

Press Release

EDEL Finance Company Limited

August 05, 2022



Rating Downgraded

Product	Quantum (Rs. Cr)	Long Term Rating	Short Term Rating
Non Convertible Debentures (NCD)	200.00	ACUITE AA- Negative Downgraded	-
Total Outstanding Quantum (Rs. Cr)	200.00	-	-
Total Withdrawn Quantum (Rs. Cr)	0.00	-	-

Rating Rationale

Acuité has downgraded the long-term rating to 'ACUITE AA-' (read as ACUITE double A minus) on the Rs. 200.00 Cr. Proposed Non-Convertible Debentures of Edel Finance Company Limited (ECFL) from 'Acuite AA' (read as Acuite double A) . The outlook on the ratings continues to remain 'Negative'.

The rating revision factors in the continuing weakness in the business profile of Edelweiss Group and the consequent deterioration in its earnings profile over the last 2-3 years which is expected to persist over the medium term. Given the strategic intent of the management to focus on primarily fee based businesses, there has been a consistent decline in the group AUM along with ongoing concerns on the asset quality of the existing lending portfolio. Acuité believes that the decision to slow down on the fund based businesses will lead to a lesser diversity in its revenue streams and will have a significant bearing on the group's earnings quality. While the credit business has been recording losses for the last three years, the agency business which comprises of broking, advisory, product distribution and other fee based businesses has reported a steep decline in PBT from Rs. 256 Cr. in FY 2020 to ~Rs. 86 Cr. in FY 2022 with a YoY decline of ~50%, while there has been a sizeable growth in the asset management business with the mutual fund AUM growing from Rs. 28,000 Cr as on Mar-20 to Rs. 85000 Cr as on Mar-22. The group's share in the wealth management business has declined to 44 per cent and the long gestation insurance businesses continues to be in a loss situation. The ARC business, which currently is contributing significantly to the overall profitability of the group, will be subject to cyclicity and volatility in its earnings given the unpredictable recoveries from the acquired assets.

The Group reported moderate profitability for FY2022 with profit after tax of Rs.212 Cr. against Rs. 254 Cr. in FY2021. The group reported a modest ROA at 0.49 % for the FY2022 against 0.52% for the FY2021 Furthermore, NIMs declined to 0.26% of average earning assets in FY2022 as against 0.77% of average earning assets in FY2021.

There has been constant pressure on the asset quality of the group. The GNPA stood at 7.12 percent on March 31, 2022 (considering the fully provisioned accounts of Rs.558 Cr.) as compared to 7.73 percent on March 31, 2021 (4.89 percent on December 31, 2021). The AUM declined to Rs.12447 Cr. on March 31, 2022 from Rs. 15279 Cr. as on March 31, 2021. The reduction in AUM is not only because of downsizing of wholesale sale books but is also on the account of the decline in the retail assets. The retail mortgage has reduced from Rs.4834 Cr. As on March 31,2021 to Rs.3670 Cr. As on March 31, 2022.

Nevertheless, the rating continues to take into account Edelweiss Group's established track record in financial services, adequate capitalization levels and comfortable liquidity profile. The rating takes cognizance of the Group's strategic intent on re-building its retail loan franchise with focus on the co-origination model, which will keep it asset light and provide granularity to loan portfolio. The rating factors in the growth of ~85 percent in the Mutual Fund AUM and the ~60 percent growth in number of policies issued in the general insurance business. The rating also takes into consideration the group's reducing debt and demonstrated resource raising ability.

Acuité believes demonstrating sustainable improvement in profitability and revenue streams in the evolving operating environment along with improvement in the asset quality would remain key rating monitorables.

About the company

Edel Finance Company Limited ('the Company') a public limited company domiciled and incorporated under the provisions applicable in India under the Companies Act, 1956. The Company was incorporated on October 16, 1989 and is wholly owned subsidiary of Edelweiss Financial Services Limited. The Company was primarily engaged in the business of lending and investment and is registered with the Reserve Bank of India ('RBI') as a Systematically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI). Company got converted to Core Investment Company as NBFC-CIC-ND-SI on 09th October 2018.

About the Group

Headquartered in Mumbai, Edelweiss Financial Services Limited (EFSL), the holding company of Edelweiss Group, was incorporated in 1995 and has diversified its line of operations across various fund based and non-fund based businesses. Edelweiss Group is promoted by Mr. Rashesh Shah and Mr. Venkat Ramaswamy and offers a bouquet of financial services to a diversified client base across domestic and global geographies. Its key line of business includes Credit (retail and corporate), Asset Management, Asset Reconstruction, Insurance (life and general) and Wealth management including Capital Markets. The Edelweiss Group comprises Edelweiss Financial Services Limited, 30 subsidiaries and 10 associates as on March 31, 2022. Post divestment of significant stake in wealth management business, the number of subsidiaries and associate companies have changed. Edelweiss group has a pan India presence with a global footprint extending across geographies with offices in New York, Mauritius, Dubai, Singapore, Hong Kong and UK.

Analytical Approach

Acuité has adopted a consolidated approach on Edelweiss Financial Services Limited (EFSL) along with its 30 subsidiaries and 10 associates as on March 31, 2022, collectively referred to as 'Edelweiss group'. The approach is driven by common promoters, shared brand name, significant operational and financial synergies between the companies. Acuité has rated secured NCDs as well as perpetual NCDs issued by Edelweiss group companies. It is pertinent to note that, Unsecured Subordinated Non-Convertible Debentures (i.e. Perpetual NCDs) are rated at a lower level vis-à-vis the regular secured debt instruments. This is in view of the significant loss absorption characteristics associated with these perpetual instruments. The issuer may be required to skip/defer the coupon/interest payment in case of certain events such as decline in CAR below regulatory thresholds.

Extent of consolidation: Full

Key Rating Drivers

Strength

Strong parentage

Edelweiss Group is promoted by Mr. Rashesh Shah and Mr. Venkat Ramaswamy, who are seasoned professionals in the financial services industry with over two decades of experience. The promoters are supported by experienced professionals who are into financing, wealth, and asset management businesses. The group has a diverse business profile in financial services with presence in segments such as retail credit (including agri-finance), wholesale

lending, warehousing services, asset reconstruction, asset management, wealth management and capital market including stock broking and insurance business. The various verticals of the group as mentioned above are now under the following broad categories i.e. Credit (retail and corporate), Asset Management, Asset Reconstruction, Insurance (life and general) and Wealth management including Capital Markets. The Group had consolidated loan book of Rs.12,447 Cr. as on March 31,2022 as against Rs.15279 Cr. as on March 31,2021, of which retail credit was Rs.8033 Cr. (Rs.6,813 as on March 31,2021) and wholesale credit at Rs.5698 Cr. as on March 31,2022 (Rs.7,246 Cr. as on March 31,2021). The wholesale segment comprised loans to realtors and structured Credit. The Group has been attempting to gradually increase its exposure to retail segment and is in talks with multiple banks for lending under co-origination model. It has taken several steps to reduce its exposure to the wholesale segment and reorient the portfolio toward small and mid corporate lending segments. Besides the fund-based activities, Edelweiss Group also has an established franchise in the capital market related business across corporate finance and advisory domains including broking, investment banking, wealth management, and asset management. The group has completed sale of its majority stake in wealth management business to PAG. As on March 31, 2022, the group had customer assets of about Rs.357,700 Cr. (about Rs. 280,800 Cr. as on March 31,2021). Most of the businesses of the group present significant synergies amongst themselves and growth potential both on the assets and liabilities side. The access to a pool of HNIs can be leveraged to create fund based structures which can be utilized to support the AUM growth of the group. Acuité believes Edelweiss group's established position in financial services and diversified range of fee and fund-based product offerings will continue to support its business risk profile.

Diversified funding profile

The group's financial flexibility is supported by its demonstrated ability to mobilise resources from diversified set of investors across domestic banks, Institutional investors and lenders, foreign investors and domestic retail investors amongst others. The Group has attracted investments from reputed international investors such as CDPQ (Caisse de dépôt et placement du Québec), and PAG Asia. In the past, the Group also raised capital from KORA Management and Sanaka Capital. In July 2021, the Group announced stake sale of 70%, subject to regulatory approvals, in its insurance broking business to existing investor, Gallagher Insurance for consideration of ~Rs.308 Cr. Pursuant to this deal, Gallagher Insurance will have complete ownership of this business. As on March 31, 2022, borrowings stood at Rs.22,711 Cr. The Group's NCD issuances targeted at the retail investor have been well accepted in the markets. The Group also has large institutional client base in its various funds such as distressed Credit fund, Real estate Credit Fund, Structured debt fund and Infrastructure Fund. The group has also demonstrated its ability to support chunky real estate projects with a need for completion funding by setting up an AIF with South Korea based Meritz Group with a corpus of USD 425 million. Acuité expects the Group to continue to benefit from diversified funding mix across domestic banks, Institutional investors and lenders, foreign investors and domestic retail investors amongst others.

Adequate gearing levels and liquidity buffer

The Group's networth (excluding non controlling interest share) stood at Rs.6537 Cr. as on March 31, 2022 (Rs.6577 Cr. as on March 31,2021). Concomitantly, capital adequacy of the credit business stood at 31.7 percent as on March 31, 2022. The group further reduced its borrowings to Rs.22711 Cr. as on March 31,2022 as against Rs.28436 Cr. as on March 31,2021 translating into improved gearing ratio (reported borrowings/networth) of 3.47 times as on March 31,2022 from 4.32 times as on March 31,2021. Further, the Group continued to maintain adequate liquidity buffer over this period and reported liquidity of Rs.5,500 Cr. as on March 31,2022 comprising Rs.4,950 Cr. of overnight liquidable and treasury assets and Rs.550 Cr. in bank lines.

Weakness

Reduced diversity of the group business

There is a shift from the fund based business model to non-fund based business by the group. This has impacted the revenue streams of the group. The stake in wealth business has been diluted to 44 percent and the insurance business has a long gestation period. The income

streams from the credit business and agency business of the group have shown a continuous decline over the last three years. PBT from agency business declined to ~Rs.85 Cr. In March 31, 2022 from ~Rs. 172 Cr. In March 31, 2021 (~Rs.256 Cr. In FY2020) and the credit business has been generating losses during the same time. This provides less stability to the income profile of the group were the ARC business, which is the key driver, is susceptible to the cyclicity and volatility of the industry and regulatory environment.

Susceptibility in the earning profile

The Group reported moderate profitability for FY2022 with profit after tax of Rs.212 Cr. against Rs. 254 Cr. in FY2021. The wholesale segment currently carries fully provisioned accounts of Rs.558 Cr. The group reported a modest ROA at 0.49 % for the FY2022 against 0.52% for the FY2021. Furthermore, NIMs declined to 0.26% of average earning assets in FY2022 as against 0.77% of average earning assets in FY2021 due to degrowth in loan book resulting in decline in interest income. The Group reported profit after tax (excluding minority interest and including share in associate's profit) of Rs.189 Cr. on total income of Rs.4,321 Cr. for FY2022 (Rs.252 Cr. and Rs.7015 Cr. In FY2021 respectively). Acuité also takes notes of several measures taken by the Group to rationalize cost and improve profitability including coorigination model for building retail portfolio, which is expected to reflect in coming quarters and focus on non-fund business streams. Acuité believes that Group's ability to sustain improvement in earnings profile in the current operating environment coupled with the intense competition in the retail segment will be key rating monitorable.

Continuous decline in AUM

Edelweiss Group's credit lending offerings are spread across two segments i.e. retail segments and wholesale segments. The retail segment (54% of the loan book as on March 31, 2022) comprises housing finance, Loan against Property, Construction finance, SME loans, Loan against Securities while the wholesale segment (46% of the loan book as on March 31, 2022) comprises Structured Collateralized Credit and Real Estate financing. The Group's loan book decline ~18.5% to Rs.12,447 Cr. as on March 31, 2022 against Rs.15,279 Cr. as on March 31, 2021 and Rs.21,032 Cr. as on March 31, 2020. The book has declined at a CAGR of ~23% from 2019. The retail mortgage has reduced from Rs.4834 Cr. As on March 31, 2021 to Rs.3670 Cr. As on March 31, 2022. The decline in the loan book is primarily driven by the management's strategic decision to consciously scale down the exposure to the wholesale segment and cautious sanctions in the retail sector.

Constant pressure on asset quality

While the decline in loan book continued, the asset quality witnessed only marginal improvement with the Group's Gross NPAs (GNPAs) at Rs.886 Cr. (7.12 % of loan assets) Including Rs.558 Cr. Of fully provisioned accounts as on March 31, 2022 as against Rs.1182 Cr. (7.7% of loan assets) as on March 31, 2021 As on March 31, 2022, top 20 exposures accounted for ~25% of the overall loan book. The group's wholesale segment mostly comprises exposures to real estate developers for their projects. The cash flows of these realtors and the quality of these exposures is linked to the revival in the real estate cycle. The group has already initiated steps to prune its exposure to the wholesale segment through various initiatives such as slowing down fresh sanctions and sell down of existing assets to dedicated funds and ARCs. Acuité believes that the Group's ability to attain any significant improvement in asset quality amidst current economic environment will remain a key rating sensitivity.

ESG Factors Relevant for Rating

Edelweiss Group offers a bouquet of financial services to a diversified client base across domestic and global geographies. The Group has presence in segments such as retail credit (including agri-finance), wholesale lending, warehousing services, asset reconstruction, asset management, wealth management and capital market including stock broking and insurance business. Adoption and upkeep of strong business ethics is a sensitive material issue for the financial services business linked to capital markets to avoid fraud, insider trading and other anti-competitive behaviour. Other important governance issues relevant for the industry include management and board compensation, board independence as well as diversity, shareholder rights and role of audit committee. As regards the social factors, product or service quality has high materiality so as to minimise misinformation about the

products to the customers and reduce reputational risks. For the industry, retention, and development of skilled manpower along with equal opportunity for employees is crucial. While data security is highly relevant due to company's access to confidential client information, social initiatives such as enhancing financial literacy and improving financial inclusion are fairly important for the financial services sector. The material of environmental factors is low for this industry. Edelweiss Group's board comprises of eleven directors with two women directors. Of the total eleven directors, six are independent directors. The Group maintains adequate disclosures for business ethics which can be inferred from its policies relating to code of conduct, whistle blower protection and related party transactions. The Group has formed a Risk Committee with four out of five members being independent directors for among other things, identifying and evaluating risks and development, implementing and tracking risk management efforts. All the members of Audit Committee are independent directors. For redressal of grievances of the security holders, it has constituted a Stakeholders' Relationship Committee. The Group also has a committee for appointment, remuneration and performance evaluation of the Board. On the social aspect, the Group has taken development and training initiatives towards career development of its employees. The Group has put in place data privacy policy to ensure adequate safeguards for collection, storage and processing of personal and sensitive information and data of customers and third parties. Further, the Group has set up EdelGive foundation, a grant-making foundation which is funding and supporting the growth of small to mid-sized grassroots NGOs committed to empowering vulnerable children, women, and communities. Over the last 13 years, EdelGive has supported over 150 organizations across 111 districts in 14 states of India.

Rating Sensitivity

- Movement in profitability as per the expectations
- Growth in AUM for retail lending
- Movement in the asset quality and collection efficiency
- Changes in Regulatory environment
- Significant capital infusion

Material Covenants

Edelweiss Group is subject to covenants stipulated by its lenders/investors in respect of various parameters like capital structure, asset quality among others. As per confirmation received from the Group vide mail dated July 01, 2022, 'the Group is adhering to all terms and conditions stipulated as covenants by all its lenders/investors.

Liquidity Position Adequate

EFSL's liquidity profile is supported by the group's centralised treasury operations and adequate liquidity position. The group has demonstrated the ability to raise medium to long term funding from banks/capital markets which should support the Group's ability to plug any possible mismatches. The Group's liquidity profile is supported by funding from diversified base i.e. banks and financial institutions along with capital market instruments like CBLO borrowings, Commercial Papers and NCDs. The Group's expected repayment obligations maturing during FY2023 are around Rs. 9,900 Cr. against expected inflows of Rs. 9,000 Cr. during the same period. The Group on a consolidated basis had maintained liquidity buffers of Rs.5,500 Cr. (includes bank lines of Rs.550 Cr.) as on March 31, 2022.

Outlook : Negative

Acuité believes that the Edelweiss Group's Credit profile will continue to face pressures over the near to medium term on account of the deterioration of asset quality and profitability. The decision to slow down on the fund based businesses is expected to lead to lesser diversity in its revenue streams and will have a significant bearing on the group's earnings quality.

Acuité will be closely monitoring the performance of the Group and any further impairment in asset quality or reduction of profitability will impart a strong negative bias to the rating. The outlook may be revised to Stable in case Edelweiss Group is able to demonstrate significant and sustained improvement in asset quality and profitability.

Key Financials - Standalone / Originator

	Unit	FY22 (Actual)	FY21 (Actual)
Total Assets	Rs. Cr.	2980.34	3012.77
Total Income*	Rs. Cr.	12.01	-10.53
PAT	Rs. Cr.	22.18	-124.16
Net Worth	Rs. Cr.	1093.10	1070.99
Return on Average Assets (RoAA)	(%)	0.74	-4.33
Return on Average Net Worth (RoNW)	(%)	2.05	-11.10
Total Debt/Tangible Net Worth (Gearing)	Times	1.76	1.83

*Total income equals to Total Income net off interest expense
Total income inclusive if total investment income
Total Assets net of DTA
Ratios as per Acuité calculations

Key Financials - Consolidated

	Unit	FY22 (Actual)	FY21 (Actual)
Total Assets	Rs. Cr.	42123.2	45015.5
Total Income*	Rs. Cr.	4320.49	7014.82
PAT	Rs. Cr.	212.08	253.91
Net Worth	Rs. Cr.	6537.42	6577.16
Return on Average Assets (RoAA)	(%)	0.49	0.52
Return on Average Net Worth (RoNW)	(%)	3.23	4.01
Total Debt/Tangible Net Worth (Gearing)	Times	3.47	4.32
Gross NPA	(%)	7.12	7.73
Net NPA	(%)	1.62	4.10

*Total income equals to Total Income net off interest expense
Total income inclusive if total investment income
Total Assets net of DTA

Ratios as per Acuité calculations

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

Not Applicable

Any other information

Not Applicable

Applicable Criteria

- Application Of Financial Ratios And Adjustments: <https://www.acuite.in/view-rating-criteria-53.htm>
- Consolidation Of Companies: <https://www.acuite.in/view-rating-criteria-60.htm>
- Default Recognition: <https://www.acuite.in/view-rating-criteria-52.htm>
- Non-Banking Financing Entities: <https://www.acuite.in/view-rating-criteria-44.htm>

Note on complexity levels of the rated instrument

www.acuite.in/view-rating-criteria-55.htm

Rating History

Date	Name of Instruments/Facilities	Term	Amount (Rs. Cr)	Rating/Outlook
25 May 2022	Proposed Non Convertible Debentures	Long Term	200.00	ACUITE AA Negative (Assigned)

Annexure - Details of instruments rated

Lender's Name	ISIN	Facilities	Date Of Issuance	Coupon Rate	Maturity Date	Quantum (Rs. Cr.)	Rating
Not Applicable	Not Applicable	Proposed Non Convertible Debentures	Not Applicable	Not Applicable	Not Applicable	200.00	ACUITE AA- Negative Downgraded (from ACUITE AA)

Contacts

Analytical	Rating Desk
Mohit Jain Senior Vice President-Rating Operations Tel: 022-49294041 mohit.jain@acuite.in Basil Paul Manager-Rating Operations Tel: 022-49294065 basil.paul@acuite.in	Varsha Bist Senior Manager-Rating Operations Tel: 022-49294011 rating.desk@acuite.in

About Acuité Ratings & Research

Acuité is a full-service Credit Rating Agency registered with the Securities & 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. Acuité has assigned 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 Kanjurmarg, Mumbai.

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