

Kogta Financial (India) Limited

March 08, 2021

Ratings

Facilities/Instruments	Amount (Rs. crore)	Rating ¹	Rating Action
Proposed Non Convertible Debentures	20.00	CARE A-; Stable (Single A Minus; Outlook: Stable)	Assigned
Proposed Non Convertible Debentures	35.00	CARE A-; Stable (Single A Minus; Outlook: Stable)	Assigned
Total Long Term Instruments	55.00 (Rs. Fifty-Five Crore Only)		

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The rating of Kogta Financial (India) Ltd (KFL) derives strength from long experience of its promoters and that of KFL in the financing industry, diversified product portfolio with major focus on commercial vehicle (CV) financing, well-managed origination, credit appraisal, collection and in-house Management Information System (MIS) along with expansion of resource base over a period of time and growing scale of operations through increased geographical diversification during the past two years-ended FY20 (refers to the period April 1 to March 31). The rating also factors KFL's ability to raise funds from Private Equity (PE) investors in recent years as reflected from the fund infusion of Rs.301.00 crore by PE investors in October 2019 which led to augmentation in its net-worth and Capital Adequacy ratio.

The rating, however, continues to remain constrained on account of its moderate earnings profile, financing relatively riskier borrower segment along with moderate seasoning of loan portfolio and its moderate asset quality. CARE also takes cognizance of the company availing the moratorium granted by its lenders as a COVID relief measure (as permitted by the Reserve Bank of India) for the interest and installment repayments on its term loan/ working capital facilities from its lenders.

Rating Sensitivity

Positive factors - Factors that could lead to positive rating action / upgrade:

- Significant growth in loan portfolio along with adequate portfolio seasoning.
- Diversification in terms of geography and resource base along with sustained improvement in asset quality.

Negative factors: Factors that could lead to negative rating action / downgrade:

- Deterioration in profitability – decline in ROTA below 1.5% on sustained basis.
- ALM position shows negative mismatches exceeding RBI regulatory norms.
- Significant decline in liquidity position due to impact on collection efficiency in the wake of Covid-19 pandemic situation and non-availability of fresh funding.
- Deterioration in asset quality – Net NPA to Net worth increase more than 10% on sustained basis.
- Overall gearing exceeding 4 times.

Detailed description of the key rating drivers

Key Rating Strengths

Experienced Promoters: Mr. Radha Krishan Kogta (Chairman), key promoter of the company, has vast experience of more than 17 years in the finance sector especially vehicle financing and has been instrumental in driving the growth of the company since inception. Currently, Mr. Arun Kogta (having more than a decade of experience) looks after the operations and geographical expansion activities while Mr. Varun Kogta (having more than a decade of experience) handles the Finance, IT and HR functions. Both are also involved in strategic decision making. Further, the addition of new PE investors has also benefited KFL in the form of experienced nominee directors of the PE fund joining its Board of Directors.

Comfortable capital structure on account of regular fund infusion: Over the period of three years ended March 31, 2019, KFL has consistently received funds aggregating Rs.184.25 crore from different fund houses. In FY17 & FY18, KFL received funds in the form of compulsory convertible preference shares (CCPS) of Rs.30.00 crore from IIFL Seed Venture Fund. In FY19, KFL received funds of Rs.154.25 crore in the form of CCPS from Morgan Stanley Private Equity Asia and IIFL Seed Ventures. Subsequently, in October 2019, KFL received funds of Rs.301 crore in the form of CCPS from Aditya Mauritius Limited (Rs.225.03 crore; a fund managed by Creador Advisory LLP), NHPEA Rimo Holding BV (Rs.75.97 crore; a fund managed by Morgan Stanley Private Equity Asia) and Rs.1.00 crore from individual investor (Mr. Prakesh Chand Jain) in KFL. CCPS has a tenor of 20 years with option of exit route through IPO and secondary sale after 4.5 years. There are no conditions attached in this CCPS infusion

¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.

regarding mandatory buy back of shares by the promoters or by the company post completion of 4.5 years. Regular fund infusion has led to improvement in KFL's tangible net worth to Rs.542.63 crore as on March 31, 2020 (as per IND-AS) and to Rs.571.66 crore as on December 31, 2020. Overall gearing of the company has improved to 1.27 times as on March 31, 2020 from 2.41 times as on March 31, 2019 (as per IND-AS) [Overall gearing as per IGAAP: 1.49 times] as per its audited financials for FY20, further overall gearing stood at 1.53 times as on December 31, 2020. Its overall CAR has improved to 58.80% as on March 31, 2020 as compared with 39.23% as on March 31, 2019 and the same stood at 51.19% as on December 31, 2020.

Long track record of operations: KFL has a long track record of two decades in the industry. Over the years, KFL has built a large customer base with active customers of 34,101 as on March 31, 2020 (23,702 as on March 31, 2019) leading to substantial repeat business with less effort. KFL's active customers further increased to 38,371 as on October 31, 2020. Also, it has built decent employee strength of 1,619 as on March 31, 2020 (974 as on March 31, 2019) including professional team of top management. Further, over a period, KFL has built good relations with Direct Selling Agents (DSA) leading to y-o-y growth in disbursements.

Primarily secured nature of business; albeit financing to relatively riskier borrower segment: KFL has secured loan portfolio of 99.80% (% of total AUM (own book + securitized) as on March 31, 2020) which is secured against the vehicles (CVs, Four Wheelers, Two Wheelers, Tractors, equipment and property mortgage). However, short term personal loans are unsecured in nature which stood at around 0.20% of total AUM as on March 31, 2020. KFL is primarily into financing of commercial vehicle, multi utility vehicle and cars. Commercial vehicles (HCV + LCV + SCV), Tractors and Multi Utility Vehicle (MUV) accounted for nearly 33.54%, 10.71% and 11.20% respectively of total disbursement during 9MFY21 (FY20: 42.29%, 7.74% and 9.01%), while LAP and Four Wheelers accounted for 22.67% and 21.52% (FY20: 21.09% and 19.05%) respectively. KFL is engaged in originating retail advances classified under priority sector and direct agricultural lending as per RBI guidelines. KFL mainly caters to the financing needs of the self-employed segment in the lower to middle income category, which is un-serviced by banking sector, at higher rate of interest. Since self-employed segment is highly susceptible to the impact of economic downturn, asset quality will remain a key monitorable.

Well managed in-house appraisal, origination and collection team along with good MIS system: KFL has developed an in-house ERP system for online monitoring of all loan accounts and generation of required MIS reports. KFL has its own in-house IT team which keeps upgrading the systems on regular basis based on necessity. KFL has an established monitoring structure for overseeing its operations including area-wise, product-wise and sales executive-wise details. It has defined credit appraisal, collection and monitoring systems including profile of clients, ticket size, KYC, etc. It has implemented specialized software with web-based browser and user level restrictions to ensure speedy access to information with data security. Credit-appraisal and final approval of loan is done by a dedicated team for ticket size below Rs.10 lakh while for above that approval is given by the top management itself.

Growing scale of operations with gradually expanding resource base: KFL's scale of operations has depicted steady growing trend; KFL's outstanding own book portfolio (as per IND-AS) has increased from Rs.671.62 crore as on March 31, 2019 to Rs.997.43 crore as on March 31, 2020. KFL's total outstanding AUM (including securitized portfolio) increased from Rs.720.37 crore as on March 31, 2019 to Rs.1068.23 crore as on March 31, 2020, mainly due to increase in disbursement by around 33.39% to Rs.748.67 crore during FY20 over FY19. Further, KFL's outstanding AUM stood at Rs. 1269.97 crore as on December 31, 2020 on the back of total disbursement of Rs. 426.61 crore during 9MFY21. KFL made further disbursements of Rs.101.47 crore in the month of January 2021. KFL reported growth of 54.70% in its total income to Rs.169.38 crore in FY20 compared with Rs.109.49 crore in FY19 upon considerable growth in its AUM. KFL has gradually increased its resource base and has 13 Banks (including PSU, Private banks and SFBs) and 19 Financial Institutions (2 Debt Funds & 17 NBFCs) on board as on March 31, 2020. KFL has also raised debt through NCD issues and from covered bonds; apart from that in October 2019, KFL received funds of Rs.301 crore in the form of CCPs. Average borrowing cost of KFL continued to remain in the range of 11-13% in FY20. During 9MFY21, KFL raised Rs.464.00 crore in the form of term loans/Overdrafts/NCDs at an average interest rate of 10.34% p.a.

Moderately diversified product portfolio: The loan portfolio of KFL is moderately diversified with CV comprising 43.30% of total O/s portfolio (AUM) as on September 30, 2020, (46.26% as on March 31, 2020), MUV: 8.38% (8.17%), Four-Wheeler/ Car loans: 17.82% (17.60%), LAP: 22.20% (19.84%), Tractor & Industrial Machinery, Tool & Equipment 7.91% (7.70%) and short-term personal loans: 0.20% (0.21%). The company also finances two-wheeler loans which constituted the balance portfolio. This shields the company from slowdown in the off take of new loans as well as delinquencies in any one sector to an extent. KFL finances both used and new vehicles.

Key Rating Weaknesses

Moderate seasoning of loan portfolio: KFL's AUM has grown by around 50% in FY20 over FY19. Since a large proportion of its loan book was recently built, its seasoning is moderate, and the performance of the recently built portfolio needs to be observed in the future. Moreover, since KFL is mainly into vehicle financing where the average loan tenor ranges anywhere from 30 to 36 months therefore the seasoning of portfolio is inherently low. However, KFL derives comfort from repeat lending to its existing customers.

Moderate geographical concentration: KFL has presence mainly in 8 states with major portion of loan portfolio in Rajasthan, Maharashtra and Gujarat which comprised 38%, 19.40% and 21.77% of its AUM as on September 30, 2020 as *against 39.18%, 20.66% and 21.32% as on March 31, 2020 (43%, 23% and 22% as on March 31, 2019)*. KFL also has operations in Madhya Pradesh and Delhi NCR region which comprised 7.83% and 3.54% of its AUM as on September 30, 2020, as against 7.41%, 3.18% as on March 31, 2020 (*6% and 1% as on March 31, 2019*). Further, in FY19 and FY20, the company has diversified its operations to Haryana, Uttar Pradesh and Punjab which together comprised 9.14% of its AUM as on September 30, 2020 as against 8.26% as on March 31, 2020 (*4.80% as on March 31, 2019*). KFL has expanded its operation by opening new branches during FY19 and FY20; this led to further granular distribution of portfolio across 119 branches.

Moderate asset quality and moderate earning profile: KFL's NIM has improved from 7.81% in FY19 to 8.75% in FY20, mainly on account of decline in average cost of borrowings and increase in interest income from deposits. ROTA has also increased from 1.43% in FY19 to 2.45% in FY20 mainly due to improvement in profitability; Adjusted ROTA (upon adding off balance sheet items to total assets) also improved to 2.32% in FY20 as compared to 1.29% in FY19.

However, KFL's GNPA and NNPA ratio has moderated from 2.96% & 2.37% respectively in FY19 to 3.23% & 2.59% respectively in FY20. Further, in absolute terms, Gross NPA increased from Rs.19.99 crore in FY19 to Rs.32.18 crore in FY20. KFL's Gross NPA% and Net NPA% further moderated to 4.44% and 2.92% as on December 31, 2020. Loan loss provisions to Average total asset stood at around 0.76% during FY20 (2.11% as on September 30, 2020) as compared with 1.63% during FY19.

Subdued Industry Outlook: Due to subdued economic environment, last three years have been challenging period for the NBFCs with moderation in growth and rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalization levels and liquidity management continue to provide comfort to the credit profile of NBFCs despite impact on profitability. Also, with the improvement in economic environment, asset quality pressures should ease which will partially offset the impact of migration towards 90-day NPA recognition norm.

However, the spread of the COVID-19 pandemic has led to a nation-wide lockdown which is likely to impact the overall growth and collections of NBFCs/HFCs sector. As a result, in CARE's view the credit risk profile of NBFCs/HFCs is expected to deteriorate over the medium term. Liquidity profile, resource raising ability, funding support from parent/group and exposure to vulnerable asset classes and operating profiles in terms of geographies and borrower types would be critical monitorable factors in the NBFCs/HFCs sector.

Adequate Liquidity: Liquidity of KFL as on March 31, 2020 has been adequate along with average working capital limit utilization remaining at 27.74% for 12 months ending November 30, 2020; further KFL has comfortable ALM with no cumulative mismatch in any of the time buckets up-to 3 years as on December 31, 2020. Its liquidity has been aided by fund infusion in the form of CCPS of Rs.301.00 crore in October 2019. KFL has also raised funds through NCD issues, covered bonds, securitization and direct assignment during FY20. As per KFL's management, it had free cash and bank balance (including free Fixed deposits) and liquid investments of Rs.72.92 crore and unutilized working capital limits of Rs.104.86 crore (including Overdraft against Fixed deposits) as on January 31, 2021 against its debt repayment obligation of Rs.82.15 crore in next 3 months (February 01, 2021 to April 30, 2021) and Rs.385.66 crore in next one year (*February 01, 2021 to January 31, 2022*).

Impact of Covid-19: Operations of KFL had been affected to a certain extent due to COVID-19 pandemic. KFL had almost stopped disbursements and had disbursed only Rs.1.75 crore during April-May 2020, however from June 2020 onwards disbursements were restarted and the same has grown on a month-on-month basis. During 10MFY21 KFL has made total disbursements of Rs.528.08 crore. Further, monthly collection efficiency (*considering monthly demand under moratorium and upon including pre-payments in collections*) which had dipped to 18.78% in April 2020 has also gradually improved to 81.68% in July 2020 and further to 113.65% in January 2021. Also, nearly 73% of its AUM (*of total AUM as on April 30, 2020*) was under moratorium had declined to 42% as on August 31, 2020. KFL had availed moratorium till May 2020 from its bankers and financial institutions under the RBI's COVID 19 relief packages. KFL has also simultaneously provided the moratorium to its clients based on Opt-out policy to everyone.

Analytical approach: Standalone

Applicable Criteria:

[Criteria on assigning Outlook to Credit Ratings](#)

[CARE's Policy on Default Recognition](#)

Rating Methodology-Non-banking Financial Companies

Financial Ratios - Financial Sector

About the Company

Incorporated in 1996, Kogta Financial (India) Ltd. (KFL) is a Non deposit taking Non-Banking Finance Company (NBFC-ND) mainly operating in the states of Rajasthan, Gujarat, Maharashtra and Madhya Pradesh. It is primarily engaged in financing of used and new vehicles including commercial vehicles, multi utility vehicles, cars, agriculture-based vehicles, etc. apart from financing of loan against property and personal loans. The company has adopted the IND-AS notified under section 133 of the Companies Act 2013 read with the Companies Rule 2015 from April 01, 2019 and effective date of transition is April 01, 2018.

Brief Financials (Rs. crore)	FY19 (A)	FY20 (A)
Accounting policy followed	Ind-As	Ind-As
Total operating income	109.49	169.38
PAT	8.30	24.94
Interest coverage (times)	1.25	1.48
Total Assets (Own Books)	769.52	1267.14
Net NPA (%)	2.37	2.58
ROTA (%)	1.43	2.45

A: Audited;

During 9MFY21, as per provisional results, the company has earned PAT of Rs.27.54 crore on TOI of Rs. 168.26 crore.

Status of non-cooperation with previous CRA: None

Any other information: Not Applicable

Rating History for last three years: Please refer Annexure-2

Complexity level of various instruments rated for this company: Annexure 3.

Covenants of rated instrument / facility: Detailed explanation of covenants of the rated instruments/facilities is given in Annexure-4

Annexure-1: Details of Instruments/Facilities

Name of the Instrument	ISIN	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
Proposed Debentures-Non Convertible Debentures	-	-	-	-	20.00	CARE A-; Stable
Proposed Debentures-Non Convertible Debentures	-	-	-	-	35.00	CARE A-; Stable

Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2020-2021	Date(s) & Rating(s) assigned in 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018
1.	Fund-based - LT-Cash Credit	LT	100.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (14-Jul-20) 3)CARE A-; Stable (01-Jun-20)	1)CARE A-; Stable (04-Dec-19) 2)CARE A-; Stable (14-Nov-19)	1)CARE BBB+; Stable (02-Jan-19)	1)CARE BBB; Stable (08-Jan-18) 2)CARE BBB-; Positive (28-Jul-17) 3)CARE BBB-; Stable (11-Apr-17)
2.	Debentures-Non Convertible Debentures	LT	-	-	-	-	-	1)Withdrawn. (08-Jan-18) 2)CARE BBB-; Positive (28-Jul-17) 3)CARE BBB-; Stable (11-Apr-17)
3.	Fund-based - LT-Term Loan	LT	500.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (14-Jul-20) 3)CARE A-; Stable (01-Jun-20)	1)CARE A-; Stable (04-Dec-19) 2)CARE A-; Stable (14-Nov-19)	1)CARE BBB+; Stable (02-Jan-19)	1)CARE BBB; Stable (08-Jan-18) 2)CARE BBB-; Positive (28-Jul-17) 3)CARE BBB-; Stable (11-Apr-17)
4.	Debentures-Non Convertible Debentures	LT	-	-	1)Withdrawn (04-Feb-21) 2)CARE A-; Stable (14-Jul-20)	1)CARE A-; Stable (14-Nov-19)	1)CARE BBB+; Stable (02-Jan-19)	1)CARE BBB; Stable (08-Jan-18) 2)CARE BBB-; Positive (28-Jul-17) 3)CARE BBB-; Stable (11-Apr-17)
5.	Debentures-Non Convertible Debentures	LT	15.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (14-Jul-20)	1)CARE A-; Stable (14-Nov-19) 2)CARE BBB+; Stable (25-Jul-19)	-	-
6.	Debentures-Non Convertible Debentures	LT	20.25	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21)	1)CARE A-; Stable (07-Jan-20)	-	-

					2)CARE A-; Stable (14-Jul-20)			
7.	Debentures-Non Convertible Debentures	LT	10.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (03-Jul-20) 3)CARE A-; Stable (01-Jun-20)	-	-	-
8.	Debentures-Non Convertible Debentures	LT	50.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (03-Jul-20)	-	-	-
9.	Debentures-Non Convertible Debentures	LT	15.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (14-Jul-20)	-	-	-
10.	Debentures-Non Convertible Debentures	LT	-	-	1)Withdrawn (04-Feb-21) 2)CARE A-; Stable (14-Jul-20)	-	-	-
11.	Debentures-Non Convertible Debentures	LT	25.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (19-Aug-20)	-	-	-
12.	Debentures-Non Convertible Debentures	LT	30.00	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (31-Aug-20)	-	-	-
13.	Debentures-Non Convertible Debentures	LT	23.96	CARE A-; Stable	1)CARE A-; Stable (04-Feb-21) 2)CARE A-; Stable (29-Sep-20)	-	-	-

14.	Debentures-Non Convertible Debentures	LT	25.00	CARE A-; Stable	1)CARE A-; Stable (22-Feb-21) 2)CARE A-; Stable (04-Feb-21) 3)CARE A-; Stable (23-Dec-20) 4)CARE A-; Stable (12-Nov-20)	-	-	-
15.	Debentures-Non Convertible Debentures	LT	25.00	CARE A-; Stable	1)CARE A-; Stable (22-Feb-21) 2)CARE A-; Stable (04-Feb-21) 3)CARE A-; Stable (23-Dec-20) 4)CARE A-; Stable (12-Nov-20)	-	-	-
16.	Debentures-Market Linked Debentures	LT	8.00	CARE PP MLD A-; Stable	1)CARE PP MLD A-; Stable (04-Feb-21) 2)CARE PP MLD A-; Stable (23-Dec-20)	-	-	-
17.	Debentures-Non Convertible Debentures	LT	25.00	CARE A-; Stable	1)CARE A-; Stable (22-Feb-21) 2)CARE A-; Stable (04-Feb-21) 3)CARE A-; Stable (23-Dec-20)	-	-	-
18.	Debentures-Market Linked Debentures	LT	8.00	CARE PP MLD A-; Stable	1)CARE PP MLD A-; Stable (04-Feb-21)	-	-	-
19.	Debentures-Market Linked Debentures	LT	8.00	CARE PP MLD A-; Stable	1)CARE PP MLD A-; Stable (04-Feb-21)	-	-	-
20.	Bonds-Pooled Bond Issuance with Credit	LT	20.00	CARE AA (CE); Stable	1)Provisional CARE AA (CE); Stable	-	-	-

	Enhancement Ratings				(08-Feb-21)			
21.	Debentures-Non Convertible Debentures	LT	30.00	CARE A-; Stable	1)CARE A-; Stable (16-Feb-21)	-	-	-
22.	Debentures-Non Convertible Debentures	LT	25.00	CARE A-; Stable	1)CARE A-; Stable (22-Feb-21)	-	-	-
23.	Debentures-Non Convertible Debentures	LT	20.00	CARE A-; Stable	-	-	-	-
24.	Debentures-Non Convertible Debentures	LT	35.00	CARE A-; Stable	-	-	-	-

Annexure 3: Complexity level of various instruments rated for this company.

Sr. No.	Name of the Instrument	Complexity Level
1.	Proposed debentures-Non-Convertible Debentures	Simple

Annexure-4: Detailed explanation of covenants of the rated instrument
Proposed NCD: Rs.35.00 Crore

Non-Convertible Debentures	Detailed explanation
Financial covenants	<p>The Issuer shall maintain the below mentioned covenants during the entire tenor of the Debentures and till all the amounts outstanding are being duly repaid:</p> <ol style="list-style-type: none"> Total Debt/Equity ratio to be within 4x. Capital Adequacy Ratio of at least 20% or as per applicable RBI regulation, whichever is higher, Of the above CAR, TIER 1 CAR to remain at minimum of 12 % (Twelve Percent) PAR > 90 days not to exceed 5% of total AUM. Write off plus Net NPA to Net worth to be less the 20% Company to maintain minimum liquidity amount equivalent to next 2 months liabilities after including Put Options/interest reset on liabilities (assuming 100% haircut in collections) in the form of unencumbered Cash and Cash equivalents. Company to maintain a minimum Net worth of Rs. 500 crores during the tenor of the NCDs Earnings: After-tax Net (excluding extraordinary income) Income to remain positive There shall not be any negative mismatches on cumulative basis in any of the buckets till one year of ALM statement after incorporating all the liabilities of the company including Put Options/interest reset on liabilities. Unutilized bank lines and cash credit limits shall not be taken into account while testing the same. Any other additional covenant as may be mutually agreed and shall form a part of the transaction documents. <p>Gross Loan Portfolio shall include on book portfolio and off book portfolios comprising of Assignment (DA) portfolio and Securitization (PTC).</p>

Non-Convertible Debentures	Detailed explanation
	<p>All covenants would be tested on quarterly basis i.e., as on 31 March, 30 June, 30 Sept and 31 Dec every year, starting from March 31, 2021 on consolidated and standalone balance sheet till the redemption of the NCDs. The covenants shall be certified by the management within 45 (Forty-Five) calendar days from the end of each reporting quarter except March quarter to be provided in 90 days.</p> <p>In case of breach of any of the covenants, the Issuer shall pay additional coupon at the rate of 2 % (Two Percent) per annum over and above the applicable Coupon Rate on all amounts outstanding under the relevant series of NCDs (including the Outstanding Principal Amounts and any accrued but unpaid interest) from the date of occurrence of such a breach, until the NCDs are fully redeemed or till the covenants criteria has been replenished.</p>
Non-financial covenants	<p>Rating Trigger clause: In case of the breach of any of the below -mentioned criteria at any point in time during the entire tenor of the NCDs, each Debenture Holder shall have the right but not an obligation to exercise an Optionally Accelerated Redemption:</p> <ol style="list-style-type: none"> 1) Credit rating of the Issuer downgrades to two (2) or more notches at any point of time during the entire tenor of the NCDs from any credit rating agency. 2) Credit Rating of the Issuer from any credit rating agency to remain at minimum of "BBB+" ("Minimum Credit Rating") 3) Assignment of long-term credit rating at BBB or below by any rating agency. 4) No Withdrawal/Suspension of long-term rating of the instrument. 5) The rating that is outstanding with "Issuer / Issuer / Company not cooperating" or such similar words <p>The occurrence of events above will be determined by the Debenture Holders solely and at its discretion.</p> <p>In case, rating from multiple rating agencies is available, the lowest rating available for long term borrowing shall be considered for the purpose of this clause.</p> <p>Optional Accelerated Redemption: Any Debenture Holder/s shall have the right but not an obligation to require the Company to redeem the Debentures along with accrued interest upon the occurrence of any of the below mentioned ("Optional Accelerated Redemption Events"):</p> <ol style="list-style-type: none"> 1. Breach of any of the covenants as mentioned under the Rating Covenant 2. Breach of any of the covenants as mentioned under the Holding & Management Covenant 3. Breach of any of the covenants as mentioned under the Financial Covenant 4. Occurrence of Material Adverse Effect. 5. the Issuer prepays any loans or redeem NCDs; voluntarily or mandatorily before its stated maturity, such that it leads to a negative mismatch on cumulative basis in any of the buckets of ALM statement upto the residual tenure of the facility after incorporating all the liabilities of the company including Put Options/interest reset on liabilities. Unutilized bank lines shall not be taken into account while testing the same. <p>The occurrence of events above will be determined by the Debenture Holders solely and at its discretion.</p> <p>The Debenture Holder/s individually shall have the option to require the Company to redeem the Debentures (Optional Accelerated Redemption") on happening of</p>

Non-Convertible Debentures	Detailed explanation
	<p>any of the Optional Accelerated Redemption Events. Upon the exercise of the 'Optional Accelerated Redemption option by the Debenture Holder/ Debenture Holders the Debenture Trustee shall issue a notice to the Company for redemption of all amounts outstanding in relation to the such debentures (including any unpaid principal, accrued but unpaid Coupon, Default Interest (if applicable)) as on the date of exercise of the 'Optional Accelerated Redemption' Option ("Optional Accelerated Redemption Date").</p> <p>The Company shall be required to make payment of the aggregate amounts outstanding in relation to the Debentures, to the exercising Debenture Holder/ Debenture Holders including any unpaid Principal Amount, accrued but unpaid Coupon, Default Interest (if applicable) and liquidated damages (if applicable) within 15 (Fifteen) calendar days of the Optional Accelerated Redemption Date.</p>

Proposed NCD: Rs.20 Crore

Non-Convertible Debentures	Detailed explanation
Financial covenants	<ol style="list-style-type: none"> 1. The Capital Adequacy Ratio shall be always compliant with minimum levels stipulated by the regulator ("RBI") or 15% (whichever is higher) at all points in time; 2. The ratio of Financial Indebtedness to Tangible Net Worth shall not exceed 4.00x or times till the remaining tenor of the instrument; 3. The Net NPA shall be less than 4% 4. The Company shall at all times maintain the Return on Assets (ROA) ratio over the last twelve months of no less than 0%; 5. No cumulative liquidity mismatch in any of the standard buckets up to 12 months on all standard liquidity buckets, as prescribed by RBI. For the purpose of this calculation, undrawn term loans are to be excluded; <p>All covenants would be tested on quarterly basis for the Company, i.e. as on 31st March, 30th June, 30th September and 31st December every year, on consolidated and standalone balance sheet till the redemption of the Debentures.</p> <p>The Company shall provide a certificate to the Debenture Trustee from its statutory auditor on half yearly basis based on financial statements (in no event later than 90 (ninety) days from the end of the respective financial half year conforming compliance with the financial covenants, effective April 1, 2021.</p> <p>For the purpose of this aforesaid clause, the following definitions may be relied upon:</p> <p>"Debt" shall mean aggregate of</p> <ol style="list-style-type: none"> a. All long-term outstanding, whether secured or unsecured, plus b. Contingent liabilities pertaining to corporate / financial guarantees given on behalf of any company / SPV / subsidiary / affiliate to the extent of outstanding of such guaranteed debt, plus c. Any short term debt outstanding whether secured or unsecured, availed of in lieu of long term debt or by way of bridge financing for long term debt d. Any amount raised by acceptance under any acceptance credit facility e. Receivables sold or discounted (other than receivables to the extent they are sold on a non-recourse basis) f. Any put option, shortfall / liquidity support undertaking, debt service reserve account undertaking, keep fit letter(s), Letter of Comfort issued in favour of any person(s), which give or may give rise to any financial obligation(s) g. Any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing;

Non-Convertible Debentures	Detailed explanation
	<p>“Equity” shall mean issued and paid up Equity, compulsorily convertible instruments and Compulsorily Convertible Preference Share Capital (+) all reserves (excluding revaluation reserves and pertaining to instruments which are not equity or compulsorily convertible) (-) any dividend declared (+) deferred tax liability (-) deferred tax assets (-) intangibles (including but not restricted to brand valuation, goodwill etc) as per the latest audited financials of the Issuer.</p> <p>“Gross NPA” shall mean the entire outstanding principal value of the entire owned portfolio of the Issuer that has one or more instalments of payments (including principal overdue) for 90 days or more.</p> <p>“Net NPA” shall mean the difference between (i) the entire outstanding principal value of the entire owned portfolio of the Company that has one or more instalments of payments (including principal overdue) for 90 days or more; and (ii) all provisions created against standard assets, sub-standard assets, doubtful assets, and loss assets of the Company.</p>
Non-financial covenants	<p>Rating Trigger clause: There would be a step-up in coupon to the extent of 25 bps each for every notch downgrade in the rating of the instrument (vis-a-vis the initial rating) applicable from the date of such downgrade unit such event is cured, on the outstanding principal amount and accrued interest, if any, of the Debentures.</p> <p>Early Redemption: Debenture Trustee may require early redemption of the Debentures held by them upon the occurrence of any of the following events, which is not cured within 30 calendar days:</p> <ul style="list-style-type: none"> a) Security is not created and perfected within 60 days from the Deemed Date of Allotment b) Breach of any of the Financial Covenants c) The rating is downgraded by two or more notches for the instrument. <p>Upon the receipt of early redemption notice, the Issuer shall be required to redeem the relevant Debentures within 30 (Thirty) calendar days of the notice.</p>

Note on complexity levels of the rated instrument: CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications

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About CARE Ratings:

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