

M. G. KALELKAR & ASSOCIATES

Company Secretaries

Room No. 1, Ground Floor, Sahakar Bhavan, Near Damodar Hall,
Dr. Ambedkar Road, Parel T. T., Parel, Mumbai - 400 012.
Tel. / Fax : 2470 8282

COMPLIANCE CERTIFICATE

Registration No. of the Company : **11 - 37017**
Nominal Capital : **Rs.1,00,00,000/-**

To,
the Members of
AUTORIDERS INTERNATIONAL LIMITED

We have examined the registers, records, books and papers of **AUTORIDERS INTERNATIONAL LIMITED** (Hereinafter referred to as "**the Company**"), having their registered office situate at 4A, Vikas Centre, 104, S. V. Road, Santacruz (West), Mumbai – 400 054, as required to be maintained under the Companies Act, 1956, (Hereinafter referred to as "**the Act**") and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company, in respect of or for **the financial year ended on 31st March, 2005** (Hereinafter referred to as "**the financial year**" or "**the year**"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we hereby certify that, in respect of the said financial year, --

1. Except the following Registers, which either were not required to be maintained by the Company or where there were no entries required to be made therein, the Company has kept and maintained all registers as stated in "**Annexure- A**" to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.

Statutory Registers

1. Register of Investment not held in Company's Name, under section 49 of the Act.
2. Register of Public Deposits, under section 58A of the Act.
3. Register of Certificates and Register of Renewed and Duplicate Certificate. (Rule 4 of the Companies [Issue of Share Certificates] Rules, 1960)
4. Register of Contracts in which directors are interested, under section 301 of the Act.

The Register of charges was maintained but could not be verified for being up-to-date. It was observed that the Company did borrow from financial companies / banks for the purpose of acquiring the vehicles, to be let on hire as a business of the Company, but it was informed that it has been a practice of the lenders only to incorporate their lien on the vehicles and have not been filing the particulars of charge, if any, over such vehicles, with the concerned Registrar of Companies.

2. The Company has filed, during the financial year, the forms and returns as stated in "**Annexure- B**" to this certificate, with, as the case may be, the concerned Registrar of Companies within the time prescribed under the Act and the rules made thereunder.

3. The Company, **being a public company**, has the minimum prescribed paid-up capital.
4. The Board of Directors duly met **4 (Four) times** respectively on 30th June, 2004, 27th July, 2004, 29th October, 2004 and 28th January, 2005, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose. **There were no circular resolutions passed during the financial year.**
5. The Company has, during the year under consideration, closed its Register of Members from **24-9-2004 to 30-9-2004** (both days inclusive) and has complied with the provisions of section 154 of the Companies Act, as per the explanations offered by the management.
6. The Annual General Meeting of the shareholders of the Company, for the financial year ended on **31st March, 2004**, was held on **30th September, 2004**, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting of the shareholders of the Company was held, during the financial year.
8. As per the explanations provided by the management or the officers of the Company, the Company has not advanced any loan to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contract falling within the purview of Section 297 of the Act, as per the explanations provided by the management or the officers of the Company.
10. The Company was not required to make any entry in the register maintained under Section 301 of the Act, since there was no contract, falling within the purview of Section 297 of the Act, entered into, during the financial year, as per the explanations provided by the management or the officers of the Company.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government, as the case may be, as per the explanations provided by the management or the officers of the Company.
12. The Company has not issued duplicate certificates, during the financial year.
13. The Company :
 - (i) was not required to deliver the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act, **since there were no allotment, transfer or transmission of shares in or debentures of the Company, during the financial year.**
 - (ii) was not required to deposit any amount in a separate bank account as **no dividend** (including interim dividend, if any) **was declared**, during the financial year.

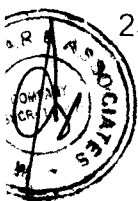


(iii) was not required to post any warrants or cheques to the members of the Company as **no dividend** was declared, during the financial year.

(iv) was not required to transfer to Investor Education and Protection Fund, since **there was no amount**, lying with the Company, on account of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which was required to be transferred to the said Fund.


(iv) has duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the Company is duly constituted. There were no appointments of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director / Whole-time Director, during the financial year.
16. The Company has not appointed any sole-selling agent, during the financial year.
17. As per the explanations provided by the officers of the Company, the Company was not required to obtain, during the financial year, any approval of Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities as prescribed under various provisions of the Act.
18. The directors have disclosed, pursuant to the provisions of the Act and the rules made thereunder, their interests in other firms, companies or otherwise, to the Board of Directors.
19. The Company has not issued shares, debentures or other securities, during the financial year.
20. The Company has not bought back shares, during the financial year.
21. There was no redemption of preference shares or debentures, during the financial year.
22. There were no transactions, during the financial year, necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted or renewed deposits falling within the purview of Section 58A, during the financial year. However, the Company has accepted inter-corporate deposits, the balance of which stood, as at 31st March, 2005, at Rs.6,00,48,319/-.
24. The amount borrowed by the Company during the financial year ending **31st March, 2005**, is within the borrowing limits, as authorised vide the resolution passed, in accordance with the provisions of the Section 293(1)(d) of the Act, at the Annual General Meeting of the Shareholders of the Company held on 27th August, 1996.
25. The Company has not made any Loans and Investments, or given Guarantees or provided Securities to other bodies corporate under section 372A of the Act.



26. The Company has not altered the provisions of its Memorandum of Association, with respect to situation of the Registered Office of the Company from one state to another, during the financial year under scrutiny.
27. The Company has not altered the provisions of its Memorandum of Association, with respect to the objects of the Company, during the financial year under scrutiny.
28. The Company has not altered the provisions of its Memorandum of Association, with respect to name of the Company, during the financial year under scrutiny.
29. The Company has not altered the provisions of its Memorandum of Association, with respect to share capital of the Company, during the financial year under scrutiny.
30. The Company has not altered, during the financial year, its Articles of Association.
31. As per the explanations given by the officers of the Company, during the financial year, there was no prosecution initiated against or show cause notice received by the Company and no fines and penalties or any other punishment was imposed on the Company, for committing offences under the act.
32. The Company has not obtained, during the financial year, any money as security from any of its employees, as per the explanations given by the management of the Company.
33. As per the explanations given by the management of the Company, the Company has deposited both employees' and employers' contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For M. G. KALELKAR & ASSOCIATES


MILIND G. KALELKAR
Proprietor
FCS - 3854, CP - 1877

Place : Mumbai
Date : 25-6-2005

“Annexure – A”

REGISTERS AS MAINTAINED BY THE COMPANY STATUTORY REGISTERS

1. Register of Members, under section 150 of the Act.
2. Minutes Books for minutes of meeting of the Board and Shareholders, under section 193 of the Act.
3. Books of Account, under section 209 of the Act.
4. Register of Directors, Managing/Wholtime Directors, Manager and Secretary, under section 303 of the Act.
5. Register of Directors' Shareholdings, under section 307 of the Act.
6. Register of Directors' Attendance at meetings of the Board as per Regulation 71 of Table A
7. Register of Shareholders' Attendance at their meetings, under section 174 of the Act.
8. Register of Loans and Investments made, Guarantee given or Security provided, under section 372A of the Act.
9. Register of Fixed Assets

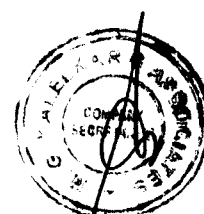
NON-STATUTORY REGISTERS

1. Register of Transfer/Transmission of Shares

“Annexure – B”

Forms and Returns as filed by the Company with the Registrar of Companies, Maharashtra, during the financial year ended **31st March, 2005**.

Sr. No	Form / Return No.	Filed under Section (s)	For the matter(s)	Date of filing	Whether filed within the prescribed time Yes/No]	If delay in filing, whether requisite additional fee paid [Yes/No]
1.	Annual Return	159	Upto the Date of AGM (i.e.30-9-2004)	28-10-2004	Yes	N. A.
2.	Balance Sheet	220	Annual Accounts for the year ended 31-3-2004	28-10-2004	Yes	N. A.
3.	Compliance Certificate	Proviso to Section 383A	For the financial year ended 31-3-2004	28-10-2004	Yes	N. A.



AUTORIDERS INTERNATIONAL LIMITED

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Annual Report 2004-05

AUTORIDERS INTERNATIONAL LTD

BOARD OF DIRECTORS

Chintan Patel	: Director
Tapan Patel	: 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.

REGISTERED OFFICE

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

20th ANNUAL GENERAL MEETING

Day, Date : Friday, the 30th September, 2005.

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

Time : 5.00 P.M.

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AUTORIDERS INTERNATIONAL LIMITED

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Autoriders International Ltd., will be held on Friday, the 30th September, 2005 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 2005, 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. Tapan Patel who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and fix their remuneration.

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


CHINTAN PATEL
Director

Place : Mumbai
Dated : 27th June, 2005.

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

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 Saturday, 24th September 2005 to Friday, 30th September, 2005 (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.

AUTORIDERS INTERNATIONAL LIMITED**DIRECTORS REPORT**

To,

The Shareholders,
AUTORIDERS INTERNATIONAL LTD

Your Directors have pleasure in presenting the Twentieth Annual Report together with the audited accounts for the year ended 31st March, 2005.

FINANCIAL RESULTS:

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

	YEAR ENDED 31/03/2005	(Rs. In Lacs) YEAR ENDED 31/03/2004
Profit/(Loss) Before Depreciation	235.47	241.04
<u>Less: Depreciation</u>	152.53	144.41
Net Profit/(Loss) during the year	82.93	96.63
Excess Provision for Expenses	--	6.18
Prior period adjustments	37.12	--
Balance of Previous Year	(3233.41)	(3336.22)
Balance Carried forward	(3187.59)	(3233.41)

Your Directors are making every effort to reduce the losses. In view of accumulated losses, your Directors are unable to recommend any dividend for the year ended 31st March 2005.

DIRECTORS:

Mr. Tapan 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. 28,98,447/- 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.