

2006-07

annual report & accounts

S	
F	
E	
二	
r 1	

02	Corporate Information
03	Our Presence in India

- 04 Business and Financial Highlights
- 06 Board of Directors
- 08 Chairman's Letter
- 12 Q&A Session with MD
- 26 Directors' Report
- 30 Annexure to the Directors' Report
- 32 Management Discussion and Analysis
- 41 Report on Corporate Governance

- 50 Certificate on Corporate Governance
- 51 Auditors' Report
- 52 Annexure to the Auditors' Report
- 54 Balance Sheet
- 55 Profit and Loss Accounts
- 56 Cash Flow Statement
- 58 Schedules
- 86 Balance Sheet Abstract
- 87 Section 212 Statement Relating to Subsidiary Company

Forward-looking Statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

An inherent characteristic that we treasure the most is our passion to grow. Today, the leadership position we enjoy is a manifestation of our zeal. Innate as it is, this fervour is insatiable. It has prompted us to stretch our vision beyond the pinnacle we've reached, to discover the next level.

We have emerged victorious in transforming the image of the marketplace we operate in. Having unveiled enormous opportunities, today, the CV financing industry is welcoming investors with open arms. We are equipped with a healthy pool of funds to fulfill the dreams of many more truck owners, widening our product base to cater to their many needs beyond the purchase of a truck. Triggered by our ardour to connect with our customers beyond the scope of our primary business, we have entered into several premeditated partnerships for innovative value-added services. With pertinent marketing efforts, we have successfully projected STFCL as a brand that is synonymous with quality, capability and sensitivity.

Having congregated all the requisite imperatives for success, we are set on a journey to scale new heights.

'Leaders are ordinary people blessed with extraordinary passion.'

- Anonymous



CORPORATE INFORMATION

Board of Directors

Chairman

ARUN DUGGAL

(Independent)

Managing Director

R. SRIDHAR

Directors

MUKUND MANOHAR CHITALE (Independent)

S. VENKATAKRISHNAN

MAYA SHANKER VERMA

(Independent)

ADIT JAIN

(Independent)

RAVINDRA BAHL

PUNEET BHATIA

SANJAY KUKREJA

RANVIR DEWAN

SUMATIPRASAD M. BAFNA

(Independent)

DR. T. S. SETHURATHNAM

(Nominee of IREDA Ltd., Independent)

Vice President (Corporate Affairs) & Company Secretary K. PRAKASH

Auditors

M/S. S. R. BATLIBOI & CO.

Chartered Accountants

M/S. G. D. APTE & CO.

Chartered Accountants

Share Transfer Agents

Integrated Enterprises (India) Ltd.

2nd Floor, Kences Towers, No. 1, Ramakrishna Street, Off North Usman Road.

T. Nagar, Chennai - 600 017.

Tel: 044 - 2814 0801 - 0803

Head Office

Wockhardt Towers

West Wing, Level-3, C-2, G-Block,

Bandra-Kurla Complex,

Bandra - (East), Mumbai - 400 051,

Maharashtra.

Tel: 022 4095 9595

Fax: 022 4095 9597

Registered Office

123, Angappa Naicken Street,

Chennai - 600 001.

Tel: 044 - 2534 1431

Institutions

FMO. Netherland

GE Capital

HDFC

IDFC

IREDA

LIC

SICOM SIDBI

Bankers

ABN Amro Bank

Abudhabi Commercial Bank

Bank of Baroda

Bank of Ceylon

Bank of India

Bank of Maharashtra

Barclays Bank

Canara Bank

Central Bank of India

Centurion Bank of Punjab

Citibank N.A

City Union Bank

Corporation Bank

DBS Bank

Dena Bank

Development Credit Bank

Dhanlaxmi Bank

Federal Bank

HDFC Bank

HSBC

ICICI Bank

IDBI Bank

Indian Bank

Indian Overseas Bank

ING Vysya Bank

J&K Bank

Karnataka Bank

Karur Vysya Bank Kotak Mahindra Bank

Lord Krishna Bank

Oriental Bank of Commerce

Punjab National Bank

Ratnakar Bank

South Indian Bank

Standard Chartered Bank

State Bank of Bikaner & Jaipur

State Bank of Hyderabad

State Bank of Indore

State Bank of Mauritius

State Bank of Mysore

State Bank of Patiala State Bank of Travancore

Tamilnadu Mercantile Bank

The Lakshmi Vilas Bank

UCO Bank

Union Bank of India United Bank of India

UTI Bank

Vijaya Bank

Yes Bank

Listed in the following Exchanges and the annual fees have been duly paid.

Madras Stock Exchange Ltd., Exchange Building, P.B. No. 183, No. 30 (Old No. 11) Second Line Beach, Chennai - 600 001.

The Stock Exchange, Mumbai, Phiroze Jeejobhoy Towers, Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra - (East), Mumbai - 400 051.

OUR PRESENCE IN INDIA

ADILABAD ADONI AGRA AHMEDABAD AHMEDNAGAR AKOI A ALAPPUZHA ALIGARH ALLAHABAD ALWAR AMALAPURAM AMBIKAPUR AMRAVATI AMRITSAR ANAKAPALLI ANAND

HANMANA HARANPPANHALLI HASSAN HAVERI HIMAYATHNAGAR HIMMATNAGAR HINDUPUR HISSAR HONNALLLI HOSADURGA HOSPET HOSUR HUBLI HUMNABAD HUNSUR HYDERABAD IIKAL

PARVATHIPURAM
PATHANAMTHITTA
PATHANKOT
PATNA
PIDUGURALLA
POLLACHI
PONDICHERRY
PORBANDER
PRODDATUR
PUDUKOTTAI
PUNE
PUTTUR
QUILON
RAIBAREILLY
RAICHUR

ANANTHPUR ANGAMALY ANGUL ARIYALUR ASANSOL ATHUR AURANGABAD BAGALKOT BALAGHAT BANGLORE BARAMATI BAREILY BARMER BARODA BASAVAKALAYAN BATHINDA

BEGUSARAI

INDIRA NAGAR INDORE ITCHAPURAM I P NAGAR JABALPUR JAGADAMBA . IAGDALPUR IAIPUR JAISALMER JALANDHAR IALGOAN JAMNAGAR JAMSHEDPUR JHUNJHUNU IODHPUR JUNAGADH KADUR

RAIGARH SA
RAIPUR SA
RAJAHMUNDARY SA
RAJKOT SA
RAJKOT SA
RAINANDGAON SA
RANCHI SA
RATLAM SA
RATLAM SA
RENUKOT SA
RENUKOT SA
ROHA SE
ROHATAK SEI
ROHATAK SEI
ROHATAK SH
SADULPUR SH
SAGAR

BEHRAICH BEHRAMPUR BELGAUM BELLARY BHAGALPUR BHARATPUR BHARUCH BHATKAL BHAVANIPURAM BHAVNAGAR BHII AI BHILWARA BHIMAVARAM BHOPAL BHUI BHUVANESHWAR BIDAR

KAITHAL KAKINADA KANCHIPURAM KANKAVLI KANNUR KANPUR KARAIKUDI KARIM NAGAR KARNAL KARUR KASARGODE KATNI KATTAPPANA KAYAMK<mark>ULAM</mark> KHAMGOAN KHAMMAM KHARAGPUR

SAGARA
SAHIBABAD
SAKALESHPURA
SALEM
SAMBALPUR
SANDUR
SANGLI
SARAIPALI
SATARA
SATNA
SECUNDERABAD
SEDAM
SHADOL
SHAHAPUR

BOKARO BURDWAN BURHANPUR CALICUT CHADIKHOLE CHAMARAJA NAGAR CHANDIGÁRH CHANDRAPUR CHANNAGIRI CHANNAPATNA CHANNARAYAPATN CHATTARPUR CHENNAI CHIKKODI KHATEDHAN KOILPATTI KOLAR

BIIAPUR

BIKANER

BILASPUR

KHATEDHAN
KOILPATTI
KOLAR
KOLHAPUR
KOLKATA
KOMPALLY
KOPPAL
KORBA
KOTA
KOTUTLI
KOTTAYAM
KRISHNAGIRI
KUKATPALLY
KUMBAKONAM
KUMTA
KUNDAPUR
KUNNAMKULAM

SHIMLA SHIMOGA SHOLAPUR SIKAR SILLIGURI SILLIGURI SINDHANUR SIROHI SIRSI SIVAKASHI SRIGANGANAGAR SRIKAKULAM SULTANPUR SULTHANBATHERY SURAT

CHIKMAGALORE CHINCHWAD CHINDWARA CHIPLUN CHITRADURGA CHITTORE CHITTORGARH COIMBATORE CUDDAPAH CUTTAK DAHOD DANDELI DAUSA DAVANGERE DEEPIKA DEHARADUN DELHI

KURNOOL L B NAGAR LAKHIMPUR LATUR LINGSUR LUCKNOW LUDHIANA MADANAPALLI MADIKERI MADIWALA MADURAL MALEGAON MANCHERIAL MANDAPETA MANDYA MANGALORE MANJERI

SURENDRANAGAR SWAIMADHOPUR TADEPALLIGUDEM TADEPALLIGUDEM TADIPATRI TAMBARAM TDASARAHALLI TENKASI THALASSERY THANE THANJAVUR THENI TIPTUR TIRUNELVELI TIRUPATI DHAMTARI DHANBAD DHARAMPURI DHARWAD DHULIA DINDIGUL DURGAPUR EARNAKULAM EARNAKULAM ELURU FRODE FAIZABAD FARIDABAD FARRUKHABAD GADAG GADWAL GAJUWAKKA

MARGOA MARKAPURAM MEHBOOB NAGAR MEHSANA METTUPALAYAM MIRYALAGUDA MOGA MORADABAD MORENA MUDABIDRI MUMBAI MUZZAFFARPUR MYSORE NAGAOUR NAGERCOIL NAGPUR NANDED

TIRUVANNAMALAI
TIRUVARUR
TIRUVOTRIYUR
TRICHUR
TRICHY
TRIVENDRUM
TUMKUR
TUTICORIN
UDAIPUR
UDUPI
VAPI
VARANASI
VELLORE
VIDISHA

GANDHIDHAM GANGANAGAR GANGAVATHI GAZIABAD GOA GODHARA GONDIA GURAKHAPUR GUDIWADA GUDUR GULBARGA GUNA GUNTUR GURGAON GUWAHATI GWALIOR HALDWANI

NANDURBAR NANDYAL NASHIK NAVI MUMBAI NAVSARI NEEMUCH NELLORE NIZAMABAD ONGOLE PADI PALANPLIR PALAYAMKOTTA PALGHAT PALIA PANDARPUR PARAMAKUDI PARBHANI

VIJAYANAGAR
VIJAYWADA
VILLUPURAM
VIZAG
VIZIANAGARAM
WADA
WAIDHAN
WARANGAL
WARDHAMAN NAGAR
YADGIR
YAMUNANAGAR
YAVATMAL
YESHWANTHPUR



BUSINESS AND FINANCIAL HIGHLIGHTS

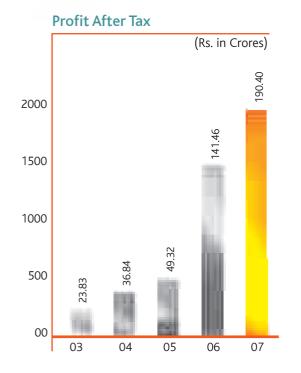
ASSETS
Under Management Crosses
Rs. 12,000 crores
driven with total YoY increase of 66%

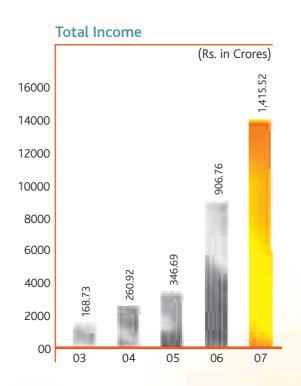
LARGEST ASSET FINANCING NBFC

with a market share of 20-25% in pre-owned and 7-8% in new truck financing segments and over 5,00,000 customers

DISBURSEMENTS of Rs. 6,608 Crores during FY'06-07,an increase by 62%

62%





annual report & accounts 2006-07

EMPLOYEES
Strength of 4,952
increase of 33.5%, including

over 2,000 field officers

33.5%

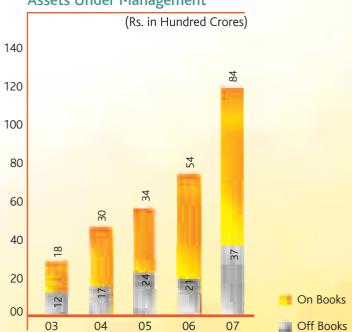
358 BRANCHES

with an addition of 62 branches to an already robust distribution network



CREDIT RATING of AA from AA(-)







SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

BOARD OF DIRECTORS



ARUN DUGGAL
Chairman

Arun Duggal is an International Business Advisor. He was with Bank of America for 26 years at various locations including New York, San Francisco, Tokyo, Hong Kong, London, Manila and New Delhi. He is on the Board of Directors of Jubilant Energy Ltd. Canada, Patni Computers Systems Ltd., Fidelity Fund Management Pvt. Ltd., Petronet LNG Ltd., Manipal Acunova Pvt. Ltd., Shriram Properties Ltd., Zuari Industries Ltd., Mundra Port And Special Economic Zone Ltd., International Asset Reconstruction Co. Pvt. Ltd., Carzonrent (India) Pvt. Ltd., Dish TV India Pvt. Ltd., He is the Founder Director of The Bellwether Microfinance Fund Pvt. Ltd. Mr. Duggal was also on the Board of Governors of the National Institute of Bank Management and the erstwhile Chairman of the American Chamber of Commerce, India. He is a Senior Advisor to Transparency International and is on the Board of Centre for Civil Society.



R. SRIDHAR
Managing Director

R. Sridhar is a fellow member of the Institute of Chartered Accountants of India. He joined Shriram in 1985 and was later promoted as President of the company in 1994. He was co-opted as an Additional Director and appointed as the Managing Director of the company in September 2000. Sridhar has over two decades of experience in the financial service sector, especially in commercial vehicle financing. He also holds the directorships of Shriram Holdings (Madras) Pvt. Ltd, Ceylinco Shriram Capital Management Services Company Pvt. Ltd., Shriram Chits (Maharashtra) Ltd., Integrated Enterprises (India) Ltd., Shriram Powergen Ltd. and Ashley Transport Services Ltd.



ADIT JAIN Director

Adit Jain is the Managing Director of International Market Assessment (IMA) India, a Company he established in 1994. He chairs the company's CEO and CFO programmes, which are retainer based forums and have over 700 clients from across the country. He speaks regularly at conferences across the world and has been called upon to depose as an Expert Witness in Parliamentary Committee Proceedings. He has briefed boards of large corporations in the US, Europe and Asia. Previously, Adit worked as Vice President and Head of M&A at Lazard, India; Strategy Director with Stag Holdings Plc, UK. He has degrees in Mechanical Engineering and Business Administration.



S. VENKATAKRISHNAN
Director

S. Venkatkrishnan is an IA & AS retired. He has served at senior positions in the Finance, Audit & Accounts department of the Government and other Public Undertakings. He has been serving in the Company as an advisor for over a decade. He is also on the Board of Shriram Industrial Holding Pvt. Ltd., Shriram Exports Pvt. Ltd., Hymvathi Enterprises Pvt. Ltd., Bhilahari Enterprises Pvt. Ltd., Galada Finance Ltd., RKP Investments Pvt. Ltd., Rambal Properties Pvt. Ltd., Shriram City Union Finance Ltd., Road Safety Club Pvt. Ltd., Ranjani Enterprises Pvt. Ltd., Shriram Powergen Ltd. and Shriram Non Conventional Energy Ltd.



MAYA SHANKER VERMA

Director

Maya Shanker Verma, former Chairman of State Bank of India, is a career banker with nearly five decades of experience in the Indian financial services sector. During this period he has held some of the most critical positions in it's operating as well as regulatory regimes, important amongst which were Advisor to the Reserve Bank of India, Chairman of I.D.B.I Bank and Chairman of Telecom Regulatory Authority Of India. He is on the Board of Directors of several Public and Pvt. sector companies and is also the Vice-President of the governing body of the National Council of Applied Economic Research. He is the Chairman of International Asset Reconstruction Company Pvt. Ltd., SREI Infrastructure Finance Ltd., The Bellwether Microfinance Ltd., and Asian Heart Institute & Research Center.



Mukund Manohar Chitale is a practicing Chartered Accountant. He was President of the Institute of Chartered Accountants of India during 1997-98 and a member of "International Auditing Practices Committee" of the International Federation of Accountants from January 1998 to June 2000. He was nominated by Securities and Exchange Board of India as a Public Representative Director on the Stock Exchange, Mumbai for October 1998 to July 2000. Mukund has also been a lecturer in the Accountancy Department at some renowned colleges, and has written articles and presented papers at various seminars and conferences. He serves as a Director on the Boards of Larsen & Toubro Ltd., ASREC (India) Ltd., Ram Ratna Wires Ltd., Citigroup Global Services Ltd., Itz Cash Card Ltd., He is the Chairman of PNB Asset Management Company Pvt. Ltd. and a partner in Mukund M Chitale & Co.



SHRIRAM TRANSPORT FINANCE COMPANY LIMITED

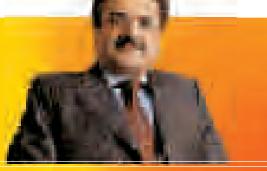




Puneet Bhatia represents TPG Capital Ltd. on the board of Shriram Transport Finance Co. Ltd. He is the Managing Director of TPG Capital. Prior to joining TPG in April 2002, he was the Chief Executive of the Pvt. Equity Group for GE Capital India. As Chief Executive, he created and handled a portfolio of almost a dozen companies aggregating investments of over \$100 million. Prior to this, Puneet was with ICICI Ltd. from 1990 to 1995 in the Project and Corporate Finance group and worked as Senior Analyst with Crosby Securities from 1995 to 1996. He currently serves on the Board of Directors of Shriram Holdings (Madras) Pvt. Ltd. and TPG Capital Advisors. Puneet holds a degree in Commerce and an M.B.A. from the Indian Institute of Management, Kolkata.

RAVINDRA BAHL
Director

Ravindra Bahl represents ChrysCapital on the board of Shriram Transport Finance Co. Ltd. He has 31 years of experience primarily in financial services, where he spent most of his career working with Citibank. He was the Country Manager for Retail Banking in India and Indonesia and a member of the Bank's Global Corporate Property Group that constituted the top 250 Citibank leaders around the globe. After leaving Citibank in 1997, he built and managed the Indian operations of eFunds, a transaction processing company. He currently serves on the Board of Directors of Easy Access Financial Services Pvt. Ltd. and Ujjivan Financial Services Ltd. Ravindra holds a Bachelors degree in English Literature and an M.B.A. from the Indian Institute of Management, Kolkata.



RANVIR DEWAN
Director

Ranvir Dewan represents Newbridge India Investments II Ltd on the board of Shriram Transport Finance Co. Ltd. He is a Fellow of the Institute of Chartered Accountants in England & Wales and a member of the Canadian Institute of Chartered Accountants. Ranvir joined TPG-Newbridge Capital in July 2006 as Senior Principal and Advisor, and is based in Singapore. From April 2000 to July 2006 he was Executive Vice President and Chief Financial Officer of Standard Chartered First Bank in Seoul, Korea. Prior to that he spent 13 years with Citibank and held various senior positions in its International businesses. In his previous assignment, he was Vice President and Regional Financial Controller of Citibank's consumer bank with responsibilities covering 11 countries in the Asia Pacific region. Prior to joining Citibank, Mr. Dewan was a Senior Manager with KPMG Toronto, Canada where he specialized in the audits of financial institutions.

Mr. Dewan is also a director of Parkway Holdings Ltd. in Singapore and a director of Bank Thai in Bangkok, Thailand.



SANJAY KUKREJA
Director

Sanjay Kukreja represents ChrysCapital on the board of Shriram Transport Finance Co. Ltd. He has been with ChrysCapital since its inception, and along with Ravi Bahl has been instrumental in deploying in excess of \$200 million across the financial services sector in Companies such as Shriram, UTI bank, Centurion Bank, Yes Bank, Mahindra & Mahindra Financial Services Company Ltd., Bajaj Auto Finance Company Ltd., etc. Sanjay is also on the board of directors of Titagarh Wagons Ltd., India's leading railway wagon manufacturing company and Spanco Telesystems Ltd., a leading System Integration Company. He holds a degree in Economics from Shriram College of Commerce, Delhi, an M.B.A. from the Indian Institute of Management, Bangalore and an Executive Leadership Course from Indian School of Business, Hyderabad.

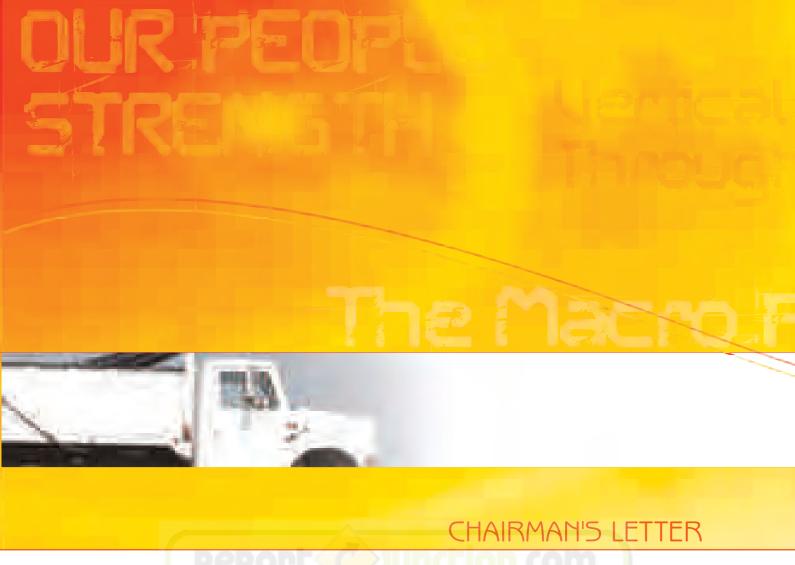
T.S. SETHURATHNAM

Director

Dr. T. S. Sethurathnam served for 35 years in M.P. Electricity Board, largest State Power Utility in the country. After having held many senior positions he was elevated to the Board. He has also been Chairman of the Western Regional Electricity comprising of Maharashtra, Gujarat, Madhya Pradesh, Goa and Diu & Daman. After his retirement he had held positions as Director/Chairman in BSES Ltd., for 3 years during which he was associated with the construction of 500MW Dhanu Thermal Power Station in Maharashtra. He was also consultant to Power Finance Corporation; Consultant to Hoston Industries Ltd., Smith Co-generation Unlimited both are US based Companies. He was also Consultant to Ahmedabad Electricity Company and also worked as Consultant to a Arthur Andersen a Consultancy firm by assisting them in the reforms of the Power Sector. He is the Member of various institutes for training and development. He has been continuously serving as the nominee Director/Chairman to many Public Limited Companies. He has received several National Awards for to his outstanding contribution to Power development in the country.

SUMATIPRASAD M. BAFNA Director

Sumatiprasad M. Bafna is a science graduate and started his career in the year 1984 under the guidance of his late father Mishrilal C. Bafna. He thereafter started independent dealership of Tata Motors at Ratnagiri, Maharastra in the year 1995, Mumbai Dealership in the year 2001. His company has been the No. 1 dealer for Tata Motors in the year 2003-2004 and 2004-2005. Sumatiprasad also holds dealerships of Honda, Hyundai and Maruti. He has extensive knowledge and a firm base in the transportation business. He is the Chairman of Rushabh Motors Pvt. Ltd. He is the Chairman cum Managing Director of Bafna Motors (Mumbai) Pvt. Ltd. and the Managing Director of Bafna Motors Ltd. He currently serves on the board of directors of Seva Finance Ltd., Seva Transport Pvt. Ltd., Isuta Electronics (India) Ltd., Bafna Motors (Ratnagiri) Pvt. Ltd., Kishore Transport Services Pvt. Ltd.



Dear Shareholders,

Today, Shriram Transport Finance Company Limited (STFCL) is confidently marching ahead to reach the next level of success. In our expedition, we abide by the axiom, 'To be prepared is half the victory'. We believe that careful and conscientious planning is the precursor to swift, unwavering action. Today, we are planning our business moves, not only to face the challenges, but also to avail of the opportunities that the future offers.

The bygone fiscal is another successful mile in our odyssey towards sustainable growth. I am delighted to present an impressive increase in our turnover, which is attributed to a number of factors. STFCL's innovative marketing initiatives have contributed to bring about a change in the mindset of banks and institutions, transforming the commercial vehicles sector into a high growth sunshine industry. Consequently, today, the Company has witnessed an inflow of equity from reputed Private Equity Funds, Chrys Capital and TPG New Bridge. In view of the fact that it has access to funds, STFCL is in a position to plan huge asset growth.

The Macro Perspective

I am yet to witness a more positive scenario for the growth of the Indian financial services industry, at this day and age. Today, the financial services sector is riding the coattails of a vibrant Indian economy.