Tata Communications Limited

July 17, 2020

Ratings

Facilities/Instruments*	Amount (Rs. crore)	Rating1	Rating Action
Long term Bank Facilities – Non Fund based	40.00	**CARE AA+; Stable (Double A Plus; Outlook: Stable)**	**Reaffirmed**
Short term Bank Facilities – Fund based	225.00 (reduced from 240.00)	**CARE A1+ (A One Plus)**	**Reaffirmed**
Short term Bank Facilities – Non fund based	785.00 (enhanced from 719.00)	**CARE A1+ (A One Plus)**	**Reaffirmed**
Short term Bank Facilities – Fund based/Non fund based	167.00 (reduced from 218.00)	**CARE A1+ (A One Plus)**	**Reaffirmed**
Total Facilities	**1217.00 (Rs. One Thousand Two Hundred and Seventeen crore only)**		
Non-Convertible Debentures**	650.00	**CARE AA+; Stable (Double A Plus; Outlook: Stable)**	**Reaffirmed**
Total instruments	**650.00 (Rs. Six Hundred and Fifty crore only)**		
Issuer Rating	**-**	**CARE AA+(Is); Stable (Double A Plus (Issuer Rating); Outlook: Stable)**	**Reaffirmed**

**Details of instruments/facilities in Annexure-1*

**including proposed limits of Rs.125 crore which is yet to be placed

Detailed Rationale & Key Rating Drivers

The reaffirmation of the long term and short term rating assigned to the instrument and bank facilities of Tata Communications Limited (TCL) continue to reflect stable revenues and improved operating margins in Global Data Management Service (GDMS) business segment which is further expected to grow in the medium term on account of COVID-19 and ensuing lockdown resulting in work from home model in the enterprise business, dominant position in the Global Voice Segment (GVS) and the financial flexibility it enjoys being a part of the Tata group and strong promoter profile. The ratings also factor in TCL's vast global presence in diversified geographical area, extensive customer base, and its strong financial flexibility which has helped TCL to reduce its average cost of borrowing.

The rating strengths are, however, constrained by decline in revenues and profitability from GVS segment due to intense competition, exposure to regulatory risk, TCLs limitation to raise equity, weak capital structure and moderate debt coverage indicators.

Detailed Rationale & Key Rating Drivers

Rating Sensitivities

Positive Factors

- Significant improvement in EBITDA margins coupled with improvement in gearing below 0.5 times

Negative Factors

- Any significant additional liabilities than envisaged by the company arising out of ongoing AGR dispute and other regulatory matters resulting in deterioration in financial risk profile.
- Any further erosion of Networth as well as increase in total debt levels coupled with lower than envisaged EBITDA margins of 19%
- Continued losses in subsidiaries and decline in voice business resulting in lower revenue and profitability margins.

Detailed description of the key rating drivers

Key Rating Strengths

Strong promoter group:

TCL is a part of the over USD 100 billion Tata Group which comprises over 100 operating companies in several business sectors namely communications and information technology, engineering, materials, services, steel, auto, financial services, energy,

[1]*Complete definition of the ratings assigned are available at www.careratings.com and other CARE publications*

consumer products and chemicals. The group has operations in more than 100 countries across six continents, and its companies export products and services to 85 countries. TCL is one of the largest telecommunication service provider and strategically important companies within the Tata group being one the oldest business.

Higher focus on GDMS segment for better margin realization going forward:
During FY20, revenue share of GDMS segment to total consolidated revenue increased to 77% (76% in FY19). This segment registered a revenue growth of 8.40% in FY20 on y-o-y basis. TCL continues to focus on this segment (especially in the growth segment) as it is a high margin business and has taken up various branding and marketing initiatives which are expected to translate into revenue going forward. During FY20, TCL registered a strong growth in data business partially due to data productivity initiatives in the past few quarters and improvement in performance in Traditional services segment, Positive EBIDTA in Growth services as compared to losses last year. Enterprise customers have been driving the growth both in India as well as international markets with increasing adaption of cloud technology and other services. Profitability margins in the GDMS business has improved over the past three years from 17.2% in FY18 to 22.1% in FY20 mainly on account of strong profitability in growth and innovation segment. Further, on account of ensuing lockdowns due to COVID-19 and prolonged shift towards work from home model which is expected to drive higher IP traffic growth and data volume uptake, growth is likely to continue on upward trajectory in the medium term.

Diversified business risk profile and established customer base
The company has presence in multiple segments like Voice segment, Data segment (which includes Innovation, Growth and Traditional Services), Payment solutions business, transformation services and others. The company has a well-diversified and established customer & supplier base with contribution of top 5 customers at 15% and top 10 suppliers at 25%, during FY20 resulting in low concentration risk. The total revenue generated is well spread across various geographies around the globe mainly including US (~16%), India (~39%), United Kingdom (~7%), Rest of Europe (~11%), Singapore (~5%) and balance from other markets.

Dominant position of the company in the Global Voice Segment (GVS) albeit decline in income and profitability due to intense competition:
TCL continue to be one of the largest carrier of international wholesale voice traffic. TCL has over 300 direct routes with leading international voice telecommunication providers. During FY20, TCL handled approximately 23.2 billion minutes as against 30 billion minutes of international voice traffic globally in FY19, a decrease of ~23% over the previous year. Mobile Network Operators, however, continue to expand and roll out their domestic networks, shrinking the market for TCL's NLD services. Greater competition and regulatory initiatives have resulted in falling NLD tariffs over the years. The decline in GVS is largely attributed to the shrinkage in the addressable market for the Company as a result of higher usage of over-the-top (OTT) services and pricing pressures due to competition. During FY20, revenue from the GVS segment declined by ~13% to Rs.3376 crore. Further, PBILDT Margin declined to 7.8% in FY20 against 8.7% in FY19. The wholesale international voice business is mature and increasingly commoditized. Performance of voice business of TCL is expected to remain subdued going forward.

Key Rating Weaknesses
Weak capital structure and moderate debt coverage indicators: The networth of TCL is impacted on account of past losses and write-off on account of investments in Tata Teleservices Limited (rated CARE A+; Stable/CARE A1+). Also, there is limitation for raising equity capital as substantial portion of equity is also held by Government of India. The total borrowings continued to be high at Rs.10667 crore as on March 31, 2020 (Rs. 9,936 crore as at March 31, 2019). Though the debt levels of the company are high, the average cost of borrowings is low as majority of the debt is foreign currency debt raised by international subsidiaries. Further the company has natural hedge due to significant revenue in dollars which helps in saving hedging cost.
TCL has also undertaken the process of monetization of its non-core assets to deleverage its balance sheet. TCL had moderate debt coverage indicators with interest coverage of 6.99x in FY20 (6.69x in FY19) and total debt to PBILDT of 3.24x as on March 31, 2020 (3.84 as on March 31, 2019). The Networth of the company has deteriorated further on account of PAT level loss of ~Rs.80 crore in FY20 and foreign currency translation reserve losses.
Any large debt funded acquisitions or capex resulting in further weakening of financial risk profile will continue to remain a key monitorable. However, by virtue of being part of the Tata Group, the company enjoys significant level of financial flexibility and access of capital market.

Losses in Payment Solutions segment and Transformation business:
Payment Solutions (PS) includes end-to-end ATM deployment end-to-end POS enablement hosted core banking end to end financial inclusion and card issuance and related managed services and switching services to banking sector carried out by TCL's wholly owned subsidiary Tata Communications Payment Solutions Limited (TCPSL, rated CARE AA (CE); Stable/CARE A1+(CE)). TCL continue to report losses in the payment solution segment. TCPSL is operating total 12240 ATM as on March

31, 2020 (PY: 12272 ATM). It has closed 3927 ATM over the past 3 years to rationalize ATM portfolio and focus on improving profitability, resulting in EBIDTA of 84 crore in FY20 as against losses of Rs.20.9 crore in FY18. The ATM business has been negatively impacted due to COVID-19 on account of lower footfalls and average daily transactions which is expected to gradually normalize on lifting up and easing of lockdowns. Further, in transformation business, company has recorded EBIDTA level loss of Rs.25 crore during FY20 as against EBIDTA of Rs.129 crore in FY19.

Regulatory risk:
The telecommunication sector in India is surrounded by regulatory uncertainties and TCL remains susceptible to adverse regulatory changes. During Q2FY20, DOT has demanded Rs. 6633 crore from the company towards license fee and spectrum charges on its AGR dues for previous 12 years from FY07 to FY18. The above amount also included Rs. 5433 crore which were disallowed by DoT towards the cost adjusted on accrual basis instead of actual payments to the gross revenues; against which the company has already submitted a revised statement based on actual payments. The company appeal on the above charges has not been included in the AGR ruling declared by Hon'ble Supreme Court on October 24, 2019. Further the company believes that these licenses are different from UASL, which was the subject matter of Supreme Court Judgement. The company has responded to DoT denying and disputing the amounts claimed by the DoT in the demand cum Show Cause Notice. The company has not received any response from the DoT after the submission. Further, the company has made provision of Rs.341.64 crore towards license fee payable to DOT during Q4FY20, and the balance amount of Rs.1199.73 crore is part of contingent liability. The ability of TCL to mitigate these regulatory risks will be a key rating factor.

Liquidity: Strong
Average collection period in FY20 stood at ~65 days with ~77% of total outstanding debtors within the credit terms of 90 days as on March 31, 2020. TCL has strong liquidity profile with total cash and cash equivalents of around Rs. 1570 crore as on March 31, 2020. The utilization of working capital limits remained moderate during last 12 twelve trailing ended March 2020. The company is expected to generate Gross cash accruals of ~Rs.2400 crore in the next 1 year along with availability of cash and liquid investments which is expected to remain sufficient to meet the debt repayment obligation of about Rs. 2,075 crore for FY21. Also, unutilized working capital limits thereby providing cushion to meet any contingencies if arises. However, considering the company's continuous capex requirement and scheduled repayments due for FY22, the company may have to refinance part of its maturities falling due in FY22, which is expected to keep the debt levels at elevated level. Further, being part of Tata Group the company enjoys significant level of financial flexibility and access to capital market as and when required.

Analytical approach: CARE has undertaken consolidated approach on account of common management, shared brand name and operational linkages between subsidiaries. List of entities consolidated with TCL is mentioned in Annexure 4

Applicable Criteria
Criteria on assigning Outlook to Credit Ratings
CARE's Policy on Default Recognition
Criteria for Short Term Instruments
Criteria for Issuer Rating
Financial ratios – Non-Financial Sector
Rating Methodology: Consolidation and Factoring Linkages in Ratings
Rating Methodology – Infrastructure Sector

About the Company
Tata Communications Limited (TCL) was incorporated on March 19, 1986 as Videsh Sanchar Nigam Limited (VSNL), an entity wholly owned by the Government of India (GoI). GoI, vide its letter dated 27 March 1986, transferred all assets and liabilities of the Overseas Communications Service (OCS, part of the Department of Telecommunications, Ministry of Communications) to VSNL with effect from April 01, 1986. During 2002, Tata Group acquired 50% stake in the company and in the year 2008, the company changed its name from VSNL to TCL. As at June 30, 2020, the Tata Group held 48.86% stake and GOI holds 26.12% stake.

TCL offers international and national voice and data transmission services, selling and leasing of bandwidth on undersea cable systems, internet dial up and broadband services and other value-added services comprising mainly mobile global roaming and signalling services, transponder lease, telex and telegraph and television up linking. TCL businesses are divided into the following segments: Global Voice Services (GVS), Global Data Management Services (GDMS), payment solutions and real estate.

Covenants of rated instrument / facility: *Detailed explanation of covenants of the rated instruments/facilities is given in Annexure-3*

Brief Financials (Rs. crore)	FY19 (A)	FY20 (Abr.)*
Total operating income	16,403.09	17,070.17
PBILDT	2,590.86	3,291.13
PAT	-80.43	-84.83
Overall gearing (times)	NM	NM
Interest coverage (times)	6.53	6.99

A: Audited; Abr.: Abridged; NM: Not Meaningful
**based on abridged audited financials provided by the company*
Note: the financials have been reclassified as per CARE standards

Status of non-cooperation with previous CRA: NA

Any other information: NA

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

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
Fund-based - ST-EPC/PSC	-	-	-	-	225.00	CARE A1+
Non-fund-based - ST-BG/LC	-	-	-	-	785.00	CARE A1+
Fund-based/Non-fund-based-Short Term	-	-	-	-	167.00	CARE A1+
Non-fund-based - LT-Bank Guarantees	-	-	-	-	40.00	CARE AA+; Stable
Issuer Rating-Issuer Ratings	-	-	-	-	0.00	CARE AA+ (Is); Stable
Debentures-Non Convertible Debentures	INE151A07051	April 17, 2020	7.48%	April 19, 2023	525.00 (placed) 125.00 (proposed)*	CARE AA+; Stable

*proposed limits of Rs.125 crore which is yet to be placed

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.	Issuer Rating-Issuer Ratings	Issuer rating	0.00	CARE AA+ (Is); Stable	-	1)CARE AA+ (Is); Stable (05-Jul-19)	1)CARE AA+ (Is); Stable (17-Dec-18)	1)CARE AA+ (Is); Stable (08-Jan-18)
2.	Debentures-Non Convertible Debentures	LT	-	-	1)Withdrawn (14-Apr-20)	1)CARE AA+; Stable (05-Jul-19)	1)CARE AA+; Stable (17-Dec-18)	1)CARE AA+; Stable (08-Jan-18)

3.	Fund-based - ST-EPC/PSC	ST	225.00	CARE A1+	-	1)CARE A1+ (21-Jan-20) 2)CARE A1+ (05-Jul-19)	1)CARE A1+ (17-Dec-18)	1)CARE A1+ (08-Jan-18)
4.	Non-fund-based - ST-BG/LC	ST	785.00	CARE A1+	-	1)CARE A1+ (21-Jan-20) 2)CARE A1+ (05-Jul-19)	1)CARE A1+ (17-Dec-18)	1)CARE A1+ (08-Jan-18)
5.	Debentures-Non Convertible Debentures	LT	-	-	1)Withdrawn (14-Apr-20)	1)CARE AA+; Stable (05-Jul-19)	1)CARE AA+; Stable (17-Dec-18)	1)CARE AA+; Stable (08-Jan-18)
6.	Fund-based/Non-fund-based-Short Term	ST	167.00	CARE A1+	-	1)CARE A1+ (21-Jan-20) 2)CARE A1+ (05-Jul-19)	1)CARE A1+ (17-Dec-18)	1)CARE A1+ (08-Jan-18)
7.	Non-fund-based - LT-Bank Guarantees	LT	40.00	CARE AA+; Stable	-	1)CARE AA+; Stable (21-Jan-20)	-	-
8.	Debentures-Non Convertible Debentures	LT	650.00	CARE AA+; Stable	1)CARE AA+; Stable (14-Apr-20)	-	-	-

Annexure-3: Detailed explanation of covenants of the rated instrument / facilities

Name of the Instrument	Detailed explanation
A. Financial covenants	
I EBITDA/Net Interest Expense ratio	EBITDA/Net Interest Expense ratio >=3.50:1
Ii Net Debt/EBITDA ratio	For any financial year where the ratio of Net Debt to EBITDA is greater than 3.00:1, Net Debt shall not, at any time during that Relevant Period, exceed USD 2.5 billion
Iii Net Fixed Assets /Net debt ratio	Net fixed assets/net debt ratio >=1.00x
B. Non-financial covenants	
I Minimum Shareholding	Tata group to retain at least 26% shareholding
Ii Management Control	Tata group to retain management control directly or indirectly

Annexure- 4 List of subsidiaries, associates and joint ventures of TCL getting consolidated (list as on March 31, 2020)

Sr No.	Name of the company	% holding by TCL
1	TATA COMMUNICATIONS (AUSTRALIA) PTY LIMITED	100%
2	TATA COMMUNICATIONS (AMERICA) INC.	100%
3	TCPOP COMMUNICATION GMBH	100%
4	TATA COMMUNICATIONS (BELGIUM) SPRL	100%
5	TATA COMMUNICATIONS (BERMUDA) LIMITED	100%
6	TATA COMMUNICATIONS SVCS PTE LIMITED	100%
7	TATA COMMUNICATIONS (BEIJING) TECHNOLOGY LIMITED	100%
8	TATA COMMUNICATIONS (CANADA) LTD.	100%
9	TATA COMMUNICATIONS (FRANCE) SAS	100%
10	TATA COMMUNICATIONS DEUTSCHLAND GMBH	100%
11	TATA COMMUNICATIONS (GUAM) L.L.C.	100%
12	TATA COMMUNICATIONS (HONG KONG) LIMITED	100%

Sr No.	Name of the company	% holding by TCL
13	TATA COMMUNICATIONS (HUNGARY) LLC	100%
14	TATA COMMUNICATIONS (IRELAND) DAC	100%
15	TATA COMMUNICATIONS (ITALY) S.R.L	100%
16	TATA COMMUNICATIONS (JAPAN) K.K.	100%
17	ITXC IP HOLDINGS S.A.R.L.	100%
18	TATA COMMUNICATIONS (MALAYSIA) SDN. BHD.	100%
19	TATA COMMUNICATIONS (NETHERLANDS) B.V.	100%
20	TATA COMMUNICATIONS (NEW ZEALAND) LIMITED	100%
21	TATA COMMUNICATIONS (NORDIC) AS	100%
22	TATA COMMUNICATIONS (POLAND) SP. Z 0. 0.	100%
23	TATA COMMUNICATIONS (PORTUGAL) INSTALACAO E MANUTENCAO DE REDES, LOA	100%
24	TATA COMMUNICATIONS (PORTUGAL), UNIPESSOAL LDA	100%
25	TATA COMMUNICATIONS (RUSSIA) LLC.	90.90%
26	TATA COMMUNICATIONS INTERNATIONAL PTE. LTD.	100%
27	VSNL SNOSPV PTE. LTD.	100%
28	TATA COMMUNICATIONS SERVICES (INTERNATIONAL) PTE. LTD.	100%
29	TATA COMMUNICATIONS (SPAIN), S.L.	100%
30	TATA COMMUNICATIONS (SWEDEN) AB	100%
31	TATA COMMUNICATIONS (SWITZERLAND) GMBH	100%
32	TATA COMMUNICATIONS (TAIWAN) LTD	100%
33	TATA COMMUNICATIONS (THAILAND) LIMITED	100%
34	TATA COMMUNICATIONS (MIDDLE EAST) FZ-LLC	100%
35	TATA COMMUNICATIONS (UK) LIMITED	100%
36	TATA COMMUNICATIONS TRANSFORMATION SERVICES LIMITED	100%
37	TATA COMMUNICATIONS PAYMENT SOLUTIONS LIMITED	100%
38	TATA COMMUNICATIONS COLLABORATION SERVICES PRIVATE LIMITED	100%
39	SEPCO COMMUNICATIONS (PTY) LIMITED	73.17%
40	TATA COMMUNICATIONS LANKA LIMITED	90.00%
41	TATA COMMUNICATIONS (SOUTH KOREA) LIMITED	100%
42	TATA COMMUNICATIONS TRANSFORMATION SERVICES PTE LIMITED	100%
43	Tata Communications Transformation Services (Hungary) Kft.	100%
44	Tata Communications (Brazil) Participacoes Limitada	100%
45	Nexus Connexion (SA) Pty Limited	100%
46	Tata Communications Transformation Services (US) Inc	100%
47	Tata Communications Transformation Services South Africa (Pty) Ltd	100%
48	Tata Communications Cornunlcacoes E Multimfdia (Brazil) Limitada	100%
49	Tata Communications MOVE B.V.(Earlier known as Teleena Holding B. V.)	100%
50	Tata Communications MOVE Nederland B.V, (Earlier known as Teleena Nederland B.V.)	100%
51	Tata Communications MOVE UK Limited (Earlier known as Teleena UK Limited)	100%
52	Tata Communications MOVE Singapore Pte. Ltd. (Earlier known as Teleena Singapore Pte. Ltd.)	100%
53	MuCoso B.V.	100%
54	NetFoundry Inc.	100%
55	TC IOT Managed Solutions	100%
56	TCTL Senegal Limited	100%
57	STT GLOBAL DATA CENTERS PRIVATE LTD	26%
58	UNITED TELECOM LIMITED	26.66%
59	SMART ICT SERVICES PRIVATE LIMITED	24%
60	STT Tai Seng Pte Limited (Upto June 13, 2019)	-

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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