

AUTORIDERS INTERNATIONAL LIMITED



Annual Report 2005-06

AUTORIDERS INTERNATIONAL LTD

BOARD OF DIRECTORS

Chintan Patel	: Director
Tapan Patel	: Whole-Time Director
Maneka Mulchandani	: Whole-Time Director

AUDITORS

M/s Utpal Bhayani & Co.
Chartered Accountants

BANKERS

ABN Amro Bank N.V.
Bank of Punjab Ltd.
ICICI Bank Ltd.
Union Bank of India
The Hongkong & Shanghai Banking Corporation Ltd.

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REGISTERED OFFICE

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

21st ANNUAL GENERAL MEETING

Day, Date : Friday, the 29th September, 2006.

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

Time : 5.00 P.M.

- 1 -

AUTORIDERS INTERNATIONAL LIMITED**NOTICE**

NOTICE is hereby given that the Twenty first Annual General Meeting of the Members of Autoriders International Ltd., will be held on Friday, the 29th September, 2006 at 5.00 p.m. at its Registered Office at 4-A, Vikas Centre, 104, S.V. Road, Santacruz (W), Mumbai- 400 054 to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March 2006, and Profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint Director in place of Mr.Chintan Patel who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

" RESOLVED THAT subject to the approval of Shareholders of the Company and pursuant to the provisions of section 198, 269, 309 and other relevant applicable provisions, if any, of the Companies Act, 1956, read with schedule XIII of the Companies Act, 1956, the Company hereby accords its consent and approval to the reappointment of Mr.Tapan M.Patel as whole-time Director of the company with effect from 1st June,2006 for a period of five years on the terms and conditions as set out in the explanatory statement."

" RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, in the event of the loss or inadequacy of the profits in any financial year of the Company during his tenure of office as whole-time Director, the remuneration payable to him is the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company be is hereby authorized to take such steps expedient or desirable to give effect to this resolution."

By order of the Board
For **AUTORIDERS INTERNATIONAL LTD.,**

* 
CHINTAN PATEL

Director

Place : Mumbai
Dated : 28th June, 2006.

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

(2)

- 2 -

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. Register of Members and Share transfer books of the Company will remain closed from 23rd September, 2006 to 29th September, 2006 (both days inclusive)
3. Members desiring any information about the accounts at the Meeting are requested to write to the Company at least 7 days in advance of the Annual General Meeting.
4. Members are requested to notify change of address, if any.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.4

Mr.Tapan M. Patel was re-appointed by the Members as Director in the Twentieth Annual General Meeting held on 30th September 2005. The board has appointed him as a Whole Time Director with effect from 1st June, 2006 subject to the approval of the shareholders of the company.

The remuneration including perquisites payable to Mr.Tapan Patel as may be determined by the board from time to time within maximum limits specified in schedule XIII of the Companies Act 1956 as under.

- | | |
|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Salary- | upto Rs. 60000/- |
| 2. Perquisites - | He shall be entitled for reimbursement of Medical expenses, Leave travel concession for self and family, club membership fee for maximum of 2 clubs, company maintained car, Telephone at residence and other perquisites in accordance with company rules. |
| 3. Contribution to P.F- | Companies contribution to P.F, superannuation, Gratuity payments, leave encashments are as per the company rules. |

The board shall have the discretion and authority to modify the forgoing terms of remuneration within the limits prescribed under section XIII of the Companies Act 1956.

The appointment will be for a period of 5 years which can be terminated by either party giving to the other party 90days notice in writing or upon Mr.Tapan Patel ceasing to be a director of the Company.

None of the directors except Mr.Tapan Patel is concerned or interested in the resolution as Item No.4

- 4 -

AUTORIDERS INTERNATIONAL LIMITED**DIRECTORS REPORT**

To,

The Shareholders,
AUTORIDERS INTERNATIONAL LTD

Your Directors have pleasure in presenting the Twenty first Annual Report together with the audited accounts for the year ended 31st March, 2006.

FINANCIAL RESULTS:

The Financial results of the Company for the year under review are summarized for your consideration.

	YEAR ENDED 31/03/2006	(Rs. In Lacs) YEAR ENDED 31/03/2005
Profit/(Loss) Before Depreciation	169.99	235.47
Less: Depreciation	134.89	152.53
Profit before Taxation	35.09	82.93
Provision for Taxation :		
Deferred Tax	(21.22)	--
Fringe Benefit Tax	3.00	--
Net profit/(Loss) for the Year	35.51	82.93
Prior Period Adjustments	--	37.12
Balance of Previous Year	(3187.59)	(3233.41)
Balance Carried Forward	(3134.28)	(3187.59)

In view of accumulated losses, your Directors are unable to recommend any dividend for the year ended 31st March 2006.

DIRECTORS:

Mr.Chintan Patel retires by rotation and being eligible offer himself for reappointment.

OPERATION:

During the year Company has reorganised the fleet at the branches as per the customer requirement to have better utilisation. Also we have undertaken the replacement of old fleet with latest models keeping in view of the market demand and comfort of our valued customers.

PROSPECTS:

We feel, with the induction of new models of fleet at various branches, will be able to consolidate our position in the car rental market. Moreover, with judicious efforts of cost control and lower finance cost, we hope to achieve better working results.

We are in the process of negotiating with few car rental companies for granting of franchise to have our presence in non-represented locations. We are also approaching more corporate houses for engaging our fleet for their transportation needs.

As the travel & tourism industry is witnessing fast growth, we will have a vital role to play in the coming years.

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.

AUDITORS:

M/s.Utpal Bhayani & Co., Chartered Accountants, hold office until the ensuing Annual General Meeting. It is proposed to reappoint M/s.Utpal Bhayani & Co., as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. The Directors recommend their reappointment to the members.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits from public during the year under review.

CORPORATE GOVERNANCE:

Separate section on Corporate Governance is included in the Annual Report and 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 under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975 as amended.

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

Your Company has no activities relating to conservation of energy or technology absorption. During the year, the Company has earned Foreign Exchange worth of Rs.37,10,714/- and there was no foreign exchange outgo.

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.
- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of 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.

- 6 -

LISTING:

The Company's shares continued to remain on Mumbai Stock Exchange throughout the year under report. The Company has paid listing fees upto date. The trading in shares was not suspended on Stock Exchange, Mumbai.

ACKNOWLEDGMENT:

Your Directors thank all its customers for their continuous 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
For AUTORIDERS INTERNATIONAL LTD.

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CHINTAN PATEL
DIRECTOR



TAPAN PATEL
DIRECTOR

Mumbai

Dated : 28th June, 2006.

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

During the year, the company made all possible efforts to reduce the losses and enhance operational efficiency. As a result of the measures taken by management, the company has been able to maintain profits during the year.

OPPORTUNITIES & THREATS:

As the travel & Tourism Industry is witnessing boom and Government's ambitious plans for the promotion of tourism industry in India, the management perceives that there is tremendous scope for Car Rental business.

The major threat as perceived by management is from competitors who offer lower rates to customers.

SEGMENT-WISE PERFORMANCE:

The company has only one segment ie, Car Rentals.

INTERNAL CONTROL AND HUMAN RESOURCES:

The Company has adequate internal control systems and human resources commensurate with its operations.

CORPORATE GOVERNANCE DISCLOSURE:

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

1. PHYLOSOPHY ON CODE OF GOVERNANCE.

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

2. BOARD OF DIRECTORS.

Your Board comprises of an optimal compliment 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 the Director in more than 15 Companies or memberships in committee of the Board in more than 10 Committees or Chairmanship of more than 5 Companies. Table set below will explain the details

- 8 -

Director	Category of Directorship	Board Meeting Attended	Attendance at the last AGM	No. of other Directorship Held	No of Board Committees of which Member/ Chairman
Chintan A. Patel Director	Non-Executive Promoter Director	4	Yes	9	—
Tapan M. Patel Director	Non-Executive Promoter-Director	4	Yes	6	—
Maneka Mulchandani. Whole-time Director	Executive Independent Director	4	Yes	—	—

AUDIT COMMITTEE.

Audit Committee is not being formed as it is not applicable for the Company.

3. REMUNERATION.

Mrs. Maneka Mulchandani, whole-time Director of the Company is re-appointed in the Annual General Meeting held on 30th September, 2002. No remuneration is paid to any other Director and therefore, no remuneration committee is formed.

4. SHAREHOLDERS' COMMITTEE.

No Shareholders' Committee is formed as it is not mandatory.

5. GENERAL BODY MEETINGS.

Details of last 3 Annual General Meetings of the Shareholders.

Meetings	Date	Time	Venue
20 th Annual General Meeting.	30.09.2005	5.00 P.M.	Registered Office.
19 th Annual General Meeting.	30.09.2004	5.00 P.M.	Registered Office.
18 th Annual General Meeting.	29.09.2003	5.00 P.M.	Registered Office.

There were no special resolutions required to be passed through postal ballot at any of the above General Meetings. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.