

Network 18 Media and Investments Limited

September 26, 2023

Facilities/Instruments	Amount (₹ crore)	Rating ¹	Rating Action
Long-term / Short-term bank facilities	1,000	CARE AAA; Stable / CARE A1+	Reaffirmed
Commercial paper	1,500	CARE A1+	Reaffirmed

Details of instruments/facilities in Annexure-1.

Rationale and key rating drivers

The ratings assigned to the bank facilities/instruments of Network18 Media & Investments Limited (Network18) principally derive strength from its strong parentage [Reliance (Mukesh Ambani) group] and the strategic importance of its media and entertainment business for its ultimate parent, i.e., Reliance Industries Limited (RIL; rated 'CARE AAA; Stable/CARE A1+').

The ratings further continue to derive strength from the diversified news and entertainment content offerings in various genres, healthy performance of its flagship channels with their consistent presence amongst top channels in their respective genre in terms of television viewership, which has led to consistent growth in its consolidated scale of operations.

The entertainment subsidiary of Network18, Viacom18 Media Private Limited's (VMPL; rated 'CARE AAA; Stable/CARE A1+') foray into the sports segment, including the acquisition of digital media rights of Indian Premier League (IPL) as well as BCCI international and domestic cricket matches, is expected to drive Network18's consolidated revenue growth over the next five years. VMPL's strategic partnership with Bodhi Tree Systems (BTS; a platform of James Murdoch's Lupa Systems and Uday Shankar) and consequent fund infusion of ₹15,145 crore in VMPL resulted in strong capital structure and provides strong liquidity headroom at a consolidated level, till latest sports ventures achieve break-even.

The above credit strengths are, however, partially offset by its modest standalone digital and print media business wherein it continues to incur net losses; albeit improved revenues in FY23 as well as Q1FY24. The ratings also factor in the requirement of regular investments in content offerings which have significant gestation period; along with inherent volatility associated with its film production and distribution division. The timely monetisation of sizeable investments being incurred for the recently acquired sports media rights will be a key rating monitorable. Furthermore, the ratings take cognizance of cyclicity associated with its advertisement revenue in a competitive media and entertainment industry.

Rating sensitivities: Factors likely to lead to rating actions

Positive factors: Not applicable

Negative factors

- Reduction in controlling stake of RIL in NW18, thereby impacting its financial flexibility.
- Sustained cash losses on consolidated level not adequately covered by the equity capital infusion due to its inability to efficiently monetise its various content rights, and its consequent adverse impact on its leverage and debt coverage indicators.

Analytical approach: Consolidated

Based on similar line of business and the structure of the group, CARE Ratings Limited (CARE Ratings) has taken a consolidated analytical approach for Network18. The companies considered in its consolidation are as per **Annexure-5**. Furthermore, the strategic importance of the company for the RIL group's media business as well as expected financial support from the parent group, if required, has been taken into consideration.

Outlook: Stable

CARE Ratings Limited (CARE Ratings) believes that strong market position of Network18's consolidated business in various news and entertainment genres and its growing dominance in sports segment backed by support from its strong parent (RIL group) would lead to healthy consolidated cash flows for Network18 and thereby a strong credit profile.

Detailed description of the key rating drivers:

Key strengths

Parentage of the strong and resourceful RIL group: Independent Media Trust, whose sole beneficiary is RIL, holds a majority stake (73.15%) in Network18. The Network18 group is one of the prominent media and entertainment conglomerates in India with interests in television, print and digital media, OTT platform, movie production and allied businesses, consisting of brands like CNBC TV18, CNN News18, News18, moneycontrol.com, Firstpost, Forbes India, Colors, VOOT, Jio Cinema amongst others. Network18, TV18 and VMPL are part of the prominent and resourceful Reliance (Mukesh D. Ambani) group whose flagship company - RIL is India's largest private sector enterprise with businesses across the energy and materials value chain, along with

¹Complete definition of the ratings assigned are available at www.careedge.in and other CARE Ratings Ltd.'s publications

a significant and growing presence in the retail and telecom sectors. The promoter group is well supported by a qualified and experienced management team.

Strategic importance of the media and entertainment business to the RIL group: The Network18 group is one of the prominent media and entertainment conglomerates in India, with top three ranking in most of the key segments it operates in. It has interests in television, print and digital media, OTT platform, movie production and allied businesses, consisting of brands like CNBC TV18, CNN News18, News18, moneycontrol.com, Firstpost, Forbes India, Colors, Voot, Jio Cinema, BookMyShow amongst others. The Network18 group is RIL group's primary investment in the media and entertainment segment and strategically important business for the group. This is evidenced from its recent strategic partnership with BTS, whereby RIL (through its group companies) infused ₹10,839 crore along with integration of Jio Cinema app into VMPL as a part of transaction, with an aim to scale up its operations and become one of the largest TV and digital streaming companies in India. Moreover, Network18, TV18 and VMPL's Board of Directors, has two directors each who are also present on the Board of RIL. RIL's media and entertainment vertical also has synergies with its market leading telecom business. These factors reiterate the significant importance of Network18 in the overall strategy of RIL.

Diversified content offerings with dominant position in business news as well as niche entertainment genres and recent foray into sports segment: TV18, 51.17% subsidiary of Network18, owns and operates wide network of 60 channels in India spanning news and entertainment. It also caters to the global Indian audience through 20 international beams. The news broadcasting business under TV18 (standalone) includes channels with market leadership position in Hindi (News18 India), English General News (CNN News18) and English Business News (CNBC TV18,) segments and a growing regional news cluster of 14 channels (including joint venture [JV] News18-Lokmat).

Its entertainment subsidiary, i.e., VMPL's flagship channel 'Colors' has been consistently ranked amongst the top Hindi GECs in terms of television viewership on the back of regular investments in popular fiction as well as non-fiction content. VMPL has been a dominant player in niche segments such as Kids, Youth and English Entertainment with prominent brands like Nick, MTV, Vh1, Comedy Central, etc. VMPL's content offerings are expected to diversify further with growth in regional GEC's portfolio and its digital platform 'VOOT' and 'Jio Cinema'. VMPL has also forayed into sports segment by launching three sports channels under the umbrella brand 'Sports18'. VMPL's sports portfolio consists of some of the most popular leagues and events including BCCI rights, IPL, Women Premier League, Cricket South Africa, Olympics 2024, SA20, FIH (Federation of International Hockey), MotoGP, NBA, La Liga, Serie A, Ligue 1 etc.

In June 2022, VMPL acquired the exclusive rights to digitally stream the popular IPL cricket matches in the Indian sub-continent for the seasons from 2023 to 2027, for a rights fee of ₹24,352 crore. Further, VMPL acquired digital and TV media rights for the international and domestic cricket matches of Indian cricket team from Board of Control for Cricket in India (BCCI), for September 2023-March 2028 period, for a rights fee of ₹5,963 crore.

Continuous growth in operating income; likely to expand significantly in the medium term: During FY23, Network18 reported consolidated Total Operating Income (TOI) of ₹6,225 crore with a y-o-y growth of 6% primarily on account of healthy contribution from movie business along with revenue from its foray into sports segments. Furthermore, it reported healthy TOI of ₹3,239 crore in Q1FY24 on account of sizeable revenue contribution from streaming of IPL season 1. However, as envisaged earlier, Network18's consolidated profitability was adversely impacted during FY23 and Q1FY24, owing to weak advertising environment and increase in operating cost, primarily driven by sports and digital segment. Going forward, CARE Ratings Limited (CARE Ratings) expects Network18's consolidated TOI to expand significantly upon monetisation of its media rights to stream IPL, domestic & international cricket matches. VMPL is also unifying its OTT apps i.e. VOOT and Jio Cinema for a more convenient viewing experience for the users. Network18 group also has plans to leverage the huge subscriber base of the telecom venture of the RIL group to drive its revenue growth. However, Network18's consolidated profitability is expected to remain under pressure in the initial seasons of IPL due to large annual rights fee payout to BCCI along-with high marketing spends vis-à-vis revenue from streaming of IPL matches. The large equity infusion in VMPL is expected to provide Network18 with strong liquidity headroom to fund gestation losses in its sports ventures, restricting the moderation in its leverage to some extent, at a consolidated level.

Improved capital structure on the back of large equity infusion in Q1FY24: Network18's consolidated overall gearing deteriorated to 1.32x as on March 31, 2023 (0.50x as on March 31, 2022) primarily on account of availing of working capital bank borrowings for IPL rights fee payout in Q4FY23.

During April 2023, Bodhi Tree Systems and RIL group entities infused funds in VMPL of ₹4,306 crore (equity and compulsorily convertible preference share capital) and ₹10,839 crore (compulsorily convertible preference share capital) respectively, resulting in equity stake of 0.011% for Bodhi Tree Systems in VMPL. During June 2023, RIL group entities sold, portion of compulsorily convertible preference share capital holding in VMPL, to Bodhi Tree Systems. Consequently, on a fully diluted basis, RIL group entities holds 57.47% stake; TV18 – 13.54%; Bodhi Tree Systems – 15.97%; and Paramount Global - 13.01% in VMPL. Bodhi

Tree Systems is an investment venture promoted by Uday Shankar and James Murdoch wherein Qatar Investment Authority, the sovereign wealth fund of the State of Qatar, is a major investor.

Post equity infusion in Q1FY24, VMPL has repaid large portion of its working capital bank borrowings leading to substantial improvement in Network18’s consolidated capital structure. However, CARE Ratings expects going forward, Network18’s consolidated overall gearing should moderate in the medium term with increase in debt level due to increased content-related investments.

Liquidity: Strong

Network18’s strong liquidity is underpinned by low average utilization of its fund-based working capital limit at around 28% during last 12 months ended July 2023 and no term debt repayment obligations. It has sufficient gearing headroom to raise additional debt for working capital requirements, if required. Furthermore, post fund infusion during April 2023, Network18’s liquidity profile has improved significantly.

Moreover, it belongs to a strong group (RIL group), which ensures superior financial flexibility. Furthermore, its liquidity is underpinned by the stance of the parent group to extend financial support to it, if required.

Key weaknesses

Risk associated with monetisation of large-size investments for acquisition of sports media rights: In June 2022, the entertainment arm of the Network18 group, VMPL acquired the exclusive rights to digitally stream IPL matches live in the Indian sub-continent for the seasons from 2023 to 2027. This apart, it won television as well as digital rights for three out of five international territories, including major cricketing nations, for an aggregate rights fee of ₹24,352 crore payable to BCCI over a period of five years. Further, in August 2023, VMPL acquired digital and TV media rights for the international and domestic cricket matches from BCCI, for September 2023-March 2028 period, for a rights fee of ₹5,963 crore. The payout to BCCI would be based on the number of matches played.

VMPL has big plans to monetise these rights by way of advertisement and subscription income, given the huge popularity of the cricket in India. However, VMPL’s ability to monetise the sports media rights adequately and in a timely manner would be critical to improve Network18’s consolidated return indicators going forward.

Modest standalone digital and print media business: Being a holding company of the Network18 group and due to modest scale of its standalone digital and print media business, Network18’s standalone financial risk profile remains weak, amidst net losses in its digital and print media business; albeit improved revenues during FY23 as well as Q1FY24. Its profitability improved during FY20-FY22, driven by the increasing traction of the digital advertising segment and various cost rationalization measures, whereby the company reported operating profit during FY22. However, the company again incurred operating losses during FY23 & Q1FY24 with increased operating expenses to strengthen its editorial coverage and technology infrastructure.

Regular investments in content offerings resulting in inherent working capital intensive operations: Entertainment business is inherently working capital intensive mainly on account of large holding of inventory in the form of content, motion picture as well as streaming rights. Competition amongst top TV channels along with extremely dynamic channel rankings necessitate regular investments in existing and new content offerings. Network18’s consolidated working capital cycle elongated further to 276 days during FY23 (166 days during FY22) primarily owing to increased investments in content inventory including sports rights. Going forward, working capital intensity of Network18’s consolidated operations is expected to continue, amidst its expansion plans.

Volatility of advertisement revenue in a competitive media and entertainment industry: Network18’s consolidated advertisement revenue constitutes more than 50% of its TOI. The advertisement revenue remains vulnerable to factors like market competition, content viewership, the quality and popularity of content being broadcast, trends in the media sector, regulatory changes and the level of economic activity in general. During FY23, the advertising spends were impacted due to higher inflation which impacted consumer demand. During Q1FY24, advertisement demand improved in some segments of media & entertainment industry, however, advertising spends by start-ups remained weak. Going forward, any recessionary situation is expected to have a direct impact on the advertisement revenue in a very competitive industry. As VMPL has adopted advertisement only mode to monetize its large investments in sports, improvement in advertisement income would be critical for VMPL, TV18 & Network18.

Environment, social, and governance (ESG) risks

Environment	Due to the nature of its operations, Network18 doesn’t have any significant greenhouse gas emissions. However, the company is continuously evaluating ways to reduce electricity consumption.
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	Sewage generated is treated in the sewage treatment plants, and the recycled water is used for irrigation/gardening purposes. Any electronic item discarded by the company is channelled through authorised recyclers in accordance with the requisite guidelines issued by the Ministry of Environment, Forest and Pollution Control Board.
Social	The company has a robust mechanism to safeguard user data. Also, the company sensitises its employees on a regular basis on various cyber security issues.
Governance	Network18's senior leadership comprises of a 6-member Board with diversity in qualification, skill-set, experience, etc. Presently, the Board consists of two women directors and three independent directors. The Board of Directors, through its committees, oversee the ESG initiatives and performance. The risk of non-compliance within the company is mitigated by a digitally enabled compliance management framework.

Applicable criteria

[Policy on Default Recognition](#)

[Rating Outlook and Credit Watch](#)

[Service Sector Companies](#)

[Factoring Linkages Parent Sub JV Group](#)

[Financial Ratios – Non-financial Sector](#)

[Liquidity Analysis of Non-financial Sector Entities](#)

[Short Term Instruments](#)

[Consolidation](#)

About the company and industry

Industry classification

Macro-Economic Indicator	Sector	Industry	Basic Industry
Consumer Discretionary	Media, Entertainment & Publication	Entertainment	Media & Entertainment

Network18 was founded in 1996. Independent Media Trust (whose sole beneficiary is RIL) acquired 73.15% stake (directly and indirectly) in Network18 in 2014, thus making it a subsidiary of RIL. Network18 is the media and entertainment business vertical of the RIL group.

On a standalone basis, Network18 primarily acts as a holding company for its subsidiaries, which are involved in various segments of media and entertainment business. At a standalone level, Network18 is also involved in the digital segment (firstpost.com and news18.com) as well as the print segment (Forbes India, Overdrive and Better Photography). It is the largest shareholder in entertainment ticketing and live event platform, bookmyshow.com, with around 39% stake. Furthermore, Network18 has allied investments in Colosseum, Yatra, Ubona and other companies.

Network18 holds 51.17% stake in TV18, which manages its primary business of news broadcasting. On a standalone basis, TV18 operates six news channels in the general news and business news category. It also operates 14 regional news channels across India (including JV, News18-Lokmat).

TV18, through its 50.994% subsidiary, VMPL, operates GECs such as 'Colors', 'Rishtey', 'Comedy Central' (English), music channels such as 'MTV' and 'VH1', entertainment channels for kids such as 'Sonic', 'Nick' and 'Nick Jr.' VMPL also has presence in movie production and distribution business under Viacom18 Motion Pictures. VMPL has an alliance with Paramount Pictures, the leading Hollywood studio, to market and distribute its films in the Indian sub-continent. VMPL and TV18 are JV partners in IndiaCast to consolidate the distribution functions and drive monetisation of content for channels of TV18 and VMPL. During April 2023, VMPL acquired "Jio Cinema" app as a part of merger of Reliance Storage Limited with itself, and it is now the OTT platform of VMPL. VMPL also ventured into the live sports segment in FY22 by acquiring TV and digital rights for some of the marquee sports properties globally and launched three sports channels under the umbrella brand, 'Sports18'.

Brief Financials of Network18 – Consolidated (₹ crore)	FY22 (A)	FY23 (A)	Q1FY24 (UA)
Total operating income	5,882.43	6,224.87	3,238.94
PBILDT	1,081.32	137.30	(84.42)
PAT	837.65	-15.75	29.17
Overall gearing (times)	0.50	1.32	NA
Interest coverage (times)	11.19	0.66	NM

A: Audited; UA: Unaudited; NA: Not Available; NM: Not Meaningful; Not ; Note: 'the above results are latest financial results available'
Financials classified as per CARE Ratings' standards.

Status of non-cooperation with previous CRA: Not applicable

Any other information: Not applicable

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

Covenants of rated instrument / facility: Annexure-3

Complexity level of various instruments rated: Annexure-4

Lender details: Annexure-6

Annexure-1: Details of instruments/facilities

Name of the Instrument	ISIN	Date of Issuance (DD-MM-YYYY)	Coupon Rate (%)	Maturity Date (DD-MM-YYYY)	Size of the Issue (₹ crore)	Rating Assigned along with Rating Outlook
Commercial Paper-Commercial Paper (Standalone)	INE870H14QQ8	7-Jul-23	6.91%	27-Sep-23	100.00	CARE A1+
	INE870H14QR6	28-Jul-2023	7.04%	25-Oct-2023	125.00	
	INE870H14QS4	28-Jul-2023	7.04%	27-Oct-2023	50.00	
	INE870H14QT2	31-Jul-2023	7.04%	30-Oct-2023	50.00	
	INE870H14QT2	31-Jul-2023	7.04%	30-Oct-2023	50.00	
	INE870H14QW6	10-Aug-2023	7.08%	6-Nov-2023	100.00	
	INE870H14QX4	11-Aug-2023	7.08%	7-Nov-2023	50.00	
	INE870H14QX4	11-Aug-2023	7.08%	7-Nov-2023	25.00	
	INE870H14QV8	11-Aug-2023	7.08%	8-Nov-2023	50.00	
	INE870H14QU0	14-Aug-2023	7.08%	10-Nov-2023	100.00	
	INE870H14QV8	14-Aug-2023	7.08%	8-Nov-2023	50.00	
	INE870H14QY2	17-Aug-2023	7.08%	13-Nov-2023	50.00	
	INE870H14QZ9	25-Aug-2023	7.15%	24-Nov-2023	100.00	
	INE870H14QZ9	28-Aug-2023	7.15%	24-Nov-2023	75.00	
	INE870H14RA0	29-Aug-2023	7.15%	28-Nov-2023	75.00	
	INE870H14RB8	1-Sep-23	7.13%	1-Dec-23	50.00	
	INE870H14RC6	5-Sep-2023	7.13%	5-Dec-2023	50.00	
	INE870H14RD4	6-Sep-2023	7.09%	6-Dec-2023	50.00	
INE870H14RD4	6-Sep-2023	7.09%	6-Dec-2023	50.00		
INE870H14RF9	8-Sep-2023	7.09%	8-Dec-2023	25.00		
INE870H14RE2	11-Sep-2023	7.09%	11-Dec-2023	50.00		
	Proposed	-	-	-	175.00	
Fund-based/Non-fund-based-LT/ST	-	-	-	-	1000.00	CARE AAA; Stable / CARE A1+

Annexure-2: Rating history for the last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating History			
		Type	Amount Outstanding (₹ crore)	Rating	Date(s) and Rating(s) assigned in 2023-2024	Date(s) and Rating(s) assigned in 2022-2023	Date(s) and Rating(s) assigned in 2021-2022	Date(s) and Rating(s) assigned in 2020-2021
1	Fund-based/Non-fund-based-LT/ST	LT/ST*	1000.00	CARE AAA; Stable / CARE A1+	-	1)CARE AAA; Stable / CARE A1+ (27-Sep-22) 2)CARE AAA; Stable / CARE A1+ (31-May-22)	1)CARE AAA; Stable / CARE A1+ (28-Sep-21)	1)CARE AAA; Stable / CARE A1+ (01-Oct-20)
2	Commercial Paper-Commercial Paper (Standalone)	ST	1500.00	CARE A1+	-	1)CARE A1+ (27-Sep-22) 2)CARE A1+ (31-May-22)	1)CARE A1+ (28-Sep-21)	1)CARE A1+ (01-Oct-20)

*Long term/Short term.

Annexure-3: Detailed explanation of covenants of the rated instruments/facilities: Not applicable**Annexure-4: Complexity level of the various instruments rated**

Sr. No.	Name of the Instrument	Complexity Level
1	Commercial Paper-Commercial Paper (Standalone)	Simple
2	Fund-based/Non-fund-based-LT/ST	Simple

Annexure-5: List of companies getting consolidated in Network18 (As on March 31, 2023)

Name of Companies/ Entities	Relation	Proportion of Ownership Interest
TV18 Broadcast Limited	Subsidiary	51.17%
AETN18 Media Private Limited	Subsidiary of TV18	26.10%
Viacom 18 Media Private Limited	Subsidiary of TV18	26.10%
Eenadu Television Private Limited	Associate of TV18	12.54%
Viacom 18 Media (UK) Limited	Subsidiary of Viacom 18 Media Private Limited	26.10%
Viacom 18 US Inc.		
Roptonal Limited		
Colosceum Media Private Limited	Subsidiary	100%
e-Eighteen.com Limited	Subsidiary	91.95%
Moneycontrol Dot Com India Limited	Subsidiary of e-Eighteen.com Limited	91.95%
Greycells18 Media Limited	Subsidiary	89.69%
Network 18 Media Trust	Subsidiary	100%
Digital18 Media Limited	Subsidiary	100%
Media18 Distribution Services Limited	Subsidiary	100%
Web18 Digital Services Limited	Subsidiary	100%
Infomedia Press Limited	Subsidiary	50.69%
IndiaCast Media Distribution Private Limited	Subsidiary of TV18	38.63%
IndiaCast UK Limited	Subsidiary of	38.63%

Name of Companies/ Entities	Relation	Proportion of Ownership Interest	
IndiaCast US Limited	IndiaCast Media Distribution Private Limited		
Big Tree Entertainment Private Limited	Associate	39.29%	
Big Tree Entertainment Singapore PTE. Limited	Subsidiaries of Associate (Big Tree Entertainment Private Limited)	35.35%	
Bookmyshow Live Private Limited		39.29%	
Bookmyshow Venues Management Private Limited		29.82%	
Fantain Sports Private Limited		39.29%	
Foodfesta Wellcare Private Limited		23.57%	
SpaceBound Web Labs Private Limited		37.55%	
Dyulok Technologies Private Limited		23.57%	
Popclub Vision Tech Private Limited (Formerly Preebee Lifestyle Private Limited)			
Big Tree Entertainment DMCC		Subsidiaries of Big Tree Entertainment Singapore PTE. Limited	35.35%
Big Tree Entertainment Lanka (Pvt) Limited			
Bookmyshow SDN. BHD.	17.32%		
Big Tree Sport & Recreational Events Tickets Selling L.L.C	35.35%		
PT. Big Tree Entertainment Indonesia [#]			
Townscript USA, Inc.	Subsidiaries of Dyulok Technologies Private Limited	37.55%	
Townscript PTE. Limited			
TribeVibe Entertainment Private Limited [@]	Subsidiary of Bookmyshow Live Private Limited	21.54%	
NW18 HSN Holdings PLC	Associate	40.69%	
IBN Lokmat News Private Limited	Joint Venture of TV18	25.58%	
Ubona Technologies Private Limited	Joint Venture	50%	

[#] 99.99% shareholding held by Big Tree Entertainment Singapore PTE. Limited and 0.01% shareholding is held by Big Tree Entertainment Private Limited directly.

[@] 51% shareholding held by Bookmyshow Live Private Limited and 4% shareholding is held by Dyulok Technologies Private Limited.

Annexure-6: Lender details

To view the lender wise details of bank facilities please [click here](#)

Note on the complexity levels of the rated instruments: CARE Ratings has classified instruments rated by it on the basis of complexity. Investors/market intermediaries/regulators or others are welcome to write to care@careedge.in for any clarifications.

Contact us

<p>Media Contact</p> <p>Name: Mradul Mishra Director CARE Ratings Limited Phone: +91-22-6754 3596 E-mail: mradul.mishra@careedge.in</p> <p>Relationship Contact</p> <p>Name: Saikat Roy Senior Director CARE Ratings Limited Phone: +91-22-6754 3404 E-mail: saikat.roy@careedge.in</p>	<p>Analytical Contacts</p> <p>Name: Ranjan Sharma Senior Director CARE Ratings Limited Phone: +91 - 22 - 6754 3453 E-mail: ranjan.sharma@careedge.in</p> <p>Name: Hardik Shah Director CARE Ratings Limited Phone: +91-22-6754 3591 E-mail: hardik.shah@careedge.in</p> <p>Name: Surabhi Nahar Assistant Director CARE Ratings Limited Phone: +91-22-6754 3437 E-mail: surabhi.nahar@careedge.in</p>
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About us:

Established in 1993, CARE Ratings is one of the leading credit rating agencies in India. Registered under the Securities and Exchange Board of India, it has been acknowledged as an External Credit Assessment Institution by the RBI. With an equitable position in the Indian capital market, CARE Ratings provides a wide array of credit rating services that help corporates raise capital and enable investors to make informed decisions. With an established track record of rating companies over almost three decades, CARE Ratings follows a robust and transparent rating process that leverages its domain and analytical expertise, backed by the methodologies congruent with the international best practices. CARE Ratings has played a pivotal role in developing bank debt and capital market instruments, including commercial papers, corporate bonds and debentures, and structured credit.

Disclaimer:

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