

Reliance Commercial Finance Limited

May 22, 2019

Ratings

Facilities	Amount (Rs. Crore)	Ratings ¹	Rating Action
Non-convertible Debentures*	200	CARE BBB (SO); [Triple B (Structured Obligation)]; Credit watch with developing implications	Revised from 'CARE A (SO) [Single A (Structured obligation)] and continues to be on Credit watch with developing implications
Total Facilities	200 (Rupees Two Hundred crore only)		

*rating is backed by unconditional and irrevocable corporate guarantee by Reliance Capital Limited.

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The rating assigned to instrument of Reliance Commercial Finance Ltd. (RCFL) is based on the credit enhancement in the form of unconditional and irrevocable corporate guarantee extended by Reliance Capital Ltd. (RCL) in favour of lenders/investors of RCFL.

The revision in the ratings of RCL factors in the recent developments including default by its subsidiaries 'Reliance Home Finance Limited' (RHFL) and 'Reliance Commercial Finance Limited' (RCFL) which is expected to further reduce the group's financial flexibility and diminish RCL's ability to raise funds from the markets. Established business franchisee of subsidiaries/associates of RCL in the financial services segments has been one of the key strengths underpinning the ratings of RCL; however, with deterioration in credit profiles of RCFL and RHFL, that strength has been partially diluted. In addition, RCL's financial risk profile is characterized by depletion of liquidity, high dependence on planned disinvestments for debt servicing and delays in fructification of such disinvestments.

The ratings remain under credit watch with developing implications as CARE would closely monitor the progress of sale of group assets/investments as per the currently revised timelines stated by RCL in order to reduce its debt levels. As per the commitment of the management, the entire proceeds from the divestment process will only be utilized for making the repayments/prepayments of debt which is expected to substantially reduce the debt levels by FY20. RCL is expecting to close in larger disinvestments including that of RNAM and RGIC and receive the proceeds by Q2FY20.

Further, the ratings continue to take into account RCL's sizeable exposure to group companies in the non-financial business segments having weak financial profiles where RCL has extended guarantees and letters of comfort. Some of these group entities have been identified by RCL for divestment. However, the company is unable to conclude the exits from these investments as envisaged, which is critical for supporting the regular cash flow requirements.

The ratings continue to factor in strength from RCL's experienced management and established business franchise of some of its subsidiaries/associates in financial services segments including Asset Management, Life Insurance, General Insurance, Health Insurance and Broking businesses.

Going forward, RCL's ability to maintain liquidity levels and divest group exposures as envisaged and unlock value in a timely manner thereby reducing leverage will act as key rating sensitivities.

Detailed description of the key rating drivers of RCL (Guarantor)

Key Rating Strengths

Unlocking of the investments in the financial services business segment

RCL in the past has unlocked value of its investments in the financial services segment by bringing in strategic investor along with listing of some of the companies. Companies in the financial services space, like Reliance Home Finance Ltd. and Reliance Nippon Life Asset Management Ltd. (RNAM) have been listed, wherein RCL holds 47.91% and 42.88% stake respectively. Apart from the listing, RCL has been able to bring in strategic investors for Reliance Asset Reconstruction Company Ltd. (RCL has 49% stake) and Reliance Nippon Life Insurance Company Ltd. (RCL has 51% stake).

The other companies in the financial space are Reliance Securities Ltd, Reliance Financial Ltd., Reliance Commercial Finance Ltd. and Reliance General Insurance Company Ltd. which are all 100% subsidiaries of RCL.

Key Rating Weaknesses

Impact on financial flexibility

Incidence of defaults by RCL's subsidiaries 'Reliance Home Finance Limited' (RHFL) and 'Reliance Commercial Finance Limited' (RCFL) is expected to further reduce the group's financial flexibility and diminish RCL's ability to raise funds from

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

the markets, which might take a measured approach in extending any further funds to group. This is likely to impact RCL's ability to raise funds as being a part of the group.

Established business franchisee of subsidiaries/associates of RCL in the financial services segments has been one of the key strengths underpinning the ratings of RCL; however, with deterioration in credit profiles of RCFL and RHFL, that strength has been partially diluted.

Reduction in liquidity buffers

During FY18, RCL had exits from its investments aggregating to about Rs.1,400 crore including Reliance Nippon Life Asset Management Ltd., Reliance Broadcast Network Ltd. and others. Apart from this, the company had maintained cash balance of Rs.2,941 crore as on March 31, 2018. Going forward, as per the revised schedule, the company has divestment plans aggregating to about Rs.14,000 crore including Rs.6,000-7,000 crore from RNAM and stake sale of general insurance company through strategic investor or from listing. The proceeds of RNAM and GIC divestments are expected to be received by Q2FY20.

Cash and bank balances stood reduced to Rs.47 crore as on April 30, 2019. Apart from this, RCL did not have any liquid investments or unutilized committed lines which further constrain its liquidity position. Thus, RCL's liquidity is critically dependent on monetization of its sale of group assets/investments within the given timelines, given that there are scheduled repayments of NCDs and CPs worth Rs.1035 crore and Rs.718 crore in May and June 2019 respectively. However, repayments of Rs.880 crore as per the scheduled maturity in May 2019 have been paid till date.

The default by the subsidiary reflects RCL's inability as a parent to support its subsidiaries due to liquidity constraints at its level. Further, promoter and promoter group owned 47.48% stake in RCL as on March 31, 2019 out of which 96.93% of shares are pledged indicating stressed liquidity position.

Extension in sale of group assets/investments as per timelines provided by RCL

In November, 2016, the group announced sale of its radio business and general entertainment TV business. The transaction relating to the sale of the TV business has been completed and the sale proceeds of Rs.300 crore were realized in August 2017. The management is exploring new avenues and expects inflow of about Rs.1700 crore from the sale of radio business which has been further delayed and is now expected to be concluded by June 2019. The company also plans to sell upto 49% stake in Reliance General Insurance via IPO, which, however, has been rescheduled from December 2018 to June 2019. The company has also announced sale of their entire stake of 42.9% in the AMC business while is under process and is now expected to be completed by June 2019 which was earlier planned for May 2019. The company has further committed to exit from its media businesses to pare down its debt levels.

RCL has been able to achieve only about a third of the total exits planned by the management by September 2018 with timelines for other exits being extended. Some of the key exits achieved during the period FY19 are Yatra Online stake sale and Codemasters sale. Overall, timely disinvestment is crucial for RCL's credit profile.

As at the end of FY18, RCL had total exposure of Rs.17,653 crore to its group companies in the form of CCDs of Rs.7,700 crore (P.Y. Rs.6,250 crore) and loans & advances of Rs.9,953 crore (P.Y. Rs.8,575 crore). These exposures were mainly towards the non-financial businesses of the group. However, out of the total investments in the non-financial business, the management has stated timelines for exits from the radio business, Mahindra First Choice and Prime Focus stake sale. Prime Focus and Mahindra First Choice stake sale is expected to be concluded by May and June 2019 respectively instead of earlier expectations of April 2019.

Further, RCL has exposure towards RCOM (rated 'CARE D') and its group companies and on a consolidated basis, the company has fully provided for RCOM exposure as on December 31, 2018. RCOM has decided to implement the debt resolution plan through the NCLT framework as announced on February 01, 2019.

Moderate gearing levels

RCL's standalone gross gearing stood at 1.48 times (PY: 1.37 times) as on March 31, 2018. Capital ratio as on March 31, 2018 stood at 47% (PY: 38%). As per regulations, a NBFC-CIC has to maintain a minimum capital ratio of 30% and leverage of less than 2.5 times. As on March 31, 2018, the adjusted gross gearing (post inclusion of CARE rated 'SO' limits and other outstanding corporate guarantees) stood at 1.97 times. The company has not been able to reduce its leverage during FY18 and FY19 as per its stated commitments due to delay in its divestment plans.

As per the commitment from the management, with larger divestments planned during the year, debt levels are expected to reduce substantially and stand at ~Rs.5,000 crore by March 31, 2020.

RCL's consolidated net worth stood at Rs.8,139 crore as on December 31, 2018 as compared to Rs.16,961 crore as on March 31, 2018. The reduction is due to various INDAS adjustments made, which inter alia include, change in the method of valuation of long term debt instruments, Expected Credit Loss (ECL) provisioning, impact of ECL on corporate guarantees, tax-related provisions, reversal of goodwill method of amortization of processing fees and others.

Liquidity

RCL's cash and bank balance reduced to Rs.47 crore as on April 30, 2019 from Rs.2,941 on March 31, 2018. Apart from this, RCL did not have any liquid investments or unutilized committed lines. Thus, RCL's liquidity is critically dependent on

monetization of its sale of group assets/investments within the given timelines, given that there are scheduled repayments of NCDs and CPs worth Rs.1035 crore and Rs.718 crore in May and June 2019 respectively. However, repayments of Rs.880 crore as per the scheduled maturity in May 2019 have been paid till date.

The default by the subsidiary reflects RCL's inability as a parent to support its subsidiaries due to liquidity constraints at its level. Further, promoter and promoter group owned 47.48% stake in RCL as on March 31, 2019 out of which 96.93% of shares are pledged indicating stressed liquidity position.

RCL's resource profile mainly comprises of NCDs which have repayments spread across the period from FY19 to FY28 in the range of Rs.2,000 crore to Rs.3,000 crore per year. As on March 31, 2019, the total borrowing has remained at levels similar to March 31, 2018 with proportion of commercial paper increasing to Rs.950 crore, subjecting RCL to refinancing risk amidst prevailing tight funding scenario for the sector.

Industry Prospects

Over the last few years, the NBFC sector has gained systemic importance with increase in share of NBFC credit vis-à-vis total bank credit. The same has resulted in the Reserve Bank of India (RBI) taking various policy actions resulting in NBFCs attracting higher support and regulatory scrutiny. The RBI revised the regulatory framework for NBFCs in 2014 which broadly focused on strengthening the structural profile of NBFC sector, thereby safeguarding depositors' money and regulating NBFCs which have increased their asset-size over time and gained systemic importance. On the asset quality front, despite the gradual change in the NPA recognition norms from 180 days previously to 90 days by March, 2018, the asset quality has remained largely stable for the sector and far superior to banks. The sector is in the midst of a liquidity stress scenario, with disruptions in the short-term commercial paper market, sharp correction in stock prices of NBFCs and cautious approach taken by the banks towards lending to the sector. Asset quality, liquidity and profitability will be the key monitorables for the sector going forward.

Analytical approach: The rating is based on the credit enhancement in the form of unconditional and irrevocable corporate guarantee extended by Reliance Capital Limited for the NCDs.

Applicable Criteria

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

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

[Non-Banking Financial Company](#)

[Financial ratios – Financial sector](#)

[Factoring linkages in ratings](#)

[Criteria for placing rating on credit watch](#)

About the Company

Reliance Capital Limited

Reliance Capital Ltd. (RCL) is the company of Reliance Group in the financial services space. It is one of India's leading private sector financial services companies and ranks amongst the top private sector financial services companies in terms of net worth. RCL is converted into a 'Core Investment Company' subject to necessary approvals from RBI on September 07, 2018. Reliance Capital has interests in asset management and mutual funds; life and general insurance; commercial and home finance; equities & commodities broking; investment banking; wealth management services; distribution of financial products; private equity; asset reconstruction; proprietary investments and other activities in financial services. On a standalone basis, RCL's tangible net worth stands at Rs.14,005 crore as on March 31, 2018.

Brief Financials (Rs. crore)	FY17 (Audited)	FY18 (Audited)
Total operating income	1,954	3,275
PAT	419	828
Interest coverage (times)	1.4	1.6
Total Assets	33,137	36,189
Net NPA (%)	0.0	0.0
ROTA (%)	1.2	2.4

Reliance Commercial Finance Limited

The commercial finance business of RCL has been demerged into its wholly owned subsidiary viz. RCFL w.e.f. April 1, 2016. RCFL is involved in financing of SME loans, structured finance, construction equipment loans, loan against property, MFI loans, infrastructure finance, construction finance, commercial vehicles and supply chain finance. The company operates under the brand name 'Reliance Money'. The company's AUM stood at Rs.16,475 crore (including securitized portfolio of Rs.2801 crore) as on March 31, 2018. The company's portfolio is spread across 16 states.

Brief Financials (Rs. crore)	FY17 (A)	FY18(A)
Total income	1953	2134
PAT	295	208
Overall Gearing(times)	5.34	4.98
Total Assets	13601	15745
Gross NPA (%)	4.92	3.10
ROTA (%)	2.26	1.42

A: Audited; All analytical ratios are based on CARE's calculations.

Status of non-cooperation with previous CRA: Not Applicable

Any other information: Not Applicable

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

Annexure – 1: Details of instruments / facilities:

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. Cr.)	Rating assigned along with Rating Outlook
Non-Convertible Debentures	2-Feb-17	9.50%	15-Apr-20	200.00	CARE BBB (SO); Credit watch with developing implications

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 2019-2020	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018	Date(s) & Rating(s) assigned in 2016-2017
1.	Fund-based - LT-Term Loan	LT	12500.00	CARE D	1) CARE D (26-Apr-19) 2) CARE BBB+ (Under Credit watch with Developing Implications) (18-Apr-19)	1)CARE A+ (Under Credit watch with Developing Implications) (06-Mar-19) 2)CARE AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE AA (Under Credit watch with Developing Implications) (08-Oct-18)	1)CARE AA+ (Under Credit watch with Developing Implications) (26-Dec-17) 2)CARE AA+ (Under Credit watch with Developing Implications) (14-Jul-17) 3)CARE AA+; Stable (14-Apr-17)	1)CARE AA+; Stable (24-Mar-17)
2.	Debentures-Market Linked Debentures	LT	200.00	CARE PP-MLD C; Stable	1) CARE PP-MLD C; Stable (26- Apr-19) 2) CARE PP-MLD BBB+ (Under Credit watch with	1)CARE PP-MLD A+ (Under Credit watch with Developing Implications) (06-Mar-19)	1)CARE PP MLD AA+ (Under Credit watch with Developing Implications) (26-Dec-17)	-

					Developing Implications) (18-Apr-19)	2)CARE PP-MLD AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE PP-MLD AA (Under Credit watch with Developing Implications) (08-Oct-18)	2)CARE PP MLD AA+ (Under Credit watch with Developing Implications) (14-Jul-17) 3)CARE PP-MLD AA+; Stable (14-Apr-17)	
3.	Bonds-Tier II Bonds	LT	500.00	CARE C; Stable	1) CARE C; Stable (26-Apr-19) 2) CARE BBB+ (Under Credit watch with Developing Implications) (18-Apr-19)	1)CARE A+ (Under Credit watch with Developing Implications) (06-Mar-19) 2)CARE AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE AA (Under Credit watch with Developing Implications) (08-Oct-18)	1)CARE AA+ (Under Credit watch with Developing Implications) (26-Dec-17) 2)CARE AA+ (Under Credit watch with Developing Implications) (14-Jul-17) 3)CARE AA+; Stable (14-Apr-17)	-
4.	Debentures-Non Convertible Debentures	LT	2300.00	CARE C; Stable	1) CARE C; Stable (26-Apr-19) 2) CARE BBB+ (Under Credit watch with Developing Implications) (18-Apr-19)	1)CARE A+ (Under Credit watch with Developing Implications) (06-Mar-19) 2)CARE AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE AA (Under Credit watch with Developing Implications) (08-Oct-18)	1)CARE AA+ (Under Credit watch with Developing Implications) (26-Dec-17) 2)CARE AA+ (Under Credit watch with Developing Implications) (20-Nov-17) 3)CARE AA+ (Under Credit watch with Developing Implications) (14-Jul-17) 4)CARE AA+; Stable (14-Apr-17)	-
5.	Debentures-Non Convertible Debentures	LT	200.00	CARE D	1) CARE D (26-Apr-19) 2) CARE BBB+ (Under Credit watch with	1)CARE A+ (Under Credit watch with Developing Implications)	1)CARE AA+ (Under Credit watch with Developing Implications)	-

					Developing Implications) (18-Apr-19)	(06-Mar-19) 2)CARE AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE AA (Under Credit watch with Developing Implications) (08-Oct-18)	(26-Dec-17) 2)CARE AA+ (Under Credit watch with Developing Implications) (20-Nov-17) 3)CARE AA+ (Under Credit watch with Developing Implications) (14-Jul-17) 4)CARE AA+; Stable (14-Apr-17)	
6.	Debt	LT	1000.00	CARE C; Stable	1) CARE C; Stable (26-Apr-19) 2) CARE BBB+ (Under Credit watch with Developing Implications) (18-Apr-19)	1)CARE A+ (Under Credit watch with Developing Implications) (06-Mar-19) 2)CARE AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE AA (Under Credit watch with Developing Implications) (08-Oct-18)	1)CARE AA+ (Under Credit watch with Developing Implications) (18-Jan-18)	-
7.	Debentures-Non Convertible Debentures	LT	1000.00	CARE C; Stable	1) CARE C; Stable (26-Apr-19) 2) CARE BBB+ (Under Credit watch with Developing Implications) (18-Apr-19)	1)CARE A+ (Under Credit watch with Developing Implications) (06-Mar-19) 2)CARE AA (Under Credit watch with Developing Implications) (13-Nov-18) 3)CARE AA (Under Credit watch with Developing Implications) (08-Oct-18) 4)CARE AA+ (Under Credit watch with Developing Implications) (02-May-18)	-	-
8.	Debentures-Non	LT	200.00	CARE BBB (SO)	1) CARE A (SO)	1)CARE A+ (SO)	-	-

Convertible Debentures			(Under Credit watch with Developing Implications)	(Under Credit watch with Developing Implications) (18-Apr-19)	(Under Credit watch with Developing Implications) (06-Mar-19) 2)CARE AA (SO) (Under Credit watch with Developing Implications) (13-Nov-18)		
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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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Disclaimer

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