

June 28, 2023

To,
BSE Limited
P.J Tower, Dalal Street,
Mumbai 400 001

Dear Sir/Madam,

Sub: Intimation under Regulation 51(1) & 51 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Rating Action - Long-term rating revised to 'Watch with Negative Implications'; short-term rating reaffirmed

Pursuant to Regulation 51(1) & 51 (2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that CRISIL Ratings Limited has revised its rating watch on long-term debt instruments of HDFC Credila Financial Services Limited to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications'. The rating on Commercial Paper has been reaffirmed at 'CRISIL A1+' as per attached rationale.

Thanking You,

Yours faithfully


For HDFC Credila Financial Services Limited


Akanksha Kandoi
Company Secretary & Compliance Officer

HDFC CREDILA FINANCIAL SERVICES LIMITED

Corporate Identity Number: U67190MH2006PLC159411

 **Regd. Office:** B-301, Citi Point, Andheri-Kurla Road, Next To Kohinoor Continental, Andheri (East), Mumbai 400 059, India

 **Tel:** +91-22-28266636

 **Email:** loan@hdfccredila.com

Rating Rationale

June 28, 2023 | Mumbai

HDFC Credila Financial Services Limited

Long-term rating revised to 'Watch with Negative Implications'; short-term rating reaffirmed

Rating Action

| | |
|--|---|
| Rs.200 Crore Perpetual Bonds | CRISIL AAA/Watch Negative (Revised to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications') |
| Rs.100 Crore Perpetual Bonds | CRISIL AAA/Watch Negative (Revised to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications') |
| Rs.2000 Crore Non Convertible Debentures | CRISIL AAA/Watch Negative (Revised to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications') |
| Rs.650 Crore Non Convertible Debentures | CRISIL AAA/Watch Negative (Revised to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications') |
| Rs.1500 Crore Commercial Paper | CRISIL A1+ (Reaffirmed) |
| Non Convertible Debentures Aggregating Rs.2350 Crore | CRISIL AAA/Watch Negative (Revised to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications') |
| Subordinated Debt Aggregating Rs.725 Crore | CRISIL AAA/Watch Negative (Revised to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications') |

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings.

The Board of Directors also does not discuss any ratings at its meetings.

1 crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has revised its rating watch on long-term debt instruments of HDFC Credila Financial Services Limited (HDFC Credila) to 'Rating Watch with Negative Implications' from 'Rating Watch with Developing Implications'. The rating on Commercial Paper has been reaffirmed at 'CRISIL A1+'.

The rating action follows HDFC Credila's announcement dated June 19, 2023, stating that it has entered into a definitive agreement with their parent company Housing Development Finance Corporation Limited (HDFC Limited, rated CRISIL AAA/Stable/CRISIL A1+), HDFC Bank Limited, and potential acquirers i.e. BPEA EQT Group owned Kopvoorn B.V. and Chrys Capital group owned entities Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners.

The proposed transaction involves sale of approximately 90% of the Company's total issued and paid-up share capital for a consideration of Rs 9060 crore and primary capital investment of up to ~Rs 2003.6 crore from the potential acquirers. The transaction is subject to regulatory approvals and dispensations (including the RBI and Competition Commission of India).

BPEA EQT is a global investment organisation, which combines the private equity teams from Baring Private Equity Asia (BPEA) and EQT Asia, with more than USD 25 billion of capital deployed since inception. Chrys Capital is an India focussed investment firm with ~USD 5 billion of asset under management across nine funds. Both BPEA EQT and Chrys Capital have multiple investments in financial services in India.

The existing analytical approach factors in the support expected from the parent HDFC Ltd (100% shareholder as on March 31, 2023) and draws benefit from strong managerial and financial support.

Once the transaction is consummated, the parent support factored in the existing analytical approach will be discontinued. The revised analytical approach will be based on the standalone credit risk profile of HDFC Credila and benefits, if any, emanating from the incoming consortium of investors.

The transaction announcement follows the regulatory directive to HDFC Bank dated April 21, 2023, permitting it to continue holding HDFC Limited's stake in HDFC Credila, subject to the shareholding being brought down to 10% within two years from the effective date of the merger and not onboarding new customers. The embargo on new customer acquisition would entail substantial business implications. However, CRISIL Ratings understands that the Credila and HDFC management are in discussions with the regulator to lift the restriction, in light of the proposed transaction.

In light of the above developments, the long-term rating has been placed on Rating Watch with Negative Implications while the short term rating has been reaffirmed.

CRISIL Ratings will track the progress on the transaction and have discussions with the management and the incoming investor consortium to understand their support stance, commitment, strategic importance and long-term business and financial strategy for the company. The watch will be resolved once all requisite regulatory approvals are in place, and once greater clarity emerges on the said aspects.

The rating on the perpetual bonds reflects the comfortable buffer consistently maintained by HDFC Credila over the regulatory capital adequacy requirements, and high financial flexibility due to HDFC's ownership. HDFC Credila is adequately capitalised and has maintained a cushion of >3% over the regulatory minimum capital ratio over the last five years. CRISIL Ratings believes that it will maintain a comfortable cushion going forward (see CRISIL publication 'CRISIL Criteria for Rating Hybrid Instruments Issued by NBFCs/HFCs' dated December 2016 for details on CRISIL's approach for rating such instruments). The approach on the ratings of this instrument will also be revisited once clarity emerges on the overall transaction.

The ratings will continue to reflect strong expectation of managerial, financial, and operational support from the parent, HDFC till the proposed transaction is concluded. The rating also continues to factor HDFC Credila's experienced management with strong processes and systems, and an adequate resource profile. These strengths are partially offset by moderate scale of operations.

Analytical Approach

For arriving at the ratings, CRISIL Ratings has considered the standalone business and financial risk profiles of HDFC Credila and has factored in the support expected from the parent, HDFC.

Key Rating Drivers & Detailed Description

Strengths:

Strong managerial, financial and operational support from the parent

HDFC viewed education loans as a segment with high growth potential in the long term; HDFC Credila, India's first dedicated non-banking financial company (NBFC) offering education loans, is the vehicle to target this segment. Although HDFC Credila has an overall moderate scale of operations, the strong involvement of HDFC clearly reflects its confidence in the growth potential of the education loan business and plans to ramp-up HDFC Credila's operations commensurately. Currently, there are two directors on the company's board from HDFC. These directors, along with the rest of the board, take an active interest in the formulation of the company's business strategies. Moreover, HDFC Credila benefits from its association with HDFC and its established branch network and infrastructure in the sourcing of business.

HDFC has infused around Rs 800 crore in fiscal 2023, prior to which it had infused Rs 250 crore in fiscal 2020, Rs 50 crore in fiscal 2019 and Rs 80 crore in fiscal 2018 as additional capital into HDFC Credila. Since December 12, 2019, the company became a wholly owned subsidiary of HDFC post-acquisition of balance shares from the original promoters.

However, considering the proposed transaction, extent of impact on support stance of incoming investors along with implication on business and financial synergies will be monitored.

Experienced management with strong processes and systems

With HDFC taking over full ownership of HDFC Credila, Mr Arijit Sanyal was appointed as the Managing Director and Chief Executive Officer and took over the reins from the erstwhile promoters, Mr Ajay Bohora and Mr. Anil Bohora. The company has an experienced management team with veterans from the banking and financial services industry. Moreover, it benefits from being the first education loans focused NBFC in a segment that is predominantly dominated by banks. It has also built strong systems and processes over the past many years that help mitigate asset quality risks of this segment. The company has a large database of colleges and over 200,000 courses which it uses for taking decisions on loans. The company has developed credit scoring models for disbursing loans to borrowers of which around 27% are secured loans as on March 31, 2023, and all loans have a co-borrower. The company is likely to remain a strong player in the education loan industry.

Adequate resource profile

The strong parentage helps HDFC Credila access a large pool of investors and raise debt at competitive costs. As on March 31, 2023, the company had total borrowing of Rs 13,655 crore raised at a competitive borrowing cost. It has been able to gradually diversify its resource profile and reduce the dependence on bank borrowing. As on March 31, 2023, bank borrowing constituted 65% (54% as on March 31, 2022) of the total borrowing. The company has also been able to raise USD 100 million external commercial borrowing in the fiscal 2020. It is expected to increase the proportion of capital-market borrowing and continue to diversify the resource mix over the medium term depending on market conditions. Considering the proposed transaction, the company's ability to raise resources will be monitored.

Adequate capitalisation

HDFC Credila had adequate capitalisation with a networth and a gearing of Rs 2,435 crore and 5.6 times as on March 31, 2023. (Rs 1,361 crore and 5.5 times, respectively, as on March 31, 2022). Capitalisation is supported by equity infusion of Rs 800 crore in fiscal 2023 by HDFC Limited through rights issue.

Historically, HDFC Credila operated at relatively high gearing levels of 7.6 times as on March 31, 2019, and 8.3 times as on March 31, 2018. Nevertheless, supported by capital infusion of Rs 250 crore by HDFC in fiscal 2020, the gearing improved to 5.9 times as on March 31, 2020. The gearing further improved to 4.6 times as on March 31, 2021. This was on account muted loan book growth largely due to lower disbursements and higher prepayments in fiscal 2020 and fiscal 2021 due to the on and off lockdowns and restrictions on international travel during the Covid 19 pandemic. However, with pick-up in disbursements in FY22, the gearing increased to 5.5 times as on March 31, 2022. Further during fiscal 2023, in order to support growth, gearing had reached to 7.3 times as on September 30, 2022. However, HDFC Limited infused equity capital to bring back the gearing to adequate levels of 5.6 times as on March 31, 2023.

Once the proposed transaction is consummated, the expected primary capital infusion of Rs 2003.6 crore will strengthen the capitalisation of the company. Further, adequate internal cash accruals (consistent with a return on equity of more than 14% over the past five fiscals) are expected to support capitalisation.

Weakness:

Moderate scale of operations with limited seasoning of the loan book

Scale of operations is moderate; however, the business has seen significant growth in fiscal 2023 and fiscal 2022. On account of lockdowns related to the pandemic, disbursements were impacted in fiscal 2021, however, disbursements had picked up in fiscal 2022 to Rs 4,309 crore and further to Rs 7,992 crore in fiscal 2023. As a result, the loan book grew to Rs 8,838 crore as on March 31, 2022, and further to Rs 15,298 crore as on March 31, 2023.

Gross stage 3 assets have improved to 0.17% (Rs 25.4 crore) as on March 31, 2023, from 0.57% (Rs 50.6 crore) as on March 31, 2022. Further, as on March 31, 2023, restructured accounts, have reduced to 0.08% (Rs 12.51 crore) from 0.62% (Rs 55.02 crore) as on March 31, 2022. Of restructured book, Rs 6.9 crore and Rs 31.4 crore were classified as gross stage 3 as on March 31, 2023, and March 31, 2022, respectively. Further, given high growth in recent years, a significant part of the loans disbursed are in the moratorium period and hence, the seasoning of the loan portfolio is limited at this stage. However, the overall gross stage 3 assets remain low and comfortable.

Nevertheless, the ability to successfully recover the loans across business cycles is yet to be tested for the newer markets like Canada and UK.

Liquidity: Superior

The company has adequate cash and liquid investments of Rs 1749 crore and unutilised bank lines of Rs 525 crore as on May 31, 2023. This is sufficient to meet upcoming debt repayments (including interest expense) till and beyond December 31, 2023. Liquidity position is further supported by the parentage of HDFC.

Rating Sensitivity factors

Downward factors

- Downward change in the credit risk profile of HDFC by 1 notch could lead to a similar rating change on HDFC Credila
- Any material change in the shareholding or support philosophy of HDFC impacting the quantum and timing of support.

About the Company

HDFC Credila was incorporated on February 1, 2006, promoted by Mr Anil Bohora and Mr Ajay Bohora. The company is registered as a non-deposit taking NBFC with the Reserve Bank of India. It is in the business of originating, funding, and servicing educational loans. With HDFC buying out the promoters' stake in fiscal 2020, the company became a wholly owned subsidiary of HDFC since December 12, 2019. The company has been converted to a public limited company with effect from October 8, 2020.

HDFC Credila has eight own offices, and at other places does business through the branches of HDFC. The company uses various channels for sourcing and marketing, which include the internet, branch network of HDFC and a few private sector banks, partnering with colleges, education consultants, and test preparation centres, advertising, and direct marketing.

The loan book (gross) was at Rs 15,298 crore as on March 31, 2023 (Rs 8,838 crore as on March 31, 2022). The networth was Rs 2,435 crore as on this date (Rs 1,361 crore as on March 31, 2022). Tier-1 and overall capital adequacy ratios were 14.6% and 20.4%, respectively, as on March 31, 2023 (14.8% and 18.9%, respectively, as on March 31, 2022). The Company has raised equity capital of Rs. 800 Cr. from HDFC Ltd. in fiscal 2023 to strengthen its capital position.

For fiscal 2023, profit after tax (PAT) was Rs 276 crore on total income of Rs 1352 crore, against a PAT of Rs 206 crore on total income of Rs 824 crore for the previous fiscal.

Key Financial Indicators

| As on/for the period ended | Unit | Mar-23 | Mar-2022 |
|--------------------------------------|-----------------|---------------|-------------|
| Total Assets | Rs crore | 16.446 | 9107 |
| Total income | Rs crore | 1352 | 824 |
| PAT | Rs crore | 276 | 206 |
| Gross stage 3 assets | % | 0.17 | 0.57 |
| Gearing | Times | 5.6 | 5.5 |
| Return on assets (annualised) | % | 2.2 | 2.6 |

Any other information: Not applicable

Note on complexity levels of the rated instrument:

CRISIL Ratings' complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings' complexity levels please visit www.crisilratings.com. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

| ISIN | Name of instrument | Date of allotment | Coupon rate (%) | Maturity date | Issue size | Complexity level | Rating outstanding with Outlook |
|------|--------------------|-------------------|-----------------|---------------|------------|------------------|---------------------------------|
|------|--------------------|-------------------|-----------------|---------------|------------|------------------|---------------------------------|

| | | | | | (Rs.Cr) | | |
|--------------|-----------------------------|------------|------------------|---------------|---------|----------------|---------------------------|
| NA | Non-convertible debentures* | NA | NA | NA | 1700 | Simple | CRISIL AAA/Watch Negative |
| INE539K07254 | Non-convertible debentures | 29-Mar-23 | 8.25% | 29-Mar-28 | 300 | Simple | CRISIL AAA/Watch Negative |
| INE539K08237 | Perpetual bonds | 31-Jan-23 | 8.15% | Perpetual^ | 200 | Highly complex | CRISIL AAA/Watch Negative |
| INE539K07239 | Non-convertible debentures | 14-Oct-22 | 8.17% | 14-Oct-32 | 500 | Simple | CRISIL AAA/Watch Negative |
| INE539K07247 | Non-convertible debentures | 24-Nov-22 | 7.95% | 24-Nov-32 | 150 | Simple | CRISIL AAA/Watch Negative |
| INE539K08229 | Perpetual bonds | 30-Aug-22 | 8.36% | Perpetual^ | 100 | Highly complex | CRISIL AAA/Watch Negative |
| INE539K08211 | Subordinated debt | 25-Jul-22 | 8.25% | 23-Jul-32 | 175 | Complex | CRISIL AAA/Watch Negative |
| INE539K08203 | Subordinated debt | 04-Jul-22 | 8.40% | 30-Jun-32 | 200 | Complex | CRISIL AAA/Watch Negative |
| INE539K07221 | Non-convertible debentures | 07-Jul-22 | 8.15% | 07-Jul-32 | 300 | Simple | CRISIL AAA/Watch Negative |
| INE539K07213 | Non-convertible debentures | 25-Feb-22 | 7.30% | 23-Feb-29 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K07205 | Non-convertible debentures | 01-Feb-22 | 7.50% | 30-Jan-32 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K07197 | Non-convertible debentures | 25-Nov-21 | 3M T-Bill Linked | 25-Nov-24 | 300 | Simple | CRISIL AAA/Watch Negative |
| INE539K07189 | Non-convertible debentures | 02-Aug-21 | 7.23% | 01-Aug-31 | 250 | Simple | CRISIL AAA/Watch Negative |
| INE539K07171 | Non-convertible debentures | 13-Nov-20 | 7.00% | 12-Nov-27 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K07163 | Non-convertible debentures | 24-Sep-20 | 5.99% | 02-Aug-23 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K07148 | Non-convertible debentures | 31-Jan-20 | 8.00% | 31-Jan-25 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K07114 | Non-convertible debentures | 17-June-19 | 8.62% | 17-June-24 | 100 | Simple | CRISIL AAA/Watch Negative |
| INE539K07122 | Non-convertible debentures | 08-July-19 | 8.85% | 06-July-29 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K07130 | Non-convertible debentures | 01-Aug-19 | 8.70% | 01-Aug-29 | 200 | Simple | CRISIL AAA/Watch Negative |
| INE539K08195 | Subordinated debt | 6-June-19 | 9.12% | 6-June-29 | 150 | Complex | CRISIL AAA/Watch Negative |
| INE539K08146 | Subordinated debt | 9-Oct-15 | 9.30% | 9-Oct-25 | 100 | Complex | CRISIL AAA/Watch Negative |
| INE539K08153 | Subordinated debt | 24-Jul-17 | 8.20% | 23-Jul-27 | 50 | Complex | CRISIL AAA/Watch Negative |
| INE539K08161 | Subordinated debt | 16-Nov-17 | 8.10% | 16-Nov-27 | 50 | Complex | CRISIL AAA/Watch Negative |
| NA | Commercial paper programme | NA | NA | 7 to 365 days | 1500 | Simple | CRISIL A1+ |

*Yet to be issued

^Not applicable as perpetual debt instrument

Annexure - Rating History for last 3 Years

| | | Current | | 2023 (History) | | 2022 | | 2021 | | 2020 | | Start of 2020 |
|------------|------|--------------------|--------|----------------|--------|------|--------|------|--------|------|--------|---------------|
| Instrument | Type | Outstanding Amount | Rating | Date | Rating | Date | Rating | Date | Rating | Date | Rating | Rating |

| | | | | | | | | | | | | |
|----------------------------|----|--------|---------------------------|----------|-----------------------------|----------|-------------------|----------|-------------------|----------|-------------------|-------------------|
| Commercial Paper | ST | 1500.0 | CRISIL A1+ | 28-04-23 | CRISIL A1+ | 17-08-22 | CRISIL A1+ | 23-08-21 | CRISIL A1+ | 17-09-20 | CRISIL A1+ | CRISIL A1+ |
| | | | -- | 20-01-23 | CRISIL A1+ | 01-08-22 | CRISIL A1+ | 12-02-21 | CRISIL A1+ | 24-01-20 | CRISIL A1+ | -- |
| | | | -- | | -- | 19-07-22 | CRISIL A1+ | | -- | | -- | -- |
| | | | -- | | -- | 27-06-22 | CRISIL A1+ | | -- | | -- | -- |
| | | | -- | | -- | 18-02-22 | CRISIL A1+ | | -- | | -- | -- |
| Non Convertible Debentures | LT | 5000.0 | CRISIL AAA/Watch Negative | 28-04-23 | CRISIL AAA/Watch Developing | 17-08-22 | CRISIL AAA/Stable | 23-08-21 | CRISIL AAA/Stable | 17-09-20 | CRISIL AAA/Stable | CRISIL AAA/Stable |
| | | | -- | 20-01-23 | CRISIL AAA/Stable | 01-08-22 | CRISIL AAA/Stable | 12-02-21 | CRISIL AAA/Stable | 24-01-20 | CRISIL AAA/Stable | -- |
| | | | -- | | -- | 19-07-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| | | | -- | | -- | 27-06-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| | | | -- | | -- | 18-02-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| Perpetual Bonds | LT | 300.0 | CRISIL AAA/Watch Negative | 28-04-23 | CRISIL AAA/Watch Developing | 17-08-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| | | | -- | 20-01-23 | CRISIL AAA/Stable | 01-08-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| Subordinated Debt | LT | 725.0 | CRISIL AAA/Watch Negative | 28-04-23 | CRISIL AAA/Watch Developing | 17-08-22 | CRISIL AAA/Stable | 23-08-21 | CRISIL AAA/Stable | 17-09-20 | CRISIL AAA/Stable | CRISIL AAA/Stable |
| | | | -- | 20-01-23 | CRISIL AAA/Stable | 01-08-22 | CRISIL AAA/Stable | 12-02-21 | CRISIL AAA/Stable | 24-01-20 | CRISIL AAA/Stable | -- |
| | | | -- | | -- | 19-07-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| | | | -- | | -- | 27-06-22 | CRISIL AAA/Stable | | -- | | -- | -- |
| | | | -- | | -- | 18-02-22 | CRISIL AAA/Stable | | -- | | -- | -- |

All amounts are in Rs.Cr.

Criteria Details

Links to related criteria

[Rating Criteria for Finance Companies](#)

[CRISILs Criteria for rating short term debt](#)

[Criteria for Notching up Stand Alone Ratings of Companies based on Parent Support](#)

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For more information, visit www.crisilratings.com

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It is India's foremost provider of ratings, data, research, analytics and solutions with a strong track record of growth, culture of innovation, and global footprint.

It has delivered independent opinions, actionable insights, and efficient solutions to over 100,000 customers through businesses that operate from India, the US, the UK, Argentina, Poland, China, Hong Kong and Singapore.

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