
AUTORIDERS FINANCE LIMITED



AUTORIDERS FINANCE LIMITED
ANNUAL REPORT 2016-17
CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bhupesh Patel (DIN No. 00482774)	–	Managing Director
Mr. S. N. Jhalani (DIN No. 00520148)	–	Non Executive Director
Mr. Bhupendrabhai Patel (DIN No. 00662581)	–	Director
Mr. Gokulsingh Rajput (DIN No. 01934109)	–	Independent Director
Mr. Shailendra Agrawal (DIN No. 07121446)	–	Independent Director
Mrs. Deanna Gowria (DIN No. 07303344)	–	Director

AUDITORS

M/s. Sheth Doctor & Associates
Chartered Accountants

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Rakesh Todkari

BANKER

HDFC Bank Ltd.
The Shirpur People Co-op. Bank Ltd.

REGISTERED OFFICE

125/126, Maharaja Complex, Nehru Road,
Shirpur 425 405, Dhule Dist, Maharashtra.

REGISTRAR & TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind Premises, 1st Floor, 44E, M. Vasanti Marg,
Andheri-Kurla Road, Safeed Pool, Andheri East, Mumbai - 400 072, Maharashtra.

THIRTYSECOND ANNUAL GENERAL MEETING
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Day, Date : Thursday the 28th September, 2017

Venue : 125/126, Maharaja Complex, Nehru Road, Shirpur 425 405, Dhule Dist, Maharashtra,

Time : 11.00 A.M.

AUTORIDERS FINANCE LIMITED

CIN : L51900MH1985PLC035433

Registered Office : 125/126, Maharaja Complex, Nehru Road, Shirpur - 425 405, Dist. Dhule, Maharashtra.

Phone : (02563) 256173 / 022-42766666

Website : www.autoridersfinance.co.in E-mail : compliance.afl@autoriders.in / investors@autoriders.in

NOTICE OF THE 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32ND Annual General Meeting of Members of **AUTORIDERS FINANCE LIMITED** (CIN : L51900MH1985PLC035433) will be held on Thursday, the 28th September, 2017 at 11.00 A.M. at the Registered Office of the Company at 125/126, Maharaja Complex, Nehru Road, Shirpur 425 405, Dhule Dist, Maharashtra, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, and the Statement of Profit & Loss for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To reappoint Mr. Satyanarayan Jhalani as Director who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify appointment of M/s. Sheth Doctor & Associates., Chartered Accountants, Mumbai, having Firm Registration No.124822W, as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

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

Place : Shirpur,
Date : 12th August, 2017.

RAKESH TODKARI
Company Secretary

Registered Office :

125/126, Maharaja Complex, Nehru Road,
Shirpur 425 405, Dhule Dist, Maharashtra.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Company at its Registered Office not less than 48 hours before the commencement of the meeting i.e by 11.00 a.m. on Thursday, 28Th September 2017.

3. 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 20.9.2017 to 28.9.2017 (both days inclusive).
5. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company 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 DP ID Numbers for easy identification of attendance at the Meeting.

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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. Sharex Dynamic Pvt. Ltd., for consolidation of all such folios into one to facilitate better services.
8. Members/Proxies and authorized signatories should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such Members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Annual General Meeting.
9. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website www.autoridersfinance.co.in and the website of Sharex Dynamic Pvt. Ltd. at evoting@sharexindia.com and sharexindia@vsnl.com
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail ID are registered The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to the RTA/ Company in the following cases viz., transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN for all the above transactions.
12. A route map showing directions to reach the venue of the 32nd Annual General Meeting is given at the End of the notice as per requirement of Secretarial Standard 2 on "General Meeting".
13. In respect of resolution at item no 3 a statement giving additional information on direct seeking re-appointment is annexed herewith as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. 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.
 - IV. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Autoriders Finance Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|---|---------------------|
| (ii) | Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | |
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

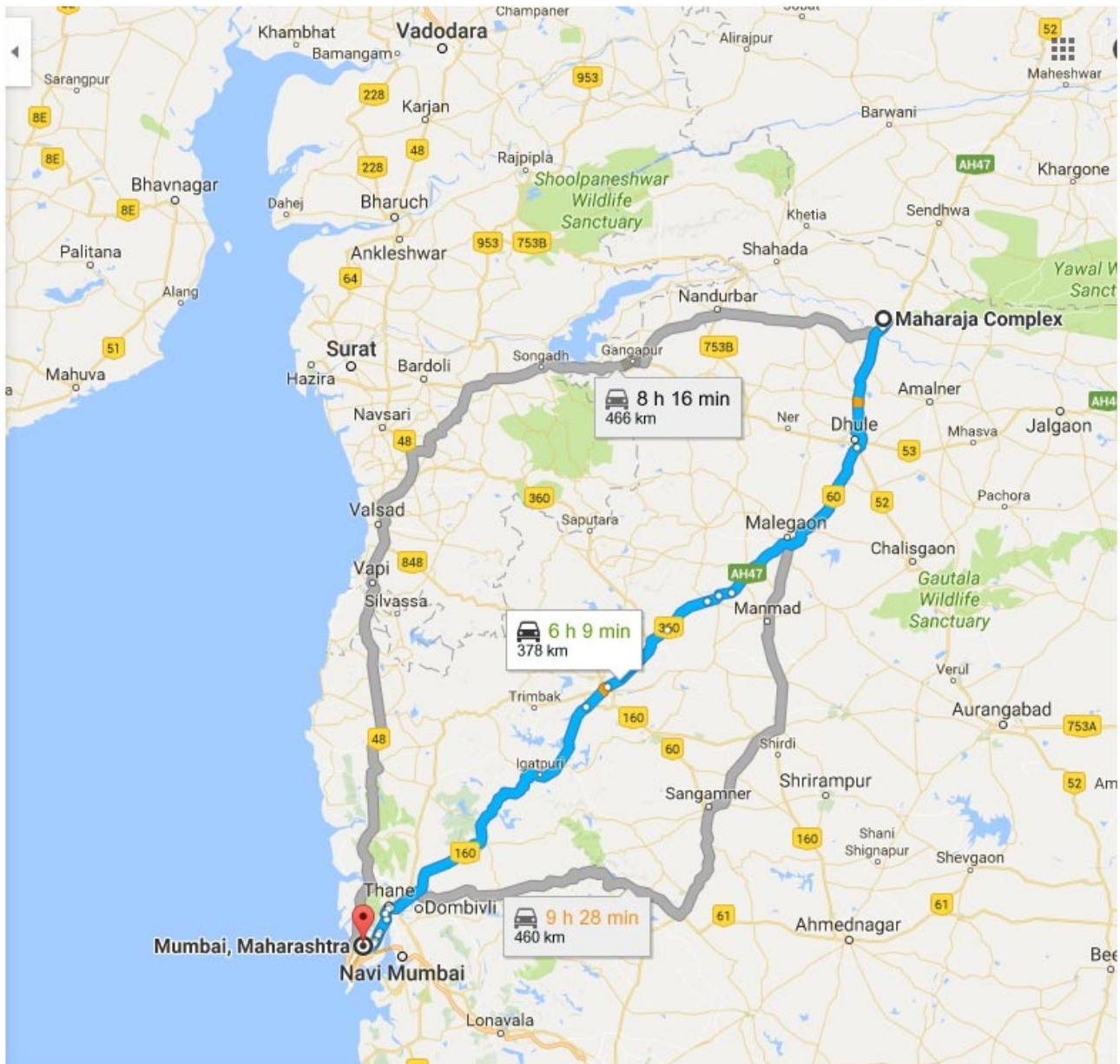
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- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2017
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sharexindia@vsnl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mrs. Shilpa Shah, Practicing Company Secretary (Membership No. 6897) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.autoridersfinance.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 brief profile of the Directors proposed to be appointed at the Annual General Meeting is given below:

Name of Director	Mr. Satyanarayan Jhalani
DIN	00520148
Date of Birth	11/07/1957
Date of Appointment	02/04/1988
Expertise in Specific Functional areas	Business Development
Qualification	Graduate
No. of Shares held in the Company	Nil
Directorship held in other Public Companies	None
Chairman / Member of the Committees of the Board of Directors of the Company	Nomination Remuneration Committee

ROUTE MAP OF AGM VENUE:

125/126, Maharaja Complex,
Nehru Road, Shirpur - 425 405,
Dist. Dhule, Maharashtra.



AUTORIDERS FINANCE LIMITED

BOARD REPORT

Dear Members,

The Board of Directors is pleased to present the 32nd Annual Report on the business and operations of your Company along with the audited financial statements for the financial year ended 31st March, 2017. The Statement of Accounts, Auditors' Report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2015.

1. FINANCIAL RESULTS :

The Company's financial performance for the year ended March 31, 2017 is summarized below:

Particulars	For the year ended 31.03.2017 (Rs. in Lacs)	For the year ended 31.03.2016 (Rs. in Lacs)
Revenue From Operations (Net)		
Other Income	0.28	0.31
Total Expenditure	(12.15)	(9.60)
Profit / (Loss) before Tax & Depreciation	(11.87)	(9.29)
Less: Depreciation	—	—
Less: Provision for Taxation	—	—
Profit / (Loss) before Exceptional Items	—	—
Add / (Less): Exceptional Items	—	—
Profit / (Loss) before Tax for the year		
(Less): Tax Expense		
Profit/Loss for the year		
Transfer to General Reserve		
Earning per Share of ₹ 10/-	(0.09)	(0.07)

2. RESERVES:

There has been no transfer to reserves made during the year under review as the same is not mandatory.

3. STATE OF COMPANY'S AFFAIRS AND FINANCIAL PERFORMANCE:

The Company has incurred Loss of ₹ 11.87 Lacs in The Year 2016-17 From ₹ 9.29 Lacs in previous year 2015-16.

4. DIVIDEND

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

5. DUES TO CONSORTIUM BANKS

As reported earlier, the company's proposal vide its letter dated 6.11.2007 for One Time Settlement (OTS) with Consortium Banks has been accepted for ₹ 14.29 crores by them vide letter dated 28.2.2008 of lead bank and accordingly the Company has complied with all the terms including the handing over of the mortgaged property. And the balances lying in the accounts of Consortium of Banks written back and transferred to reserves and surplus.

No objection certificate from Banks is yet to be received for completing compliance with regard to satisfaction of charge filed with Registrar of Companies.

6. CURRENT STATUS

The Company is not pursuing any business activity for number of years and accordingly accounts have been prepared on basis of assumption that the Company is "not a going concern". However, the accounts has not been restated at realizable value, as there are no assets.

7. CHANGES IN NATURE OF BUSINESS AND REVISION IN THE BOARD'S REPORT

There is no change in the status of the company as "not a going concern". There is no revision made in the Board's Report and whatever submitted herewith is the final report.

8. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, your Company did not have any subsidiary, associate and joint venture Company.

9. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**Corporate Governance:**

Pursuant to Regulation 27(2) and Schedule V of SEBI of the Listing Agreement executed with the Stock Exchanges, Corporate Governance Report and Certificate regarding compliance of conditions of Corporate Governance form an integral part of this report and are set out as separate **{Annexure - A}** to this Report.

Management Discussion and Analysis Report:

In terms of regulation 34(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 Management Discussion and Analysis is set out in the Annual Report as **{Annexure - B}**.

10. PUBLIC DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2015. The question of non-compliance of the relevant provisions of the law relating to acceptance of deposit does not arise.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**(i) Directors Retire by rotation:**

In accordance with provisions of section 152(6) of the Companies Act and in terms of the Articles of Association of the Company, Mr. Satayanarayan Jahalani (DIN No.00520148) Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment, The Board recommends his re-appointment.

(ii) Key Managerial Personnel

No change in key managerial personnel during the financial year.

(iii) Declaration by an Independent Director(s)

The Company has complied with Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and according to the provisions of section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

(iv) Annual Evaluation of Board

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, and that of its Committee and other Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, and also as per the Guidance Notes issued by SEBI vide its Circular No.: SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5th, 2017 covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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12. NUMBER OF BOARD MEETINGS

During the Financial year, total 4 (Four) meetings of the Board of Directors were held on 30th May, 2016, 12th August, 2016, 12th November, 2016, 13th February, 2017 and respectively.

13. DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that :-

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied 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 31st March, 2017 and of the loss of the Company for the year ended on that date;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on 'not a going concern' basis; and the directors have laid down proper systems financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- e. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. NOMINATION AND REMUNERATION COMMITTEE

The Company is not pursuing any business activity for number of years and accordingly accounts have been prepared on basis of assumption that the Company is "not a going concern".

Company not having any operation and business activity of the company hence company unable to provide sitting fees and salary to Directors of the Company. As per mandatory rules and regulation we constituted Nomination and Remuneration Committee but none of directors received any remuneration and sitting fees from the company.

Nomination and Remuneration Committee comprises of :

Name of the Director:

1. Mr. Shailendra Agrawal (Chairman & Independent Director)
2. Mr. Gokulsingh Rajput (Independent Director)
3. Mr. S. N. Jhalani (Non-Executive Director)

15. AUDIT COMMITTEE :

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The Audit Committee comprises of:

1. Mr. Shailendra Agrawal (Chairman & Independent Director)
2. Mr. Gokulsingh Rajput (Independent Director)
3. Mr. Bhupesh Patel (Managing Director)

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges.

16. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

The Company is not having any operation and reporting as 'not a going concern'. The Company has been not taken any loan from Bank & Financial Institution. There is only one Employee in Company. Hence Company strives to comply with requirements of Law.

17. RISK MANAGEMENT POLICY

Though the company is not having any operation and reporting as 'not a going concern', the company strives to comply with the requirements of law.