



Press Release

Rare Equity Private Limited

July 08, 2021

Rating Assigned

Total Facilities Rated*	Rs.500.00 Cr.
Long Term Rating	ACUITE AA+/Stable (CE) (Assigned; Conversion to Final from Provisional)

*Refer annexure for details

Rating Rationale

Acuité has converted and assigned the long-term rating on the Rs. 500.00 Cr. Non- Convertible Debentures of Rare Equity Private Limited (REPL) to '**ACUITE AA+ (CE)**' (read as **ACUITE double A plus; Credit Enhancement**) from '**ACUITE Provisional AA+ (CE)**' (read as **ACUITE Provisional double A plus; Credit Enhancement**). The outlook is '**Stable**'.

The conversion of the rating from provisional rating to final rating reflects satisfactory completion of documentation as required by Acuité. The documents received by Acuité are as follow:

- Appointment of a SEBI registered Debenture Trustee and signing of trust deed
- Share Pledge Agreement & Deed of Guarantee
- Receipt of the final term sheet and confirmation from trustee regarding the compliance with all the terms and condition of term sheet.
- Legal vetting of the documents to the satisfaction of Acuité

The rating takes into account the credit enhancement in the form of a trustee-administered structured payment mechanism backed by pledge of shares and personal guarantee of Mr. Rakesh Jhunjunwala and Mrs. Rekha Jhunjunwala. The rating considers support of resourceful promoters of REPL i.e. Mr. Rakesh Jhunjunwala and Mrs. Rekha Jhunjunwala. The rating further derives comfort from the strength of the structure which has laid out stringent conditions on identification of securities to be pledged, the times cover to be maintained and covenants governing stock/ sector concentration, top-up scenarios and conditions, payment mechanism, besides mandating non-disposal undertaking (NDU) on issuers partial ownership in shares of acquiring company. The guarantors can pledge the shares that are part of the 'BSE 100' which should form 80% of the total pledge portfolio. Accordingly, security cover is kept at 2.10 times of the initial principal value of the facility amount and going forward the level of security cover of the aggregate outstanding principal (principal and interest accrued) of the facility will be in the range of 1.75-2.45 times. REPL shall make payments of interest and principal amounts at the maturity as per the facility documents by at least T-7 days to the First Tranche Final Redemption Date and the Second Tranche Final Redemption Date. In case of non-payment by REPL, the debenture trustee would be entitled to and have the option to invoke the pledge and sell or transfer the Collateral Shares (or any portion thereof) to realize funds to the extent of such shortfall. The funds available in the Debenture Servicing Account can be invested in fixed deposits with any branch of Barclays Bank PLC acceptable to the Initial Debenture Holders, pending their utilization towards servicing the Debentures.

Acuité has also drawn comfort from the substantial unencumbered guarantor net worth (market value of listed investments net of borrowings) in relation to the other pledge based borrowings as on March 31, 2021, which ensures that adequate cushion is available in order to absorb unexpected shocks that may arise due to market volatility.

About the company

Mumbai based, REPL was incorporated in 1993 under the name of Marganta Textiles Private Limited. In the same year, Mr. Rakesh Jhunjunwala invested in the company. He became the major shareholder as well as

the promoter of the company. Subsequently in 2009, the name of the company was changed to its present name of Rare Equity Private Limited. The company is engaged in investment of funds in any private, government or public authority or company. REPL invests in the form of shares, stocks, bonds, debentures or securities. In FY2021

Under the rated transaction, REPL will acquire some stake Zydus Animal Health and Investments Limited (Zydus) through Zenex Animal Health India Private Limited (Zenex) by the way of slump sale. REPL will be holding 28.90% stake in Zydus AHL through Zenex for an investment of Rs.700 Cr. Out of which, Rs.200 Cr. shall be infused in REPL by Mr. Jhunjhunwala and rest will be funded via NCDs (against share pledge structured transaction) of Rs.500 Cr. in two tranches i.e. A: Rs.300 Cr. and B: Rs.200 Cr. Tranche A and B are zero coupon bonds having maturity of 3 years 1 day and 4 years 1 day, respectively.

Analytical Approach

Acuite has considered the standalone business and financial risk profile of REPL to arrive at the standalone rating and has further factored in the benefits arising from the strong structure while arriving at the rating. The suffix (CE) indicates credit enhancement arising from the strength of the structure and the underlying pledge of highly liquid securities. The strength of the underlying structure and continued adherence to the same is central to the rating.

Standalone (Unsupported) Rating: ACUITE BBB-/Stable

Key Rating Drivers

Strengths

• Strength of the underlying structure

The transaction is based on the shares pledge structure as well as guaranteed by Mr. Rakesh Jhunjhunwala and Mrs. Rekha Jhunjhunwala. The guarantors can pledge the shares either from pre-approved shares list provided by the subscriber or from the shares that are part of the 'BSE 100' which should form minimum 80% of the total pledge portfolio. Stocks outside 'BSE 100' are capped at 20%. The pledge portfolio is designed in such a way that:

- i. there should minimum five stocks maintained in the basket,
- ii. contribution of single stock is capped at 30% of the total pledge basket,
- iii. sectoral contribution is capped at 50% of the total pledge portfolio,
- iv. Shares from single promoter holding group should not exceed 40% (except TATA group, which is capped at 55%).
- v. Liquidity days should not exceed 3 days

The level of guarantee is such that the aggregate value of pledged shares at Initial Share Price shall be at least equal to 2.1 times of the Aggregate NCD Outstanding Amount. There will be a Share Pledge Agreement specifically mentioning unconditional and irrevocable rights to the Debenture Trustee to sell shares out of the Pledged basket as may be required to bridge any shortfall in the NCD Servicing Account. The Credit Enhancers shall also provide personal guarantee, favouring Debenture Trustee to specifically provide unconditional and irrevocable obligation to fund any shortfall in the NCD Servicing Account when called upon by the Debenture Trustee. There will also be a Non Disposal Undertaking (NDU) on 49% of Issuer's ownership (i.e. 28.9%) in shares of the Acquiring Company. The Debenture Trustee shall determine the portfolio value daily on the basis of the volume-weighted average share price of that particular day.

In the event the Issuer wishes to sell any shares in the acquiring Company, permissible after 12 months from the Pay-in date, NDU to be waived off by the NCD Holders subject to additional security being added to the Portfolio to increase the Portfolio Value to 2.33 times of the Aggregate NCD outstanding amount. The top-up and top-down conditions will also be revised to 2.00 times and 2.66 times from 1.75 time and 2.45 times of the Aggregate NCD outstanding amount respectively.

REPL shall make payments of interests and principal amounts due at the end of the tenor. The Issuer would be required to deposit the full servicing amount in the NCD servicing account at least 7 days prior to the first tranche final redemption date and the second tranche final redemption date (each such date, a "Guarantor Funding Date"), the Guarantor agrees to fund the Debenture Servicing Account to the extent of the shortfall.

In the event the Guarantor fails to fund the Debenture Servicing Account as specified hereinabove on the Guarantor Funding Date, the Debenture Trustee (acting on the instructions of the Debenture Holders provided by way of a Majority Resolution), would be entitled to and have the option to invoke the pledge and sell or transfer the Collateral Shares (or any portion thereof) to realize funds to the extent of such shortfall. The funds available in the Debenture Servicing Account can be invested in fixed deposits with any branch of Barclays Bank PLC acceptable to the Initial Debenture Holders, pending their utilization towards servicing the Debentures.

Acuite believes that the proposed structure provides adequate covenants to safeguard the interest of the lender. The lender has enough buffers available to initiate corrective action and mitigate the risks arising out of non-adherence to the proposed terms and conditions.

• Resourceful promoter

Mr. Rakesh Jhunjhunwala is one of well-known equity investors in India. He is a qualified Chartered Accountant and possesses extensive experience in fund investments. He has created wealth through careful stock selection, patience and conviction. He manages only his portfolio. The underlying structure of the transaction would be benefitting from the substantial unencumbered high net worth of the promoter. Acuite believes that the resourceful promoter ensures the adequate buffer available to absorb unexpected shocks arise from the volatility in the capital market.

Weaknesses

• Susceptibility to volatility in capital market

By virtue of being a share pledge based structure, it is exposed to the inherent volatility associated with capital markets. The performance of stocks listed on equity market is influenced by economic, political, other macroeconomic factors such as GDP, growth rate, inflation and expected movement in interest rates and also social factors that guide investor sentiments. Global factors also influence the movements in the domestic market. Acuite notes that any downturn in the capital markets may directly impact the value of the pledge portfolio thereby putting pressure to replenish the security cover by providing additional top-ups.

Liquidity Position – Adequate

Considering that REPL is equity funded, the liquidity position of the company is adequate. Further, the rated debt under the structure of Rs.500 crore shall be in the form of zero coupon bonds, fully repayable at the end of tenure. The repayment of the NCDs is not linked to the cash flows of either REPL or Zydus. Considering that the structure is backed by highly liquid securities having sufficient cover and substantial unencumbered guarantor net worth, the liquidity position of the structure is adequate.

Rating Sensitivity

- Adherence to stipulations mandated under the structure
- Decline in unencumbered net worth of the guarantors

Assessment for Adequacy of Credit Enhancement

The structure provides for adequate covenants to safeguard the interest of the lenders and has adequate buffers available to initiate timely corrective action and effectively mitigate the risk arising out of any adverse

market movements.

Outlook: Stable

Acuite believes that REPL will maintain 'Stable' credit risk profile over the medium term supported by its well-versed promoters in the capital markets. The outlook may be revised to 'Positive' in case of Increase in unencumbered percentage of the net worth. Conversely, the outlook may be revised to 'Negative' in case of sharp deterioration in the value or level of unencumbered investments.

About the Rated Entity - Key Financials

Particulars	Unit	FY21 (Actual)	FY20 (Actual)
Total Assets	Rs. Cr.	43.75	43.95
Total Income*	Rs. Cr.	(0.13)	5.13
PAT	Rs. Cr.	(0.30)	4.90
Networth	Rs. Cr.	43.63	43.93
Return on Average Assets (RoAA)	(%)	(0.68)	11.21
Return on Average Net Worth (RoNW)	(%)	(0.68)	11.21
Total Debt/Tangible Net Worth (Gearing)	Times	0.00	0.00
Gross NPA	(%)	NA	NA
Net NPA	(%)	NA	NA

*Total income equals to Net interest income plus other income

Material Covenants

- Security cover to be maintained at 2.10 times
- Liquidity days not to exceed 3 days

Status of non-cooperation with previous CRA (if applicable)

None

Any other information

Not Applicable

Applicable Criteria

- Default Recognition - <https://www.acuite.in/view-rating-criteria-52.htm>
- Service Entities - <https://www.acuite.in/view-rating-criteria-50.htm>
 - Financial Ratios And Adjustments - <https://www.acuite.in/view-rating-criteria-53.htm>
- Explicit Credit Enhancements - <https://www.acuite.in/view-rating-criteria-49.htm>

Note on complexity levels of the rated instrument

<https://www.acuite.in/view-rating-criteria-55.htm>

Rating History (Upto last three years)

Date	Name of Instrument / Facilities	Term	Amount (Rs. Cr.)	Ratings/Outlook
30-Jun-2021	Proposed Non-Convertible Debentures	Long Term	300.00	ACUITE Provisional AA+ (CE)/ Stable (Assigned)
	Proposed Non-Convertible Debentures	Long Term	200.00	ACUITE Provisional AA+ (CE)/ Stable (Assigned)

Annexure- Details of Instruments rated

Name of the Facilities	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. Cr.)	Ratings/Outlook
Non-Convertible Debentures	07-July-2021	Zero Coupon Bond	07-Aug-2024	300.00	ACUITE AA+ (CE)/ Stable (Assigned; Converted to Final from Provisional)
Non-Convertible Debentures	07-July-2021	Zero Coupon Bond	07-Aug-2025	200.00	ACUITE AA+ (CE)/ Stable (Assigned; Converted to Final from Provisional)

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About Acuité Ratings & Research:

Acuité Ratings & Research Limited is a full-service Credit Rating Agency registered with the Securities and Exchange Board of India (SEBI). The company received RBI Accreditation as an External Credit Assessment Institution (ECAI), for Bank Loan Ratings under BASEL-II norms in the year 2012. Since then, it has assigned more than 8,000 credit ratings to various securities, debt instruments and bank facilities of entities spread across the country and across a wide cross section of industries. It has its Registered and Head Office in Mumbai.

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