Registered Office :**

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

DIRECTORS' REPORT

To,
THE SHAREHOLDERS OF
AUTORIDERS FINANCE LIMITED

Your Directors are presenting the twentythird Annual Report together with the Audited Accounts for the year ended 31st March, 2008.

FINANCIAL RESULTS :

	Year ended 31.03.08 (Rs. in Lacs)	Year ended 31.03.07 (Rs. in Lacs)
Profit after interest but before depreciation & other Extra Ordinary items	32.59	0.01
Depreciation	42.46	45.16
Loss After Tax	9.87	45.15
Prior Period Adjustment (Net)	2.50	3.05
Balance of Previous Year	19000.35	18958.26
Balance Carried Forward	19007.72	19000.35

ONE TIME SETTLEMENT WITH THE CONSORTIUM OF BANKS

The company vide its letter dated 6.11.2007 had offered Rs.14.29 crs to the Consortium Banks in full and final settlement of the account. The lead bank on behalf of the Consortium Banks approved the OTS offer of Rs.14.29 crs. by letter dated 28.2.2008 and accordingly the company complied with all the terms before 31st March, 2008. As per the terms, the possession of the property given to the consortium bank as prime security, was taken over by the bank on 10th April, 2008. However till date pending no due certificate and release of related documents no accounting entries are passed in the year under review.

DUE TO FINANCIAL INSTITUTIONS

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, the Institution has filed an application with DRT, Mumbai for recovery, and the Hon. P.O. has partially allowed the application and issued a Recovery Certificate - attention is invited to Note No.2 of Schedule 10B.

STARTING A VIABLE BUSINESS

The management would look for new business opportunities once the pending matters with lenders are settled and on availability of suitable source for funds for such an effort. As the matters with finance institution and bankers are still not settled, the directors are still not decided on the course of action. Due to inactivity the management thought it fit to dispose of its moveable assets. The company is utilizing the infrastructure facilities of the group companies for its minimal operations.


AUTORIDERS FINANCE LIMITED

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.

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 2007-08 on 29th June, 2007, 30th July, 2007, 29st October, 2007 and 31st January, 2008.

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 re-appointment 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.

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 31.3.2008. 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 and the Shareholders of the Company for their continued support to the Company.

For and on behalf of the Board

Place : Mumbai,
Dated : 30th June, 2008.

BHUPESH PATEL
Managing Director

**MANAGEMENT DISCUSSION AND ANALYSIS :****Overall Review :**

The company vide its letter dated 6.11.2007 had offered Rs.14.29 crs to the Consortium Banks in full and final settlement of the account. The lead bank on behalf of the Consortium Banks approved the OTS offer of Rs.14.29 crs. by letter dated 28.2.2008 and accordingly the company complied with all the terms before 31st March, 2008. As per the terms, the possession of the property given to the consortium bank as prime security, was taken over by the bank on 10th April, 2008. However till date pending no due certificate and release of related documents no accounting entries are passed in the year under review.

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) Notes on Accounts, under Item - 2.

Opportunities and Threats :

The directors were unable to commence any activities due to the constrain of funds and on going litigations.

Segment-wise Performance :

In absence any activities, 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 no business activities are being carried out and the company has no 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: 29th June, 2007, 30th July, 2007, 29th October, 2007 and 31st January, 2008.

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 :