

# **Rating Rationale**

January 05, 2024 | Mumbai

# **Nuvama Wealth Management Limited**

Ratings reaffirmed; 'CRISIL A1+' reassigned to Short term Bank Debt

#### **Rating Action**

Total Bank Loan Facilities Rated	Rs.780 Crore
Long Term Rating	CRISIL AA-/Stable (Reaffirmed)
Short Term Rating	CRISIL A1+ (Reassigned)

Rs.500 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

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 reassigned its 'CRISIL A1+' rating to the short-term bank facilities of Nuvama Wealth Management Limited [(NWML; erstwhile, Edelweiss Securities Limited), part of the Nuvama group] and has reaffirmed its 'CRISIL AA-/Stable/CRISIL A1+' ratings on the long-term bank facilities and commercial paper.

The rating reflects Nuvama group's comfortable capitalisation, strong market position among non-banking players in the wealth management business, and benefits from the association with PAGAC Ecstasy Pte. Ltd (PAG) along with its affiliates. These rating strengths are partially offset by the susceptibility of earnings to financial market conditions as well as high concentration in lending operations.

The equity shares of Nuvama Wealth Management Ltd (NWML) got listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) on September 26, 2023. After listing, PAG along with its affiliates (classified as promoter and promoter group) hold 56.2% stake in NWML as on September 30,2023 while the wholly-owned subsidiaries of Edelweiss Financial Services Limited (EFSL) i.e. Edel Finance Company Limited and ECap Equities Limited (formerly Edel Land Limited) collectively owned 13.7%. Remaining 30.1% comprises of public shareholding and Employee Trust.

After its segregation from Edelweiss Group and rebranding as 'Nuvama' in fiscal 2022, the operational, financial and managerial synergies between the Nuvama group and Edelweiss group have reduced significantly with the former functioning as an independent group.

On December 18, 2023, NWML informed the exchange about an order passed by the Securities Appellate Tribunal (SAT) involving Nuvama Clearing Services Limited [(NCSL; now a part of Nuvama Group and erstwhile, Edelweiss Custodial Services Ltd)] in the matter of Anugrah Stock Broking Pvt Ltd. The order dismissed NCSL's appeal, related to transactions from 2019/20 (Anugrah case), against the Member and Core Settlement Guarantee Fund Committee of NSE Clearing Limited. The SAT upheld the core settlement committee's earlier order requiring reinstatement of securities worth Rs 460 crore sold during Q4 FY2020 and Q1 FY2021. The original order mentioned selling of securities for an amount equivalent to around Rs.460 crores. Of this, Nuvama has already allocated collateral around Rs.236 crores to NCL.

As part of the publicly stated stance of the erstwhile promoters - Edelweiss group (Edelweiss Financial Services Limited [EFSL] and its subsidiaries)<sup>[1]</sup> and, its scheme of arrangement with the current majority shareholders (PAG), the former shall indemnify Nuvama group and PAG against any potential net liability arising out of this matter.

<sup>[1]</sup> https://www.bseindia.com/xml-data/corpfiling/AttachHis/f00dc86f-eff1-48ba-9158-eb96e27ef517.pdf https://www.bseindia.com/xml-data/corpfiling/AttachHis/defb5bf5-3d44-4a44-9d11-fd09e67684a1.pdf

# **Analytical Approach**

CRISIL Ratings has consolidated the business and financial risk profiles of NWML and its subsidiaries. This is because these entities, collectively referred to as the Nuvama Group, have significant operational, financial, and managerial linkages, and operate under the common brand name 'Nuvama'.

Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation.

### <u>Key Rating Drivers & Detailed Description</u> Strengths:

### Comfortable capitalisation

The Nuvama group had a networth of Rs 2, 506 crore as on September 30, 2023 (Rs 2,259 crore as on March 31, 2023) and is well-placed to support its growth plans for the medium term. Most of the businesses are fee-based, with borrowings largely comprising onward short-tenor lending to wealth business clients for margin/ESOP financing.

The consolidated leverage ratio of the group stood at 2. 40 times as on September 30, 2023 and March 31, 2023.

## . Strong market position among non-banking entities in the wealth man agement business

The Nuvama group is one of the leading non-bank wealth management players with client assets [1] of Rs 2,89,281 crore as on September 30,2023 (Rs 2,31,079 crore as on March 31, 2023).

The group largely caters to affluent and high-networth individuals (HNI s), ultra HNIs (UHNIs) and institutional clients through various platforms in the wealth business. It operates in three key verticals i.e private and affluent wealth management (equity, debt and alternatives), asset management and capital market business including institutional equities business and debt advisory and clearing services.

In the institution equities business, the group is one of the largest domestic brokerage houses by volume. The group is also a leading player in the investment banking business, offering advisory on initial public offers, mergers and acquisitions and private equity. The asset management business is at a relatively nascent stage, comprising alternate investment funds and portfolio management schemes. The group had an AUM of about Rs 6,175 crore as on September 30, 2023, of which nearly Rs 2,700 crore has been deployed.

The group holds a competitive position in majority of businesses and should further strengthen its market position over the medium term.

#### Benefits from association with PAG:

PAG acquired a majority stake in NWML from the Edelweiss group in fiscal 2021, through both primary and secondary investment. As on September 30, 2023, PAG held 56.2% in Nuvama.

PAG is the largest Asia focused private investment fund, with an AUM of about \$50 billion. PAG has three board representatives and supports the strategic initiatives of the group. Association with PAG also allows Nuvama group the opportunity to expand its clientele in the wealth and asset management businesses and, raise external debt at competitive rates.

#### Weaknesses:

## • High concentration in lending operations:

Nuvama group extends loans against shares (LAS) to clients of Nuvama group. As on September 30, 2023, the loan portfolio of the group stood at Rs 4238 crore, having grown from Rs 3,553 crore as of March 31, 2023. Almost half of this portfolio comprised LAS, while the other half was constituted by ESOP financing and other segments, including margin trading facility. Typically, the size of this portfolio exhib its strong correlation to the ebbs and flows of capital and money market, and remains susceptible to both domestic and international macro events.

Against this loan portfolio, gross non-performing assets (GNPAs) were nil as on September 30,2023 and March 31, 2023. However, asset quality here remains inherently vulnerable to the vagaries of capital markets.

# • Susceptibility to cyclicality and volatility in capital-market-related businesses:

Since corporate and investor sentiments drive portfolio flows in the wealth management business, business and earnings are susceptible to cyclicality and volatility in capital markets as well as various other political, social and macroeconomic factors.

The group is also exposed to regulatory risk. Unlik e lending operations, wealth management is largely fee-based, and thus, any credit event has a relatively lower impact on the capital base. However, these businesses operate in a highly regulated environment, and any unanticipated change can adversely impact the business model. For instance, in the last few years, regulations that prohibited upfront commissions, led to a sharp erosion in commission income. Many players saw their margins getting eroded as they have adapted or are in the process of modifying their respective business models. Similarly, in the broking business, regulation on the upfront margin requirement by the Securities Exchange Board of India has increased borrowing requirements of players, thereby impacting their leverage and earnings.

Therefore	any regulatory	change that	could ac	lversely imna	act the husin	lliw 229	remain a k	ev monitorable

## **Liquidity: Strong**

As on September 30,2023, the group had liquidity of Rs 2,494 crore of which Rs 1,197 crore was in the form of cash and cash equivalents, Rs 428 crore was unutilised bank lines, and Rs 526 crore was in the form of securities held for trading. This adequately covered the debt obligations scheduled for maturity till March 2024.

Earlier, PAG had extended a line of Rs 3,000 crore to the group. However, the same has been given up by the group.

<sup>[1]</sup> Earlier referred to as Assets Under Advisory (AUA)

### Outlook: Stable

The Nuvama group will continue to maintain an adequate capital position. The 'Stable' outlook also reflects its strong market position among non-banking entities in the wealth management domain and the benefits from the association with PAG.

## **Rating Sensitivity factors**

### Upward factors:

- Significant improvement in market position across product segments and businesses
- · Substantial growth in earnings profile with return on equity increasing to 18% on a sustained basis

#### Downward factors

- Regulatory actions in product segments of the group weakening the overall business risk profile
- Significant increase in gearing to, and it remaining above, 3.5 times for a prolonged period

### About the Company

Nuvama Wealth Management, incorporated in 1993, is the flagship company of the Nuvama group. It is also the holding company and registered as a trading with the National Stock Exchange of India Ltd (NSE), Bombay Stock Exchange Ltd (BSE) and Metropolitan Stock Exchange of India Ltd, National Commodity Exchange of India Ltd, and Multi Commodity Exchange of India Ltd. NWML carries on the business of broking and trading in equity securities (including derivatives and currencies) listed on stock exchanges in India and in futures contracts, for institutional and non-institutional (including retail) clients. NWML's institutional equities business covers both securities and futures contracts, and it provides equity sales, research, and trading services to institutional clients ("Institutional Equities"). As part of its Institutional equities business, NWML is licensed with SEBI to, among other things, distribute research reports on Indian Securities to its clients. The company is also registered as an Investment Adviser and Merchant Banker with SEBI.

#### About the Group

The group comprises Nuvama Wealth Management Limited (NWML) and its 11 subsidiaries and 1 associate and 1 joint venture. NWML was a wholly owned subsidiary of EFSL till 2020 and in the second quarter of fiscal 2021, the group announced the sale of majority holding in the wealth management business to PAG. To implement the stake sale, in fiscal 2022, the wealth management and asset management businesses were segregated into two verticals, namely EWM and EAM.

The wealth management vertical was retained under Edelweiss Securities Ltd and renamed NWML in August 2022.

Its equity shares were listed on the NSE and BSE on September 26, 2023.

The group is engaged in wealth management, asset management and capital market related businesses such as private and affluent wealth management (equity, debt, alternatives), asset management, clearing and custodial services, investment banking and institutional equities. It caters to affluent customers, CXO with ESOPs, entrepreneurs, family offices and midmarket companies.

The group reported net profit of Rs 268 crore on total income of Rs 1386 crore for first half of fiscal 2024 as against Rs 132 crore and Rs 1029 crore, respectively, for corresponding period, last year.

## **Key Financial Indicators**

As on/for period ended		September 2023	March 2023	March 2022
Reported networth	Rs crore	2506	2259	1913
Total assets	Rs crore	17875	12716	10598
Total income	Rs crore	1386	2230	1783
PAT ^	Rs crore	268^	305	857^
Stage III assets	Rs crore	Nil	0.18	0.16
Gearing	Times	2.40	2.40	1.86
Return on assets^	%	3.50%^	2.62%	9.54%^

<sup>^</sup>For fiscal 2022, the PAT figure includes the impact of one-time, exceptional item pertaining to demerger of Asset Management business from Nuvama Wealth Management to Edelweiss group. Upon adjusting this exceptional item, the normalized PAT and RoA for fiscal 2022 would be Rs 226 crore and 2.51%, respectively.

## 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.

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<sup>^</sup>For September 2023, the PAT figure includes the impact of net income accounted for demerger of Wealth Management business undertaking of Edelweiss Financial Services Limited into Nuvama Wealth Management (Rs 44.28 crore). Upon adjusting the same and tax of Rs 2 crore, the normalized PAT and RoA for H1 fiscal 2024 would be Rs 226 crore and 2.95%, respectively.

Annexure - Details of Instrument(s)

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity date	Issue size (Rs crore)	Complexity level	Rating assigned with outlook
NA	Overdraft Facility*	NA	NA	NA	450	NA	CRISIL AA-/Stable
NA	Short Term Bank Facility#	NA	NA	NA	300	NA	CRISIL A1+
NA	Proposed Long Term Bank Loan Facility*	NA	NA	NA	30	NA	CRISIL AA-/Stable
NA	Commercial Paper	NA	NA	7-365 days	500	Simple	CRISIL A1+

<sup>\*</sup>Interchangeable with short term bank facilities #Intraday

Annexure - List of entities consolidated

Names of Entities Consolidated	% Holding	Rationale for Consolidation
Nuvama Wealth Management Limited (Formerly Edelweiss Securities Limited)	-	Parent
Nuvama Clearing Services Limited (formerly known as Edelweiss Custodial Services Limited)	100%	Subsidiary
Nuvama Financial Services Inc. (formerly known as Edelweiss Financial Services Inc.)	100%	Subsidiary
Nuvama Financial Services (UK) Limited (formerly known as Edelweiss Financial Services (UK)Limited)	100%	Subsidiary
Nuvama Investment Advisors (Hongkong) Private Limited (formerly known as Edelweiss Securities(Hong Kong) Private Limited)	100%	Subsidiary
Nuvama Asset Management Limited (formerly known as ESL Securities Limited)	100%	Subsidiary
Nuvama Wealth Finance Limited (formerly known as Edelweiss Finance & Investments Limited)	100%	Subsidiary
Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited)	100%	Subsidiary
Nuvama Capital Services (IFSC) Limited (formerly known as Edelweiss Securities (IFSC) Limited)	100%	Subsidiary
Nuvama Investment Advisors Private Limited (formerly known as Edelweiss Investment Advisors Private Limited)	100%	Subsidiary
Nuvama Investment Advisors LLC	100%	Subsidiary
Pickright Technologies Private Limited	74%	Subsidiary
Nuvama Custodial Services Limited (formerly known as Edelweiss Capital Services Limited)	49%	Associate

**Annexure - Rating History for last 3 Years** 

		Current		2024 (	(History)	20	23	20	)22	20	)21	Start of 2021
Instrument	Туре	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Fund Based Facilities	LT/ST	780.0	CRISIL A1+ / CRISIL AA- /Stable			20-10-23	CRISIL AA- /Stable	22-10-22	CRISIL AA- /Stable	02-08-21	CRISIL AA- /Negative	CRISIL AA- /Negative
						18-05-23	CRISIL AA- /Stable	04-03-22	CRISIL AA- /Negative			
Commercial Paper	ST	500.0	CRISIL A1+			20-10-23	CRISIL A1+	22-10-22	CRISIL A1+	02-08-21	CRISIL A1+	CRISIL A1+
						18-05-23	CRISIL A1+	04-03-22	CRISIL A1+			

All amounts are in Rs.Cr.

Annexure - Details of Bank Lenders & Facilities

Facility	Facility Amount (Rs.Crore)		Rating		
Overdraft Facility*	150	ICICI Bank Limited	CRISIL AA-/Stable		
Overdraft Facility*	300	State Bank of India	CRISIL AA-/Stable		
Proposed Long Term Bank Loan Facility*	30	Not Applicable	CRISIL AA-/Stable		
Short Term Bank Facility #	300	Citibank N. A.	CRISIL A1+		

<sup>\*</sup>Interchangeable with short term bank facilities #Intraday

# **Criteria Details**

# Links to related criteria

**Rating Criteria for Securities Companies** 

CRISILs Bank Loan Ratings - process, scale and default recognition

CRISILs Criteria for rating short term debt

<u>Criteria for Notching up Stand Alone Ratings of Companies based on Group Support</u>

**CRISILs Criteria for Consolidation** 

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