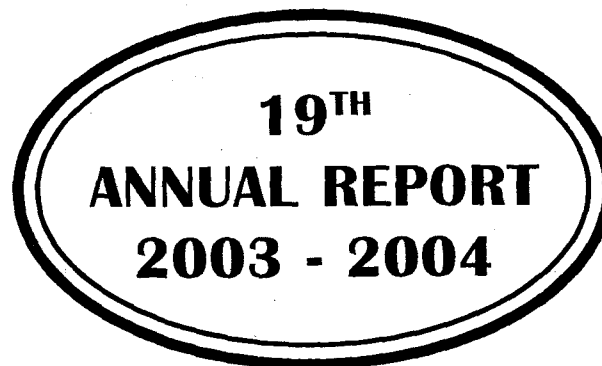


AUTORIDERS FINANCE LIMITED



**AUTORIDERS FINANCE LIMITED****AUTORIDERS FINANCE LIMITED****BOARD OF DIRECTORS**

Bhupesh Patel	–	Managing Director
B. S. Pandit	–	Nominee Director - UTI (upto 30-01-2004)
Abhay Shah	–	Director
Gaurang Tripathi	–	Director
Bhupendrabhai Patel	–	Director

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.

NINETEENTH ANNUAL GENERAL MEETING

Day, Date : Thursday the 30th September, 2004
Venue : 4A, Vikas Centre, 104, S.V. Road, Santacruz (W), Mumbai - 400 054.
Time : 2.00 P.M.

19TH ANNUAL REPORT

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of Members of **AUTORIDERS FINANCE LIMITED** will be held on Thursday the 30th September, 2004 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, 2004, 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. Bhupendrabhai Patel, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Amarish Patel who retires by rotation and he has not communicated his intention for his re-appointment on his retirement by rotation.
4. To appoint Auditors and to fix their remuneration.

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

Place : Mumbai,
Dated : 27th July, 2004.

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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 21st September, 2004 to Thursday the 30th September, 2004 (both days inclusive).
4. 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.
5. Consequent upon the introduction of Section 205-C by the Companies (Amendment) Act, 1999, the amount of unclaimed/unpaid, Dividends, Share Application Money, Fixed Deposits and interest on Fixed Deposits, remaining unclaimed with the Company for the period of 7 years have been transferred to the Investor Education & Protection Fund (IEPF) and no claim thereto will be entertained by the said Fund and also by the Company.

Members who have not encashed the dividend warrant/s pertaining to dividend for the financial year 1996-97 are requested to forward the same to the Company's Registrar & Transfer Agents, M/s. Sharepro Services or to the Company immediately to facilitate payment. The due date for transfer of unclaimed dividend for the financial year 1996-97 is 30th September, 2004, after which no claim in respect of 1996-97 dividend will be entertained by the Company or by the Fund.

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 : 27th July, 2004.

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 Nineteenth Annual Report together with the Audited Accounts for the year ended 31st March, 2004.

FINANCIAL RESULTS :

	Year ended 31.03.04 (Rs. in Lacs)	Year ended 31.03.03 (Rs. in Lacs)
Loss after Interest but before Depreciation & Other Extra Ordinary Items	84.56	975.14
Loss on Sale of Assets	—	1130.00
Provision for diminution in value of Investment	11.61	—
Provision for Doubtful Debts	8431.19	6.54
Depreciation	56.14	61.17
Loss After Tax	8583.50	2172.85
Prior Period Adjustment (Net)	0.20	(183.15)
Short Provisions for Interest Tax	—	20.78
Balance of Previous Year	10277.33	8266.85
Balance Carried Forward	18860.63	10277.33

OPERATION & PROSPECTS :

The Company is still negotiating with Banks/Financial Institution for the one time settlement of its long term liabilities.

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

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.



AUTORIDERS FINANCE LIMITED

DIRECTORS :

- 1) Mr. Bhupendrabhai Patel is 58 Years old, a vast experience in the Finance Company 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 re-appointment as Director of the Company. Mr. Bhupendrabhai Patel is not Director in any other Company.
- 2) Mr. Amarish Patel has not communicated his intention to continue as a Director on his retirement by rotation.
- 3) Mr. B. S. Pandit, Nominee Director-UTI has resigned as Nominee Director-UTI as per UTI letter Ref. No. DOIM/NDC [A-30]/2253/03-04 dated 18/11/2003. The Board places on record its appreciation for services rendered by him to the Company during his tenure. Even though UTI has nominated another nominee in place of Mr. B. S. Pandit however the statutory formalities for appointment are yet to be completed by UTI.

AUDIT COMMITTEE :

The present Audit Committee Members are 1. Mr. Abhay Shah, 2. Mr. Gaurang Tripathi and 3. Mr. Bhupendrabhai Patel - are Non Executive, Independent Directors. Mr. Abhay Shah, Chartered Accountant is the Chairman of the Audit Committee. The committee met four times during the year 2003-2004 on 28th May, 2003, 29th July, 2003 20th October, 2003 and 30th January, 2004.

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.

TAXATION :

The income tax assessment of the Company has been completed up to the Financial Year 2002-2003.

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.

19TH ANNUAL REPORT

- 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 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 listed 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 for BSE & NSE upto 31.3.2004. However, the listing fees for ASE & DSE has not been paid as Company made an application for delisting of shares from their Exchanges.

None of the Stock Exchange authorities had suspended the trading or your Company's shares during the year under report. Pursuant to provisions of SEBI (Delisting of Securities) Guidelines 2003, the Board applied to delist the shares of company from the Delhi Stock Exchange Association Ltd., and Ahmedabad Stock Exchange.

COMPANY SECRETARY :

The Company Secretary Mrs. Uma Anil Gokhale expired on 26th March, 2004. The Board places on record its appreciation for services rendered by her to the Company during her service as a Company Secretary with the Company. Company has advertised for the appointment of new Company Secretary but the Company has not received any suitable application for the appointment of Company Secretary.

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 : 27th July, 2004.

BHUPESH PATEL
Managing Director



AUTORIDERS FINANCE LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS :

Overall Review :

During the year, the Company continued in all its efforts to settle the long term debts. The negotiations with consortium of Banks are going on favourably.

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

The Unit Trust of India has made an application in DRT for recovery of their dues.

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 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 stakeholders 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 Meetings were held on the following dates: 28th May, 2003, 29th July, 2003, 20th October, 2003 and 30th January, 2004. 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 :