

July 22, 2024

Motilal Oswal Finvest Limited: Rating reaffirmed; Outlook revised to Positive from Stable

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Non-convertible debenture	100.00	100.00	[ICRA]AA (Positive); reaffirmed and outlook revised to Positive from Stable
Market Linked Debentures (PP-MLD) #	200.00	200.00	PP-MLD[ICRA]AA (Positive); reaffirmed and outlook revised to Positive from Stable
Non-convertible debenture^	800.00	800.00	[ICRA]AA (Positive); reaffirmed and outlook revised to Positive from Stable
Total	1,100.00	1,100.00	

*Instrument details are provided in Annexure I

Market linked debenture limits is interchangeable with non-convertible debenture up to Rs. 1,000 crore, if placed as NCD, rating of [ICRA]AA (stable) will be applicable.

^ Part of the interchangeable limit i.e. Rs. 800 crore of PP-MLD has been issued as NCD.

Note: PP-MLD refers to the principal protected market linked debenture programme. According to the terms of the rated market linked debentures, the amount invested, i.e., the principal, is protected against erosion while the returns on the investment could vary as they are linked to movements in one or more variables such as equity indices, commodity prices, foreign exchange rates, etc. The assigned rating expresses ICRA's current opinion on the credit risk associated with the issuer concerned. The rating does not address the risks associated with the variability in returns resulting from the adverse movements in the variable(s) concerned.

Rationale

While arriving at the ratings, ICRA has considered the consolidated financials of Motilal Oswal Financial Services Limited (MOFSL or the Group) and has taken a consolidated view of the credit profiles of MOFSL and its subsidiaries, including Motilal Oswal Wealth Limited (MOWL), Motilal Oswal Finvest Limited (MOFL) and Motilal Oswal Home Finance Limited (MOHFL), as the companies have operational and business synergies in addition to a shared name and management oversight.

The revision in the outlook to Positive considers MOFSL's improving scale and diversification in the capital market & allied businesses, along with its strong operational and financial performance boosted by industry tailwinds. The Group has demonstrated its ability to retain its strong market position through capital market cycles despite the evolving operating landscape in terms of regulations and competition. Supported by industry tailwinds, MOFSL reported its best-ever performance in FY2024. The net profit was further boosted by the large MTM gains in the equity-oriented investment book amid the rally in the domestic markets. Overall, the credit profile remains supported by the Group's long-standing track record and strong market position in the capital market-related business, its history of healthy profitability, comfortable capitalisation, and strong liquidity.

These strengths are, however, partially offset by the inherently volatile nature of capital market-related businesses and hence the associated income, intense competition in the equity broking space and the risks emanating from technological failures and the evolving regulatory landscape. Nevertheless, the scale-up in the income stream from the relatively more stable businesses, such as asset and wealth management, depository, and home finance, is expected to offer some support to the Group's revenue profile.

The Group's overall borrowings has been increasing due to the growing capital market funding and working capital requirements. However, strong earnings from operations and fair value gains from the treasury investments kept the gearing in the capital market business {excluding the housing finance company (HFC)} flat at 1.4 times (net gearing of 1.14 times) as of March 31, 2024 vis-à-vis March 31, 2023, though it was elevated compared to the past 10-year average of 0.8 times. The financial leverage in the home finance business was characterised by a gearing of 2.4 times as of March 31, 2024. Given the

sizeable deployment of net worth towards equity assets, the gearing will be exposed to market movements. As per the management, the Group intends to maintain a gearing of less than 2 times (up to 3 times approved by board) in the capital market business (consolidated, excluding the HFC) and less than 4 times in the housing finance business.

ICRA takes note of the gradual improvement in the asset quality of the housing finance business in recent years. The performance of the new book (originated after the strengthening of the processes and systems, after April 2018) has been satisfactory, though it remains relatively unseasoned. With the material scale-up of the capital market lending book, the Group is also exposed to the market and credit risks associated with this segment, given the volatile nature of the underlying asset class and its sensitivity to capital market movements. Nevertheless, sizeable cash accruals from established capital market-related businesses and the comfortable capitalisation profile provide adequate buffer to absorb any losses and incremental credit costs. Given the significant dependence on technology, the reliable performance of the systems, particularly in times of high volatility or market turmoil, and the ability to keep up with emerging advancements to maintain a leading market position remain imperative.

The Group is in the process of reorganising its structure. The broking business housed under MOFSL will be transferred to Motilal Oswal Broking and Distribution Private Limited (erstwhile Glide Tech Investment Advisory Private Limited) while the wealth management business under MOWL will be transferred to MOFSL. The entities in the lending business, i.e. MOFL and MOHFL, would remain MOFSL's subsidiaries. The proposed restructuring is not expected to impact the Group's credit profile.

Key rating drivers and their description

Credit strengths

Long-standing track record and strong market position in various capital market-related businesses – The Group has a presence in diverse business segments comprising retail and institutional broking, wealth management, capital market-related lending, investment banking, asset management, and housing finance. It is an established player in the equity broking business with a track record of over three decades and a pan-India presence across 2,500+ locations with 8,010+ franchises. As of March 31, 2024, it was the 8th largest securities broking company with an active National Stock Exchange (NSE) client base of 8.8 lakh. The Group also has a reasonable presence in the institutional broking segment, catering to over 800 clients, supported by research coverage on 250+ companies. With the recovery in secondary market returns, the Group expanded its market share in margin trade financing (MTF) and the cash and derivatives segments in FY2024. Besides broking, the Group has an established presence in asset management and wealth management, overseeing assets under advise (AUA) of over Rs. 2.1 lakh crore as of March 31, 2024.

Track record of healthy profitability – The Group's capital market business has grown significantly in recent years. Supported by industry tailwinds, it reported its best-ever performance in FY2024. Led by broking and capital market lending, the Group recorded its best-ever operating profit (PBT excluding mark-to-market (MTM) gains & extra-ordinary items) of Rs. 1,568 crore, 40% above the previous high in FY2022 and well above the past 10-year average of Rs. 691 crore. The net profit was further boosted by MTM gains from the equity-oriented investment book.

Overall, the Group reported healthy profitability in FY2024 with a net profit of Rs. 2,446 crore (Rs. 933 crore in FY2023), PAT/NOI of 67% (34% in FY2023) and return on equity of 33% (16% in FY2023; 10-year average of 19%). The performance of the housing finance business was also satisfactory with a return on assets of 3% and a return on equity of 11% in FY2024 compared to 3% and 13%, respectively, in FY2023. ICRA, however, notes that the Group's net worth is significantly deployed in equity investments. This could result in volatility in the net earnings, depending on the capital market performance, as most of these investments are fairly valued.

Comfortable capitalisation – The Group’s capitalisation profile remains comfortable, supported by the healthy internal capital generation trajectory, notwithstanding dividend payouts and buybacks. As of March 31, 2024, the consolidated capitalisation profile was characterised by a net worth {including minority interest (MI)} of Rs. 8,769 crore and a gearing of 1.6 times. While the Group has historically maintained a low gearing in the capital market-related business (excluding HFC; average consolidated gearing, excluding the HFC, was 0.7 times during FY2016-20), it was elevated at 1.4 times as of March 31, 2024. With the material scale-up of the debt-funded margin book and higher working capital requirements, the borrowings in the capital market business have increased significantly in the past two years. The gearing in the home finance business eased to 2.4 times as of March 31, 2024, from 2.6 times as of March 31, 2023.

ICRA is cognisant of MOFSL’s investments in listed equities, equity mutual funds (MFs), private equity (PE) funds, real estate funds, and alternative investment funds (AIFs), which form a sizeable proportion of the consolidated net worth, exposing its capitalisation to adverse market movements. Nonetheless, the consolidated gearing remains satisfactory after adjusting for the unrealised gains from the investment book and illiquid investments.

Credit challenges

Exposed to inherent volatility in capital markets; however, presence in businesses with steadier income streams imparts some stability to earnings profile – Given the Group’s focus on scaling up businesses with a relatively more stable income stream over the years, such as asset and wealth management and housing finance, the income from these businesses (typically booked as a percentage of the assets under management) increased at a compound annual growth rate (CAGR) of 12% during FY2020-24. However, income from the Group’s traditional lines of business (broking, capital market-related lending, and investment banking) remains exposed to the volatility inherent in capital markets, corroborated by two instances of a decline in the revenue from these segments in the past 10 years.

ICRA notes that with the significant scale-up of broking and allied income in recent years on the back of favourable market conditions, the share of income from this segment increased to 57% of the NOI in FY2024 from 36% in FY2020. Retail broking income from the futures & options (F&O) segment contributes about 16% to the Group’s NOI, remaining relatively vulnerable to regulatory risks in light of the evolving regulations and the operating environment. Also, it is noted that the Group earns carry income in the asset management company (AMC) business and has deployed sizeable capital as investments in MFs, portfolio management services (PMS), PE/RE funds, AIFs, and strategic equity investments, exposing its profitability and net worth to the volatility in the capital markets. Going forward, a scale-up of the businesses with relatively steadier income streams would be imperative for the overall stability of the Group’s growth trajectory.

Relatively limited experience in lending business; however, satisfactory asset quality in recent years – The Group’s housing finance business, which commenced under MOHFL in May 2014, witnessed asset quality pressure in FY2018 and FY2019. However, with several remedial measures in subsequent years, including the strengthening of the processes and systems, managerial support, and increased supervision, along with the easing of the Covid-19 pandemic-induced stress, the asset quality has stabilised gradually in recent years. ICRA notes that the new loans, originated after the strengthening of the systems and processes since April 2018, have fared relatively well in terms of asset quality, though the book remains modest and is yet to season. The headline gross non-performing advances (GNPAs) stood at 0.9%¹ as of March 31, 2024. ICRA notes that the company has forayed into high-yielding non-housing loan segments in recent years, namely developer finance and loan against property (LAP). The share of these products in the overall loan book increased to 25% as of March 31, 2024, from 12% as of March 2022. The performance of the same, in terms of asset quality, is yet to be demonstrated. Excluding the wholesale exposures, the loan book remains concentrated with the top 3 states accounting for 71% of the book (82% as of March 31, 2022). Going forward, its ability to raise funds at competitive rates and scale up the home loan book profitably, while maintaining healthy asset quality and improving the geographical diversification, will be imperative.

¹ 1.1% as of Mar-23 and 1.6% as of Mar-22; as of Mar-24, the GNPA of the new book stood at 0.3% compared to 1.6% for the legacy book

In addition to housing finance, the Group has significantly scaled up its capital market-based lending² in recent years to ~Rs. 7,317 crore as of March 31, 2024, up 87% YoY. With this, the Group remains exposed to credit and market risks, given the nature of the underlying assets. Any adverse event in the capital markets could erode the value of the underlying collateral stocks. MOFL has also invested in security receipts (SRs), wherein the underlying asset comprises home loans. Nonetheless, the performance of the capital market and allied businesses, coupled with the comfortable capitalisation profile, provides adequate buffer to absorb losses and incremental credit costs over the near term, if any.

Elevated competition, high dependence on technology, and evolving regulatory environment – Securities broking companies rely heavily on technology for trade execution, fund management, etc. Thus, technical failures or disruptions pose operational and reputation risk. Moreover, given the highly regulated nature of the industry, brokerage houses remain exposed to regulatory risk. Their ability to ensure compliance with the evolving regulatory landscape remains crucial. The sector also remains characterised by intense competition with susceptibility to the entry of new players. The Group has ceded market share to competition with the market share of active NSE clients shrinking to 2% as of March 31, 2024 from 3% as of March 31, 2020. Nonetheless, the Group has maintained its market position in terms of market share of broking volumes.

While it has managed to synthesise healthy average revenue per client, supported by the cross-selling of wealth products and research-assisted advisory services, pricing pressure cannot be ruled out given the growing popularity of discount brokerage houses. Additionally, regulatory changes such as higher margin requirements had necessitated increased borrowings or recent changes, such as uniform charges to be levied by market infrastructure institutions, are likely to impact the profitability of the broking industry, especially discount brokers (though the impact on MOFSL is likely to be less than 1% of its PBT). These changes can pose risk to the capital market volumes and hence the revenues and profitability of the industry participants. Nonetheless, the increasing financialisation of savings and the low share of wallet of the equity segment in household savings offer untapped potential for expansion in the broking sector over the longer term. Still, the possibility of pressure on profitability, especially during downturns, cannot be ruled out.

Liquidity position: Strong

At the consolidated level, MOFSL has a strong liquidity position with a free unencumbered cash and bank balance of ~Rs. 1,529 crore (11% of consolidated borrowings), liquid investments of ~Rs. 190 crore and drawable but unutilised lines of ~Rs. 1,605 crore as on May 31, 2024. These, along with collections from the margin funding book of ~Rs. 8814 crore (which can be liquidated at short notice to generate liquidity) and the home loan book, are adequate for covering the principal repayment obligations of ~Rs. 9,348 crore till March 31, 2025.

In the broking business, the Group had placed an average margin (including client margins) of Rs. 33,621 crore at the exchanges during December 2023 to May 2024, with the average margin utilisation (basis month-end figures) standing at 70%. ICRA notes that the Group's unencumbered investment book, comprising investments in MFs, PF, RE funds and AIFs, non-convertible debentures and equity instruments (Rs. 3,551 crore as of March 31, 2024), also boosts its financial flexibility.

Rating sensitivities

Positive factors – A sustained improvement in the Group's operating profitability along with the continued scale-up of the relatively more stable businesses with recurring revenue streams, while maintaining healthy asset quality and a comfortable capitalisation profile.

² Comprises margin funding in cash and derivatives segments

Negative factors – A sustained deterioration in the asset quality in the lending businesses or the sharp weakening of the operating profitability of the capital market focused segments. Sizeable MTM losses, leading to material erosion of the net worth and impacting the Group’s profitability and capitalisation, will also be a credit negative.

Analytical approach

Analytical Approach	Comments
Applicable rating methodologies	Rating Methodology Stock Broking & Allied Services Rating Methodology for Non-banking Finance Companies
Parent/Group support	Not applicable
Consolidation/ Standalone	ICRA has considered the consolidated financials of Motilal Oswal Financial Services Limited (MOFSL) and has taken a consolidated view of the credit profiles of MOFSL and its subsidiaries, including Motilal Oswal Wealth Limited (MOWL), Motilal Oswal Finvest Limited (MOFL) and Motilal Oswal Home Finance Limited (MOHFL), as the companies have operational and business synergies in addition to a shared name and management oversight.

About the company

Motilal Oswal Finvest Limited (MOFL), a wholly-owned subsidiary of Motilal Oswal Financial Services Limited (MOFSL), is a systemically important non-banking financial company (NBFC-SI) registered with the Reserve Bank of India (RBI). It provides margin funding facility, loan against shares (LAS) and initial public offering (IPO) financing to the retail broking clients of MOFSL. The company received its NBFC licence from the RBI effective October 1, 2018. As of March 31, 2024, it had a loan book of Rs. 2,556 crore. The capitalisation profile of the company was characterised by net worth of Rs. 1,531 crore and gearing of 2.6 times.

The company was incorporated on November 10, 2006, as Motilal Oswal Capital Markets Limited (MOCML; formerly known as Motilal Oswal Capital Markets Private Limited). It provided training services on equity markets and broking services for real-estate properties. Motilal Oswal Securities Limited (MOSL; wholly-owned subsidiary of MOFSL) was the holding company of MOFL. Subsequently, MOSL was merged into MOFSL under a group restructuring scheme. MOCML was renamed MOFL, and the Group’s capital markets-related business (i.e., margin funding and LAS book), which was previously housed under MOFSL, was transferred to MOFL.

Key financial indicators(audited)

MOFL	FY2023	FY2024
Total income	322.5	677.2
Profit after tax	65.0	217.8
Total managed assets	4,827.4	5,604.1
Return on managed assets	1.7%	4.2%
Reported gearing (times)	3.1	2.6
Gross Stage 3	0.0%	0.1%
CRAR	27.8%	33.9%

Source: Company, ICRA Research; All ratios as per ICRA’s calculations, Amount in Rs. crore

Motilal Oswal Financial Services Limited

Incorporated in 2005, MOFSL serves as the holding company of the Motilal Oswal Group, which is among India’s leading providers of capital market related services. The company, through its subsidiaries, is engaged in the businesses of broking and distribution services, asset, wealth and portfolio management services, private equity and housing finance.

MOFSL reported a consolidated net profit of Rs. 932.8 crore on net operating income (NOI) of Rs. 2,739.7 crore in FY2023 compared to a net profit of Rs. 1,310.7 crore on NOI of Rs. 2,633.8 crore in FY2022. As of March 31, 2023, the Group's capitalisation profile was characterised with a net worth of Rs. 6,283.2 crore and gearing of 1.64 times.

Key financial indicators

MOFSL (consolidated)	FY2023	FY2024
Net operating income	2,739.7	3,672.5
Profit after tax	932.8	2,445.6
Net worth (including MI)	6,283.2	8,768.7
Total assets	23,009.9	31,829.2
Gearing (times)	1.6	1.6
Return on average net worth	15.6%	32.6%

Source: Company, ICRA Research; All ratios as per ICRA's calculations; Amount in Rs. crore; Note: As a part of its segmental reporting, the Group allocates Rs. 467 crore of expenses (including capital charge from operating businesses) in FY2024 (Rs. 382 crore in FY2023) towards the treasury desk, on adjusting the same the PBT (ex- MTM gains less allocated expenses) stands at Rs. 2035 crore in FY2024 (Rs. 1486 crore in FY2023).

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for past three years

Instrument	Type	Current Rating (FY2025)		Chronology of Rating History for the Past 3 Years			
		Amount Rated (Rs. crore)	Date & Rating in FY2025	Date & Rating in FY2024	Date & Rating in FY2023		Date & Rating in FY2022
			Jul 22, 2024	Jul 28, 2023	Sep 09, 2022	Aug 05, 2022	Feb 9, 2022
1 Non-convertible Debenture	Long Term	100	[ICRA]AA (Positive)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)
2 Market Linked Debentures#	Long Term	1000	PP-MLD[ICRA]AA (Positive)	PP-MLD[ICRA]AA (Stable)	PP-MLD[ICRA]AA (Stable)	-	-

Market linked debenture limits is interchangeable with non-convertible debenture up to Rs. 1,000 crore, if placed as NCD, rating of [ICRA]AA (stable) will be applicable. ^Part of the interchangeable limit i.e. Rs. 800 crore of PP-MLD has been issued as NCD

Complexity level of the rated instruments

Instrument	Complexity Indicator
Non-convertible Debenture	Very Simple
Market Linked Debentures	Moderately Complex

The Complexity Indicator refers to the ease with which the returns associated with the rated instrument could be estimated. It does not indicate the risk related to the timely payments on the instrument, which is rather indicated by the instrument's credit rating. It also does not indicate the complexity associated with analysing an entity's financial, business, industry risks or complexity related to the structural, transactional, or legal aspects. Details on the complexity levels of the instruments are available on ICRA's website: [Click Here](#)

Annexure I: Instrument details

ISIN	Instrument Name	Date of Issuance	Coupon Rate	Maturity	Amount Rated (Rs. crore)	Current Rating and Outlook
INE01WN07060	Non-convertible Debenture	Nov 03, 2022	9.25%	Nov 01, 2024	900.00 [^]	[ICRA]AA (Positive)
INE01WN07078	Market Linked Debentures	Dec 21, 2022	8.50%	Dec 20, 2024	99.00	PP-MLD[ICRA]AA (Positive)
INE01WN07078	Market Linked Debentures	Jan 25, 2023	8.50%	Dec 20, 2024	38.00	PP-MLD[ICRA]AA (Positive)
INE01WN07102	Market Linked Debentures	Sep 16, 2023	9.30%	Sep 16, 2033	60.00	PP-MLD[ICRA]AA (Positive)
NA	Market Linked Debentures – Yet to be issued*	NA	NA	NA	3.00	PP-MLD[ICRA]AA (Positive)

Source: company

[^] Part of the interchangeable limit i.e. Rs. 800 crore of PP-MLD has been issued as NCD.

*Market linked debenture limit is interchangeable with non-convertible debentures; if placed as NCD, rating of [ICRA]AA (Stable) will be applicable

Annexure II: List of entities considered for consolidated analysis

Company Name	Ownership (%)	Consolidation Approach
Motilal Oswal Financial Services Limited	Parent	Full Consolidation
Motilal Oswal Commodities Broker Private Limited	100.00	
Motilal Oswal Investment Advisors Limited	100.00	
MO Alternate Investment Advisors Private Limited	100.00	
Motilal Oswal Finvest Limited	Rated Entity	
Motilal Oswal Wealth Limited	100.00	
Motilal Oswal Asset Management Company Limited	100.00	
Motilal Oswal Trustee Company Limited	100.00	
Motilal Oswal Securities International Private Limited	100.00	
Motilal Oswal Capital Markets (Singapore) Pte. Limited	100.00	
Motilal Oswal Capital Markets (Hong Kong) Private Limited	100.00	
Motilal Oswal Home Finance Limited	97.49%	
Motilal Oswal Finsec IFSC Limited	100.00	
Motilal Oswal Broking and Distribution Private Limited	100.00	
TM Investment Technologies Pvt. Ltd	61.64	
India Business Excellence Management Company	100.00	
Motilal Oswal Asset Management (Mauritius) Limited	100.00	
Motilal Oswal Capital Limited	100.00	
MO Alternate IFSC Limited	100.00	

Source: Company; Note: ICRA has taken a consolidated view of the parent (MOFSL), its subsidiaries and associates while assigning the ratings, as of Mar-24

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