

January 20, 2020

JM Financial Properties and Holdings Limited: Ratings reaffirmed

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Long-term, Bank Lines	135.00	135.00	[ICRA]AA (Stable); reaffirmed
Commercial Paper (CP) Programme	250.00	250.00	[ICRA]A1+; reaffirmed
CP Programme (IPO Financing)	4,000.00	4,000.00	[ICRA]A1+; reaffirmed
Total	4,385.00	4,385.00	

*Instrument details are provided in Annexure-1

Rationale

The reaffirmation of the ratings factors in the demonstrated track record and established franchise of the JM Financial Group (the Group) in the domestic financial services industry, its diversified revenue stream and healthy financial profile with steady profitability and an adequate capitalisation level. While assigning the ratings, ICRA has taken a consolidated view of the Group (i.e. JM Financial Limited (JMFL) on a consolidated basis) due to the close linkages between the Group entities, given the common promoters and senior management team, shared brand name, and strong financial and operational synergies. Moreover, ICRA expects the financial, managerial and operational support from the Group to continue to be available to all key Group companies.

The strengths are partially offset by the exposure to the volatility in capital markets, the inherent risk profile of key segments like real estate and promoter funding, and the portfolio concentration in the wholesale lending segment (~87% of the total book as on September 30, 2019), which could result in a sharp deterioration in the asset quality in case of slippages. The risks are further aggravated by the current environment, given the continued slowdown in the real estate sector coupled with the liquidity squeeze faced by developers and financiers. The asset quality, though healthy, moderated in recent quarters with the gross non-performing assets (GNPAs) increasing to 1.27% of the loan book as on September 30, 2019 from 0.68% as on March 31, 2019. The SMA-2 accounts also increased to 2.40% of the loan book as on September 30, 2019 from 1.2% as on March 31, 2019. Further, a sizeable share of the loans are under moratorium, typical of the industry, which has also helped support the asset quality.

Going forward, the Group's ability to maintain a healthy portfolio quality would remain critical. The presence of adequate collateral along with the company's conservative underwriting norms, adequate risk management systems, and proactive monitoring and resolution process provide comfort. ICRA has also favourably factored in the Group's healthy capitalisation profile, with the leverage being lower than that of its peers, which provides it with the financial flexibility as well as the ability to absorb losses, if needed. The ratings also take into account the risks associated with the distressed assets business, given the nature of the underlying assets, focus on large ticket exposures, protracted resolution process and the uncertainty associated with the same.

While reaffirming the ratings, ICRA has also noted the increased challenges in resource mobilisation stemming from the current operating environment and the risk-averse sentiment of investors towards non-banks, particularly wholesale-oriented entities. This has resulted in an increase in the Group's cost of funds (~90 bps YoY increase in Q2 FY2020) and the same is expected to limit the Group's growth potential in the lending business in the near to medium term. Following the onset of liquidity crises for NBFCs, there has been a change in the company's debt maturity profile with the share of short-term debt declining to ~18% as on September 30, 2019 from ~41% as on September 30, 2018.

Given the prominence of the lending business in the Group's revenue profile, its ability to manage its asset and liability profile, particularly considering the current operating environment, would remain critical. ICRA takes comfort from the Group's adequate liquid assets and its ability to raise funds from the market when required, as demonstrated in the past. Going forward, the Group's ability to scale up its operations, while keeping the asset quality under check, maintaining healthy profitability and capitalisation and managing its asset liability profile, would remain critical from a credit perspective.

Key rating drivers and their description

Credit strengths

Established position of the Group in financial services industry – The Group is a diversified financial services entity with a presence in investment banking, retail and institutional equity broking, wealth management, investment advisory services, portfolio management, asset management, commodity broking, securities-based lending, corporate lending, real estate lending, private equity, and asset reconstruction. It is one of the leading entities in capital markets and related businesses with a key focus on investment banking and merchant banking operations and it has been a part of many marquee deals. On a consolidated basis, the Group's revenue stream remains well diversified with the investment banking, wealth management & securities (IWS) business, mortgage lending, distressed credit and asset management businesses contributing 45%, 35%, 15% and 3%, respectively, in FY2019.

Diversification in business profile – The Group, which forayed into the non-capital market lending business in 2008, subsequently diversified its lending portfolio to wholesale mortgage, retail mortgage, and corporate lending. It forayed into the small and medium enterprises (SME) segment in FY2017 and housing finance in FY2018. Currently, the lending business has emerged as a key contributor to revenues. On an overall basis, the Group's loan book contracted marginally to Rs. 13,810 crore as on September 30, 2019 from Rs. 14,107 crore as on March 31, 2019. The loan book contracted from the peak level of Rs. 17,108 crore as on September 30, 2018 due to the liquidity issues prevailing in the industry over the past year. With the decline in the granular capital markets loan book exceeding the decline in the portfolio, the share of wholesale loans in the total portfolio increased further. As on September 30, 2019, wholesale mortgage, corporate lending, capital markets lending, and retail mortgage accounted for 66%, 21%, 8% and 5% of the loan book, respectively. While lending has emerged as the largest business activity for the Group, the fee-based businesses continue to account for a sizeable share of the operating income¹ (~39% in FY2019 compared to ~47% in FY2018).

Adequate capitalisation and low leverage at Group level – The Group's capitalisation remains adequate with a consolidated net worth (including non-controlling interest of the company and net of goodwill on consolidation) of

¹ Operating income excludes net gain on derecognition of financial assets and investments carried at fair value

Rs. 7,427 crore and a capital adequacy ratio (CRAR) of 30.3% as on June 30, 2019 (net worth of Rs. 7,229 crore and CRAR of 31.5% as of March 31, 2019). Total borrowings at the consolidated level increased marginally to Rs. 14,270 crore (excluding debt of Rs. 740 crore for the IPO financing book) as on June 30, 2019 from Rs. 13,991 crore as on March 31, 2019 (peak debt of Rs. 17,794 crore as on September 30, 2018).

JMFL and JM Financial Asset Reconstruction Company Limited (JMFARC) raised equity capital of Rs. 650 crore and Rs. 280 crore (via rights issue; Rs. 80 crore from external investors), respectively, in Q4 FY2018, while JM Financial Credit Solutions Limited (JMFCSL) raised equity capital of Rs. 650 crore from external investors in FY2019, thereby supporting the overall capitalisation levels and helping the Group maintain a low leverage. The consolidated gearing was low at 1.8 times as on September 30, 2019 (1.9 times as on March 31, 2019) compared to 2.5 times as on March 31, 2018. The Group's capitalisation profile remains healthy, with lower leverage compared to peers, and provides adequate cushion against losses, should there be a requirement. With the Group planning to curtail the wholesale lending in the near term and increasing its focus on retail lending, the leverage is expected to remain stable over the near term. Over the medium to longer term, the management intends to cap the gearing at 3 times for the real estate lending business (JMFCSL: gearing of 1.77 times as on September 30, 2019) and 2 times for the distressed credit business (JMFARC: 1.69 times as on September 30, 2019).

Adequate profitability indicators despite a moderation in FY2019 and H1 FY2020 – The Group's total income declined by 6.6% to Rs. 1,708 crore in H1 FY2020 from Rs. 1,828 crore in H1 FY2019 owing to a moderation in the performance of the agency-based businesses (brokerage and investment banking) and distressed assets business (significantly lower resolution), while the interest income grew marginally by ~2% on a YoY basis. The net interest margins (NIMs) remained stable in H1 FY2020 with the transmission of the increase in the cost of funds to borrowers. However, the contraction in the loan book, volatility in the capital markets, decline in deal closures in the investment banking business and slower-than-expected resolution performance had a bearing on the Group's profitability level though it remained adequate. JMFL reported a consolidated net profit of Rs. 572 crore in FY2019 and Rs. 257 crore in H1 FY2020, with adequate return on assets (RoA)² of 3.7% in FY2019 (4.0% in FY2018) and 3.5% in H1 FY2020. The return on equity (RoE)¹ moderated to 12.8% in FY2019 (15.0% in FY2018) and 10.6% in H1 FY2020.

Credit challenges

Fund-raising challenges for non-bank financiers impacting business; ability to maintain asset and liability profile remains critical – The operating environment for non-banking finance companies (NBFCs) and housing finance companies (HFCs), especially for entities with sizeable real estate exposure, has remained challenging since September 2018. The risk-averse sentiments of lenders/investors towards real estate lenders has constrained the ability of NBFCs and HFCs, including JMFL, to mobilise long-term resources from diversified sources. The cost of funds has increased by ~90 bps since Q2 FY2019. This has impacted JMFL's ability to grow the lending business and the margins (even for the non-real estate lending businesses). While the Group raised long-term funds of ~Rs. 2,600 crore in H1 FY2020, the same was largely used for meeting debt repayment obligations and reducing commercial paper (CP) borrowings.

Following the onset of the liquidity crisis for NBFCs, there has been a change in JMFL's debt maturity profile. As on September 30, 2019, the share of short-term debt in the total borrowings was ~18% compared to ~41% as on

² RoA and RoE are as per ICRA calculations

September 30, 2018. ICRA also notes that these short-term liabilities, predominantly in the form of CP, are largely matched by assets of similar maturity such as capital market assets. Given the rising prominence of the lending business, the Group's ability to manage its asset and liability profile would remain critical. ICRA takes comfort from the Group's adequate liquid assets (cash and cash equivalents of Rs. 2,856 crore, including undrawn bank lines of Rs. 821 crore, as on September 30, 2019) and its ability to raise funds from the market when required, as demonstrated in the past.

High concentration and inherent credit risk in wholesale segment; moderation in asset quality in current fiscal, though it remains healthy – The Group's loan portfolio largely comprises wholesale lending (~87% of the total book as on September 30, 2019), which includes real estate, promoter funding and corporate loans. The concentration in the wholesale segment could result in a sharp deterioration in the asset quality in case of slippages. The risks are further aggravated by the current environment, given the continued slowdown in the real estate sector and the liquidity squeeze faced by developers and financiers.

The Group's asset quality, which remained stable with gross NPA of less than 1% over the last few years, witnessed some deterioration in H1 FY2020. Due to a few lumpy slippages in the real estate lending segment, the GNPA and NNPA increased to 1.27% and 1.11%, respectively, as on September 30, 2019 from 0.68% and 0.55%, respectively, as on March 31, 2019. The SMA 2 assets stood at 2.40% of the loan book as on September 30, 2019 compared to 1.25% as on March 31, 2019. In ICRA's view, despite the moderation in recent quarters, the Group's asset quality indicators remain comfortable. The Group's ability to maintain a healthy asset quality in the currently challenging operating environment for the real estate sector will be critical from a credit perspective. The presence of adequate collateral along with the company's conservative underwriting norms, adequate risk management systems, and proactive monitoring and resolution process provide comfort. ICRA also draws comfort from the Group's leverage being lower than that of its peers, which provides it with the ability to absorb losses, if needed.

Risks associated with distressed assets business, given the nature of underlying assets, uncertainty associated with resolution process and large ticket exposures – The Group, through JMFARC, is one of the prominent players in the asset reconstruction business, with distressed credit AUM of Rs. 14,037 crore as on September 30, 2019. JMFARC focusses on the large single borrower corporate segment, which is riskier than the retail segment on account of the larger ticket size, higher complexity involved in the transactions and the resolution process, and the high degree of engagement required with the promoters. This, along with the company's strategy of focussing on resolution through the revival of operations and debt restrictions and the inherent risks in the industry, given the nature of the underlying asset class, can result in a protracted process and lumpy cashflows. The presence in the corporate and SME portfolios consisting of multiple borrowers provides some diversification to the AUM.

Liquidity position: Adequate

As on September 30, 2019, JMFL, on a consolidated basis, had total liquidity of Rs. 2,856 crore, comprising Rs. 2,035-crore cash and liquid investments and Rs. 821-crore undrawn bank lines. As per the asset-liability statements for the key lending entities in the Group as on September 30, 2019, the cumulative cashflow position over the near term remained comfortable. The liquidity profile, thus, remains adequate in comparison to the near-term maturities.

Rating sensitivities

Positive triggers – ICRA could upgrade the rating if the Group posts a substantial and sustained improvement in its business performance, characterised by well-diversified growth in the lending portfolio with an increase in granularity, healthy growth in fee-based income and improvement in profitability, while maintaining the current capital structure profile and asset quality level.

Negative triggers – The ratings or the outlook could be revised if the asset quality deteriorates significantly, with the reported gross NPA increasing above 3% on a sustained basis, or if there is an increase in the vulnerability of the wholesale loan book/asset reconstruction business. Pressure on the ratings could also emerge if the challenges in funding access for NBFCs continue for a prolonged period, with the Group not being able to maintain its current scale of lending operations. A significant deterioration in profitability, reduction in fee-based income and weakening of the capitalisation profile would also be credit negatives.

Analytical approach

Analytical Approach	Comments
Applicable Rating Methodologies	Rating Methodology for Entities in the Brokerage Industry Consolidation and rating approach
Parent/Group Support	Not applicable; while assigning the ratings, ICRA has taken a consolidated view of the Group (JMFL - Consolidated), given the high operational and managerial linkages between the Group companies and the shared brand name.
Consolidation / Standalone	To arrive at the ratings, ICRA has considered the consolidated financial profile of JMFL. As on March 31, 2019, JMFL had 10 subsidiaries, five stepdown subsidiaries, one partnership firm (with two of JMFL's subsidiaries as partners) and one associate company. Details of these companies are provided in Annexure 2.

About the company

JM Financial Properties and Holdings Limited

JM Financial Properties and Holdings Limited is a wholly-owned subsidiary of JMFL. It owns 0.64 lakh sq. ft. of carpet area (i.e. 1.13 lakh sq. ft. of built-up area) in 'Energy' building located in Prabhadevi, Mumbai. The area has been leased out to various Group entities. The company acquired 0.95 lakh sq. ft. of area in FY2015 and additional 0.18 lakh sq. ft. of area in FY2017 with the total acquisition cost of Rs. 231 crore.

JM Financial Group

JM Financial is an integrated and diversified financial services group. Its primary businesses include (a) IWS, including fee and fund-based activities for its clients, (b) mortgage lending, which includes both wholesale mortgage lending and retail mortgage lending (home loans, educational institution lending and loan against property), (c) distressed credit, which includes the asset reconstruction business, and (d) asset management, which includes the mutual fund business.

JMFL is the holding company of the operating companies in the Group and is also engaged in investment banking and the management of private equity funds. As of September 30, 2019, the consolidated loan book stood at Rs.

13,810 crore, the distressed credit business assets under management (AUM) at Rs. 14,037 crore, the wealth management AUM at Rs. 46,818 crore and the mutual fund average AUM (AAUM) at Rs. 6,488 crore. The Group is headquartered in Mumbai and has a presence in 356 locations across 123 cities in India. JMFL's equity shares are listed in India on the BSE and the NSE.

In FY2019, JMFL reported a consolidated net profit (net of non-controlling interest) of Rs. 572 crore on a total income of Rs. 3,579 crore compared with a consolidated net profit of Rs. 601 crore on a total income of Rs. 3,097 crore in FY2018. In H1 FY2020, JMFL reported a consolidated net profit of Rs. 257 crore on a total income of Rs. 1,708 crore.

Key financial indicators of JMFL (consolidated)

	FY2018 Ind AS	FY2019 Ind AS
Total Income	3,097	3,579
Profit after Tax (PAT ³)	601	572
Tangible Net Worth ⁴	4,502	5,079
Non-controlling Interests	1,395	2,150
Total Loan Book	14,772	14,107
Total Assets ⁴	22,154	22,583
Return on Average Assets (ROA)	4.0%	3.7%
PAT/ Average Net Worth (ROE)	15.0%	12.8%
Gearing (times)	2.54	1.94

Source: JM Financial Limited and ICRA research; Amounts in Rs. crore; All ratios are as per ICRA calculations

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

³ Including share in profit of associates and net of minority interest

⁴ Net of goodwill on consolidation

Rating history for last three years

	Instrument	Current Rating (FY2020)								Rating History for the Past 3 Years																
		Type	Amount Rated	Amount Outstanding	Current Rating	Earlier Rating				FY2019							FY2018							FY2017		
						20-Jan-2020	6-Aug-2019	2-Jul-2019	9-Apr-2019	1-Apr-2019	8-Jan-2019	28-Dec-2018	14-Sep-2018	4-Sep-2018	27-Jul-18	2-Jul-2018	11-May-2018	18-Apr-2018	9-Mar-2018	5-Feb-2018	15-Jan-2018	8-Dec-2017	7-Nov-2017		17-Oct-2017	13-Oct-2017
1	Bank Lines	Long Term	135	135	[ICRA]A A (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICRA]A A (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICRA]AA (stable)	[ICRA]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICR A]AA (stable)	[ICRA]AA (stable)	-
2	CP Programme	Short Term	250	-	[ICRA]A 1+	[ICR A]A1+	[ICR A]A1+	[ICR A]A1+	[ICRA]A 1+	[ICR A]A1+	[ICR A]A1+	[ICR A]A1+	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3	CP Programme (IPO Financing)	Short Term	4,000	-	[ICRA]A 1+	[ICR A]A1+	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Amount in Rs. crore

Complexity level of the rated instrument

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website www.icra.in

Annexure-1: Instrument details

ISIN	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
NA	CP Programme	NA	NA	7-365 days	250.00	[ICRA]A1+
NA	Term Loan	Oct-2017	NA	Mar-2030	135.00	[ICRA]AA (Stable)
NA	CP Programme (IPO Financing)	NA	NA	7-30 days	4,000.00	[ICRA]A1+

Source: JM Financial Properties and Holdings Limited

Annexure-2: List of entities considered for consolidated analysis

Company Name	Ownership / Relationship with rated entity	Consolidation Approach
JM Financial Limited	Parent	
JM Financial Asset Management Limited	Fellow Subsidiary	
CR Retail Malls (India) Limited	Fellow Subsidiary	
JM Financial Products Limited	Fellow Subsidiary	
JM Financial Capital Limited	Subsidiary of Fellow Subsidiary	
JM Financial Credit Solutions Limited	Fellow Subsidiary	
JM Financial Home Loans Limited	Subsidiary of Fellow Subsidiary	
JM Financial Institutional Securities Limited	Subsidiary of Fellow Subsidiary	
Infinite India Investment Management Limited	Fellow Subsidiary	ICRA has taken a consolidated view of the parent and its subsidiaries
JM Financial Asset Reconstruction Company Limited	Fellow Subsidiary	
JM Financial Overseas Holding Private Limited	Fellow Subsidiary	
JM Financial Securities Inc.	Subsidiary of Fellow Subsidiary	
JM Financial Singapore Pte Ltd	Subsidiary of Fellow Subsidiary	
JM Financial Commtrade Limited	Subsidiary of Fellow Subsidiary	
JM Financial Services Limited	Fellow Subsidiary	
Astute Investments	Partnership Firm with a Fellow Subsidiary	
JM Financial Trustee Company Private Limited	Associate of JMFL	
J.M. Financial & Investment Consultancy Private Limited	Related Party *	

* Owned by the promoters of JMFL

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