Rating Methodology: Consolidation

[Issued in February 2022]

Background

In cases where the corporate entity has invested in other businesses and the credit risk profiles of these entities are so intertwined that a standalone assessment of the entities does not reflect the true picture of the consolidated businesses, CARE Ratings applies a consolidated approach in the ratings. In this paper, we have covered situations when CARE Ratings applies the consolidated approach or combined approach in the ratings.

Aspects Considered while Rating Parent Entity

While assigning ratings to a corporate parent company or its subsidiaries, a standalone view may not give the complete picture due to the presence of linkages between the parent and its subsidiaries. The ratings of parents, as well as subsidiaries, are influenced by the individual credit profile as well as the nature and strength of these linkages. CARE Ratings examines these linkages and factors them while assigning ratings to the parent company as well as to the individual subsidiaries. The approach followed for rating a parent is highlighted in this methodology.

A corporate parent company can be categorised as:

1. Corporate parent company having substantial business operations
   [Often the flagship company of the group or the main company of a business vertical of the group]
2. Investment holding companies with no major business operations

   i. **Corporate Parent Company with Substantial Business Operations**
   Such companies are often the flagship of the group or the core company of a group in a specific industry segment. The corporate parent company generally has a substantial portion of the group's business operations and often contributes to a large share of the overall group's revenue, assets and profits. Over time, a company would expand its operations through organic or inorganic routes and would operate through various subsidiaries. The subsidiaries could be set up with various motives as highlighted below:

   - Operating as backward/forward integration to the parent
   - An extension of the parent's business in different regions and geographies
   - A trading/marketing arm for the parent's products and services
   - Diversification
   - Legal or tax-saving motives

   In such cases, a standalone view of the parent may not be sufficient to capture the risk presented by the subsidiaries. Hence, CARE Ratings takes a consolidated view of the parent and its subsidiaries while assigning a rating to the parent company in such cases.

CARE Ratings takes a consolidated view of the parent and its subsidiaries in the following situations:

- The business of the subsidiary is strategically important to the business of the parent eg, the subsidiary is the marketing arm of the parent
- Parent has control over the management and operations of the subsidiaries
- Parent and subsidiaries have legal obligations with respect to each other's financial dues, eg, guarantee given by the parent to lenders of subsidiaries or cross guarantees between parent and subsidiaries
- Parent has demonstrated financial support to the subsidiaries in the past
- Parent has a moral obligation towards the subsidiaries by having a shared name or same brand or common board

As such the extent of linkages between the parent and subsidiaries determine whether there is a need for adopting a consolidated approach. CARE Ratings also examines restrictions if any, on the flow of funds between the parent and subsidiary due to reasons like foreign exchange regulations if the subsidiary is based outside India, restrictive covenants in loan documents, etc. An exception to taking a consolidated approach would be when a subsidiary operates in a completely different business segment than the parent or if a subsidiary is of the nature of a Special Purpose Vehicle which is ring-fenced from the parent. In such cases, CARE Ratings factors in the cash flow impact of likely support or investment to such subsidiaries by the parent.

In cases where the parent has explicitly spelt out / committed the extent of support (either through written communication or as indicated in the discussions with the management) that it will provide to its subsidiary, CARE Ratings will adopt a limited consolidation approach, and the committed support in the form of forecasted equity investments or debt/advances to be provided to the subsidiaries will be incorporated in the analysis of the parent company.

ii. Investment Holding Companies

An investment holding company is a company whose majority of the assets are in the form of investments in equity, debt, and loans and advances to group companies. Such holding companies typically do not have any operations of their own and their income is primarily in the form of dividends, interest, and capital gains on their investment portfolio. For details on the rating of investment holding companies, please refer to the methodology on 'Rating of loans by investment holding companies' on CARE Ratings' website (www.careedge.in).

In the Financial Sector, holding companies may be like a CIC (Core Investment Company) as defined by the Reserve Bank of India (RBI), which may have various subsidiaries engaged in the financial services business such as asset financing, and mortgage financing, infra financing, etc. CARE Ratings takes a consolidated view in such cases if the level of integration among them is very high. However, if the subsidiaries belong to diverse businesses, a consolidated approach will not be appropriate as it will not capture the nuances of each business. This is true for financial sector holding companies holding investments in infrastructure assets in the form of Special Purpose Vehicles (SPVs) which have ring-fenced cash flows. In such cases, CARE Ratings follows a standalone approach in the rating of the financial sector holding companies and assesses the operational, managerial and financial support that the financial sector holding company/CIC provides to its group companies or subsidiaries. While the CIC can continue to fund group companies, any other company of the group providing additional support to the group entities makes the group funding structure complex and would be viewed negatively.

'Combined Approach' in Assessing Group Entities

In many family-owned businesses, the promoters float several entities in similar lines of business driven by various motives. Such entities are often controlled by a single promoter group and the decision-making is highly centralised. Such entities also exhibit a high degree of cash flow fungibility. This necessitates the need to look at these entities on a combined basis.

In a 'Combined Approach', CARE Ratings evaluates the group of entities as if it were a single entity and combines the financials and business risk profiles of these entities to take a view on the ratings. CARE Ratings does not adopt a combined approach if any of the entities in the group is a company whose shares are listed on any of the stock exchanges.

CARE Ratings adopts a combined approach if the entities meet the following criteria:

- Closely-held entities with significant ownership & control by a common promoter/promoter family • Entities exhibit cash flow fungibility
- Entities operate in similar or related (eg, forward or backward integration) lines of business

The combined approach largely applies to promoter-driven, family-owned, closely-held businesses where promoters float and control several entities in similar business lines. In a combined approach, CARE Ratings would typically assign the same rating to all the entities in the group. However, CARE Ratings may differentiate between the ratings of individual entities by up to two notches, based on their constitution, relative size, contribution to the group cash flow, strategic importance to the group and financial profile relative to the overall group.

[For the previous version, please refer to rating criteria on 'Consolidation' issued in October 2020]

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About:

CareEdge (earlier known as CARE Group) is a knowledge-based analytical group that aims to provide superior insights based on technology, data analytics capability and detailed research methods. CareEdge Ratings is one of the leading credit rating agencies in India. It has an impressive track record of rating companies for almost three decades and has played a pivotal role in developing the corporate debt market in India. CareEdge provides near real time research on all domestic and global economic developments. The wholly owned subsidiaries include CareEdge Advisory & Research arm focused on providing advisory and consultancy services and CareEdge Risk solutions a platform that provides risk management solutions