

#### FORWARD LOOKING STATEMENTS

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 materialise 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.

# **CONTENTS**

CORPORATE INFORMATION	1
WHO WE ARE	2
MILESTONES	3
2011-12 IN NUMBERS	4
ANNUAL PERFORMANCE TRENDS	5
OUR REACH	6
MANAGEMENT DISCUSSION & ANALYSIS	8
DIRECTORS' REPORT	16
REPORT ON CORPORATE GOVERNANCE	24
CERTIFICATE ON CORPORATE GOVERNANCE	42
FINANCIAL SECTIONS	43



# CORPORATE INFORMATION

#### **BOARD OF DIRECTORS**

Chairman (Non - Executive)

Arun Duggal (Non-Independent)

**Managing Director** 

Umesh Revankar (w.e.f. April 01, 2012) R. Sridhar (upto March 31, 2012)

**Directors (Non-Executive)** 

Maya Shanker Verma (Independent)
Sumatiprasad M. Bafna (Independent)
Mukund Manohar Chitale (Independent)
Adit Jain (Independent)
S. Lakshminarayanan (Independent)

Puneet Bhatia Ranvir Dewan

R. Sridhar (w.e.f. May 08, 2012) S. Venkatakrishnan (upto May 08, 2012)

#### **COMPANY SECRETARY**

Vivek Achwal (w.e.f. September 02, 2011) K. Prakash (upto August 31, 2011)

#### **AUDITORS**

M/s. S. R. Batliboi & Co., Chartered Accountants M/s. G. D. Apte & Co., Chartered Accountants

#### **SHARE TRANSFER AGENTS**

#### Integrated Enterprises (India) Limited

2nd Floor, 'Kences Towers', No. 1,

Ramakrishna Street,

North Usman Road, T. Nagar,

Chennai - 600 017.

Tel: 044 2814 0801/02/03 Fax: 044 2814 2479

#### **REGISTERED OFFICE**

Mookambika Complex,

3rd Floor, No. 4, Lady Desika Road,

Mylapore, Chennai - 600 004.

## **HEAD OFFICE**

**Wockhardt Towers** 

West Wing, Level-3, C-2,

G-Block, Bandra-Kurla Complex,

Bandra (East), Mumbai - 400 051.

Tel: 022 4095 9595, Fax: 022 4095 9597

#### **LISTED AT**

BSE Ltd.

National Stock Exchange of India Ltd.

Madras Stock Exchange Ltd. (upto December 21, 2011)

#### **INSTITUTIONS**

Citicorp Finance (India) Ltd GE Capital Services Ltd

#### **BANKERS**

Abu Dhabi Commercial Bank

Allahabad Bank Andhra Bank

Australia and New Zealand Banking

Group Axis Bank

Barclays Bank PLC
Bank of America N.A.

Bank of Bahrain & Kuwait B.S.C.

Bank of Baroda Bank of Ceylon Bank of India

Bank of Maharashtra

Bank of Tokyo - Mitsubishi UFJ

Canara Bank

Central Bank of India

Citibank N.A.
City Union Bank
Corporation Bank

Credit Agricole Corporate & Investment

Bank

Credit Suisse Group AG

DBS Bank Dena Bank

Deutsche Bank AG

Development Credit Bank

Dhanlaxmi Bank HDFC Bank

Hongkong and Shanghai Banking

Corporation ICICI Bank IDBI Bank Indian Bank

Indian Overseas Bank

IndusInd Bank
ING Vysya Bank

JP Morgan Chase Bank N.A.

Karnataka Bank Karur Vysya Bank Kotak Mahindra Bank Lakshmi Vilas Bank

Mizuho Corporate Bank
Oriental Bank of Commerce

Punjab & Sindh Bank Punjab National Bank

Shinhan Bank

Societe Generale Corporate &

Investment Banking

Standard Chartered Bank
State Bank of Bikaner & Jaipur

State Bank of Hyderabad

State Bank of India

State Bank of Mauritius State Bank of Mysore

State Bank of Patiala

State Bank of Travancore

Syndicate Bank

Tamilnad Mercantile Bank
The South Indian Bank
The Federal Bank

The Ratnakar Bank

UBS AG UCO Bank

Union Bank of India

United Bank of India Vijaya Bank

Yes Bank

# WHO WE ARE

### STFC AT A GLANCE

- Incorporated in 1979
- Flagship Company of Shriram Group
- Headquartered in Mumbai, India
- Pan India presence through 502 branches and ~500 private financiers
- 15,057 employees including 8,155 product/credit executives
- Listed on the Bombay Stock Exchange (stock code: 511218) and the National Stock Exchange (stock code: SRTRANSFIN)
- Market capitalisation of Rs. 13,200+ crore (as on March 31, 2012)

#### **OUR REPUTATION**

India's largest asset financing Non Banking Finance Company having ~25% market share in pre-owned and ~7% share in new truck financing.

#### **OUR SERVICES**

- Financing of pre-owned and new commercial and passenger vehicles, tractors, 3 wheelers, multi-utility vehicles, etc.
- Finance for working capital, engine replacement, bill discounting, credit cards and tyre-loans as holistic financing support.
- Financing of pre-owned and new Construction equipment through Shriram Equipment Finance Limited (subsidiary)
- Owns, operates and manages Automall, India's first physical auction platform for pre-owned commercial vehicle through Shriram Automall India Limited (subsidiary)
- Sale of refurbished commercial vehicles through Shriram New Look

# **MILESTONES**

# 1979



STFC was established

# 1984



Initial Public Offering

# 1990



Investment from Telco & Ashok Leyland

# 1999



- Tied up with Citicorp for CV financing under portfolio Management Services
- The 1st securitization transaction by STFC

# 2002-04



- Preferential Allotment to Citicorp Finance (India) in 2002
- Preferential Allotment to Axis Bank and Reliance Capital in 2004

# 2005-06



- Merger of Shriram Investment Ltd. and Shriram Overseas Finance Ltd. with Shriram Transport Finance Limited
- PAT crosses Rs. 100 crore (2006)
- Investment from ChrysCapital (2005) and TPG (2006)

# 2009



- Successfully placed Rs. 1,000 crore of NCD with domestic investors
- Purchased hypothecation loan outstanding of commercial vehicle and construction equipment of GE Capital Services India and GE Capital Financial Services (GE) aggregating to approximately Rs. 1,100 crore

# 2010



- Securitised Rs. 8,757 crore during FY 2010
- Successfully raised Rs. 584 crore through QIP with domestic & international investors.

# 2012

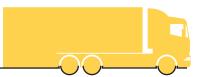


Asset under management crosses Rs. 40,000 crore

# **2011-12 IN NUMBERS**

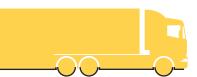
Assets under management

Rs. 40,213.90 crore



Total income

Rs. 5,893.88 crore



Net profit

Rs. 1,257.45 crore



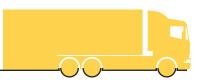
Earnings per share

Rs. 55.59



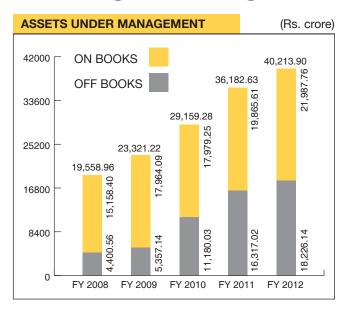
Net NPAs stood at

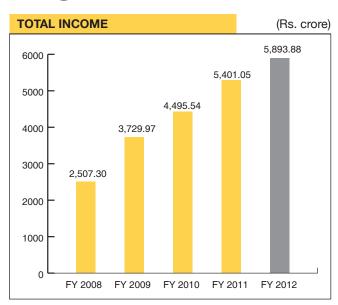
0.44%

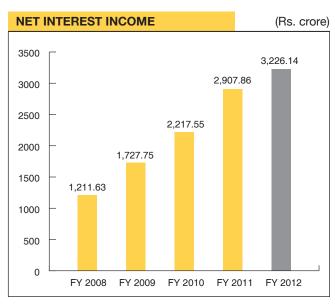


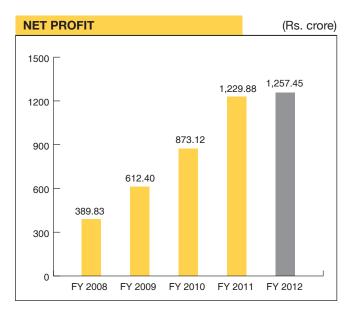


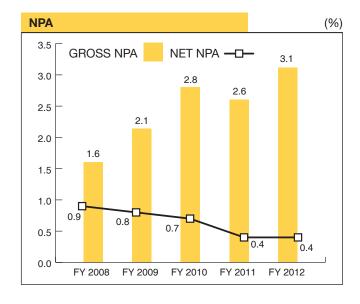
# ANNUAL PERFORMANCE TRENDS

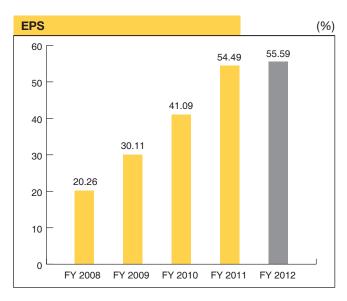












# **OUR REACH**

A	
ADILABAD	
ADONI	
AGARTALA	
AGRA	
AHMEDABAD	
AHMEDNAGAR	
AJMER	
AKOLA	
ALAPPUZHA	
ALIGARH	
ALLAHABAD	
ALWAR	
AMALAPURAM	
AMARAVATI	
AMBALA	
AMBIKAPUR	
AMRELI	
AMRITSAR	
ANAKAPALLE	
ANANATHAPUR	
ANAND	
ANCHAL	
ANGAMALY	
ANGUL	
ARAKONAM	
ARANI	
ARIYALUR	
ARRAH	
ASANSOL	
ATTUR	
AURANGABAD	

В
BACHHELI
BADDI
BAGALKOT
BALASORE
BALGHAT
BANKURA
BARAMATI
BARASAT
BARDOLI
BAREILLY
BARMER
BARODA
BASAVAKALYAN
BATLAGUNDU
BEED
BEGUSARAI
BEHRAICH

AZADPUR

BELGAUM
BELLARY
BENGALURU
BERHAMPUR
BETUL
BHAGALPUR
BHANDARA
BHARATPUR
BHARUCH
BHATINDA
BHAVANIPURAM
BHAVNAGAR
BHILAI
BHILWARA
BHIMAVARAM
BHIWANDI
BHOPAL
BHUBANESWAR
BHUJ
BIDAR
BIJAPUR
BIJNORE
BIKANER
BILASHPUR
BILASPUR
BIRBHUM
BOKARO
BONGAIGAON
BUNDI
BURDWAN
BURHANPUR

## CALICUT CHAMARAJNAGAR CHANDAN NAGAR CHANDIGARH CHANDIKHOL **CHANDRAPUR** CHANNAPATNA CHANNARAYAPATNA CHATTARPUR CHENGALPATTU CHENNAI CHICKBALLAPUR CHIDAMBARAM CHIKKAMANGALORE CHIKODI CHINCHWAD CHINDWARA **CHIPLUN**

CHITRADURGA

CHITTORE

CHITTORGARH
CHOWTUPPAL
COIMBATORE
COOCHBEHAR
CUDDALORE
CUDDAPAH
CUMBUM
CUTTACK

D	
DAHOD	
DAUSA	
DAVANGER	Ε
DEEPIKA	
DEHRADUN	J
DEOGHAR	
DEWAS	
DHAMTARI	
DHANBAD	
DHAR	
DHARMAPU	JRI
DHARWAD	
DHULE	
DINDIGUL	
DURGAPUE	3

E	
ELURU	
ERNAKULA	M
ERODE	
ETAWAH	

F	
FAIZABAD	
FARIDABAD	)
FARUKHAB	AD
FATHEPUR	

G	
G	
GADAG	
GADHINGL	AJ
GADWAL	
GAJUWAKA	1
GANDHIDH	AM
GANGANAC	GAR .
GANGTOK	
GAYA	

GOBICHETTIPALAYAM
GODHARA
GODHAVARIKHANI
GONDIA
GORAKHPUR
GUDIVADA
GUDIYATHAM
GUDUR
GULBARGA
GUMMIDIPOONDI
GUNA
GUNTUR
GURGAON
GUWAHATI
GWALIOR

H	
HALDWANI	
HANMANA	
HASSAN	
HAVERI	
HAZARIBAG	ЭH
HIMAYATHI	NAGAR
HIMMATNA	GAR
HINDUPUR	
HISAR	
HOOGHLY	
HOSPET	
HOSUR	
HUBLI	
HYDERABA	رD

1	
ILKAL	
INDORE	
ITCHAPUR/	ΑM

J	
JABALPUR	
JAGADAME	3A
JAGDALPU	R
JAIPUR	
JAISALMER	{
JAJPUR	
JALANDHA	R
JALGAON	
JALNA	
JAMKHAME	3HALIA
JAMMU	

JAMNAGAR
JAMSHEDPUR
JANJGIR
JHALAWAR
JHANSI
JHARSUGUDA
JHUNJHUNU
JODHPUR
JORHAT
JUNAGADH
JYEPORE

K	
KADIRI	
KAITHAL	
KAKINADA	
KALLAKUR	ICHI
KALYAN	
KANCHANC	GAD
KANCHIPU	RAM
KANKAVAL	
KANNUR	
KANPUR	
KARAD	
KARAIKUDI	
KARIMNAG	AR
KARNAL	
KARUR	
KASARAGO	)D
KATHUA	
KATNI	
KATTAPPAN	<b>IA</b>
KATTEDAN	
KAWARDHA	4
KAYAMKUL	AM
KEONJHAR	l
KHAMGAO	N
KHAMMAM	
KHANDWA	
KHARAGPL	JR
KODADA	
KOLAR	
KOLHAPUF	}
KOLKATA	
KOLLAM	
KOMPALLY	
KOPPAL	
KORBA	
KOTA	
KOTHAGUE	DEM
KOTHPUTA	LI
KOTTAYAM	
KOVILPATT	

KRISHNAGIRI
KRISHNANAGAR
KUKATPALLY
KULLU
KUMBAKONAM
KUMTA
KUNDAPURA
KUNNANKULAM
KURNOOL

# L B NAGAR LAKHIMPUR LAKHIMPURKHIRI LATUR LINGASUGUR LUCKNOW LUDHIANA

## MACHILIPATNAM MADANAPALLE MADHURAWADA **MADIKERI** MADIWALA **MADURAI** MAHABOOBNAGAR MALDA MALEGAON **MANCHERIAL** MANDAPETA MANDI MANGALORE MANJERI MARATHALI **MARKAPURAM** MARTHANDAM MAYILADITHURAI MEHSANA **MELUR** METTUPALAYAM **METTUR** MIRYALAGUDA MOGA MORADABAD **MORBI MORENA** MOTIHARI **MUDBIDRI**

MUMBAI MURSHIDABAD

MUZAFFARPUR	
MYSORE	

N
NADIAD
NAGERCOIL
NAGOLE
NAGOUR
NAGPUR
NAMAKKAL
NANDED
NANDIGAMA
NANDURBAR
NANDYAL
NARASARAOPETA
NARASIPATNAM
NARSINGHPUR
NASHIK
NAVI MUMBAI
NAVSARI
NEEMUCH
NELLORE
NEW DELHI
NEYYATINKARA
NIRMAL
NIZAMABAD

0	
ONGOLE	
OOTY	
OSMANAB/	AD AD
OTTANCHA	TRAM

P
PADI
PALAKKAD
PALANI
PALANPUR
PALAYAMKOTTAI
PANDHARPUR
PANJIM
PARAMAKUDI
PARAVATHIPURAM
PARBHANI
PATAN
PATHANAMTHITTA
PATHANKOT
PATNA
PENDURTHI

PIDUGURALLA
POLLACHI
PONDICHERRY
PORBANDAR
PRODDATUR
PUDUKOTTAI
PUNE
PURI
PURNEA
PUSAD
PUTTUR

R
RAIBAREILLY
RAICHUR
RAIGARH
RAIPUR
RAJAHMUNDRY
RAJAPALAYAM
RAJKOT
RAJNANDGAON
RAJPIPLA
RAJSAMAND
RANCHI
RANIPET
RATLAM
RATNAGIRI
RAYAGADA
RENUKOOT
REWA
REWARI
ROHA
ROHTAK
ROURKELA

S	
SADULPUR	
SAGAR	
SAGARA	
SAHAJAHA	NPUR
SAHARANP	UR
SAHIBABAD	)
SALEM	
SALUR	
SAMBALPU	JR
SANDUR	
SANGAGIR	
SANGAMNE	ΞR
SANGARED	DY
SANGLI	
SANGRUR	

SARAIPALLI
SATANA
SATARA
SAWAIMADHOPUR
SECUNDRABAD
SENDHWA
SHAHAPUR
SHAHDOL
SHILLONG
SHIMLA
SHIMOGA
SHIVPURI
SHRIRAMPUR
SIKAR
SILCHAR
SILIGURI
SINDHANUR
SINGARAYAKONDA
SIRMOUR
SIROHI
SIVAKASI
SOLAPUR
SRIGANGANAGAR
SRIKAKULAM
SRINAGAR
SULTANPUR
SULTHANBATHERY
SULUR
SURAT

T DASARAHALLI					
TADEPALLIGUDEM					
TADIPATRI					
TAMBARAM					
TAMLUK					
TANJAVUR					
TENALI					
TENKASI					
TEZPUR					
THALASSERY					
THANE					
THENNI					
THIRUPPATHUR					
THIRUVALLUR					
THIRUVARUR					
TINDIVANAM					
TINSUKIA					
TIPTUR					
TIRUCHENDUR					
TIRUCHENGODE					
TIRUNELVELI					

TIRUPATHI
TIRUPPUR
TIRUR
TIRUVANNAMALAI
TIRUVOTRIYUR
TIRUVUR
TRICHUR
TRICHY
TRIVANDRUM
TUMKUR
TUTICORIN

U			
UDAIPUR			
UDHAMPUR			
UDUPI			
UJJAIN			
UNA			

V	
VAPI	
VARANASI	
VATAKARA	
VELLORE	
VIJAYAWADA	
VILLUPURAM	
VIRUDHACHALAM	
VIRUDHUNAGAR	
VISAKHAPATNAM	
VIZIANAGARAM	

L
AN NAGAR

14/



# MANAGEMENT DISCUSSION & ANALYSIS

#### **ECONOMIC OVERVIEW**

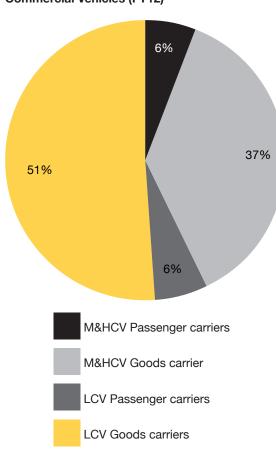
2011-12 was a difficult year for the global economy, with GDP growth slowing down from 5.3% in 2010 to 3.9% in 2011 in wake of European debt crisis, tightening liquidity and ongoing impact of 2008 meltdown. While the developed nations like US and Euro Zone counties nearly halved in terms of GDP (US from 3.2% in 2010 to 1.7% in 2011; and Euro Zone from 1.9% to 1.4% in 2011. With the ongoing crisis in Euro Zone, the GDP growth is anticipated to turn negative to -0.3% during 2012. Economic activity is expected to remain relatively solid in emerging markets such as India, China and Brazil with GDP growing 5.7% in 2012, down from 6.2% in 2011. The IMF, however, warned that the European debt crisis could flare up any time and send the global economy into a recession.

#### **INDIAN ECONOMY**

India's economic growth is estimated to have slowed to 6.9% in 2011-12 from 8.4% in 2010-11 mainly due to high inflation and high cost of finance that impacted both consumption and investments. The year was marked by tightening liquidity, higher cost of funds, leading to a negative impact on the infrastructure investments and resulting in deferred investment plans. But inflation has been under control since October last year and the Reserve Bank of India has eased its tight monetary policy by cutting the short-term lending rate for the first time in more than two years. Before cutting the rate by 0.50 percentage point in April 2012, the apex bank had increased repo rates by 3.75% in several rounds since March 2010 to check rising food and commodity prices. The Prime Minister's Economic Advisory Council recently predicted 7.5%-8.0% GDP growth in 2012-13 although the Asian Development Bank has pegged it at 7%.

#### **COMMERCIAL VEHICLES**





	Segment-wise Volumes					
Segments	FY08	FY09	FY10	FY11	FY12	
M&HCVs	274,582	183,495	244,944	323,059	348,701	
LCVs	218,912	200,699	287,777	361,849	460,831	
Total	493,494	384,194	532,721	684,908	809,532	

# MONTHLY MHCV AND LCV SALES VOLUME GROWTH (TTM)

