



## Rating Rationale

Adani Properties Pvt. Ltd.

6 July 2018

Brickwork Ratings assigns Rating to the NCD issue of Rs.400 Crore, withdraws the rating of NCD issue of Rs.255 Cr and bank loan of Rs.250 Cr respectively, and reaffirms the rating of other instruments / facilities of Adani Properties Pvt. Ltd.

### Particulars

Instrument	Amount (Rs. Crs)	Tenor	Rating Assigned*
NCD	400 (Rs. Four Hundred Crore Only)	Long Term	BWR AA- (SO) [Pronounced as BWR Double A Minus (Structured Obligation)] Outlook - Stable

\*Please refer to BWR website [www.brickworkratings.com/](http://www.brickworkratings.com/) for definition of the ratings

SO refers to Structured Obligation which indicates credit enhancement derived from the security cover of 2x by the pledge of listed equity shares of Adani Ports and Special Economic Zone Ltd. (APSEZ – 1.0x), Adani Transmission Ltd. (ATL – 0.5x) and Adani Enterprise Ltd. (AEL – 0.5x).

**Other Outstanding Ratings of APPL which are withdrawn are:**  
NCD

Instruments	Amt	Issue Date	Coupon	Maturity	ISIN	Existing Rating	Current Rating
NCD	Rs 255 Cr	23-Feb-2 017	Zero Coupon with redemption premium	19-April- 2019	INE382 G07026	BWR AA-(SO) (Stable)	Withdrawal on redemption

### Bank Loan

Facility*	Previous Limits	Limits ( Crs)	Tenure	Previous Rating (Jan 2018)	Current Rating
Term Loans	250	250	Short term	BWR A1 (Pronounced as BWR A One)	Withdrawal (on account of repayment)



**Other outstanding ratings of Adani Properties Pvt. Ltd. which are reaffirmed are:**

**NCD**

Instruments	Amount	Issue Date	Coupon	Maturity	ISIN	Existing Rating (Jan 2018)	Current Rating
NCD	Rs.250 Cr	27-Mar-2017	Zero Coupon with redemption premium	10-April-2019	INE382G07034	BWR AA-(SO) (Stable)	BWR AA-(SO) (Stable) Reaffirmed

**Bank Loan**

Instruments	Amount	Present Rating	Assigned/ Reaffirmed	Issue Date	Rating History
Fund Based – Short Term Loan	₹ 1050 Cr	BWR A1	Reaffirmed	Mar 2018	BWR A1 Reaffirmed

**Rationale / Description of Key rating drivers / Rating Sensitivities:**

BWR has essentially relied upon the draft term sheet outlining the structure of the deal, audited financial results upto FY17 and provisional financials of FY18 of the issuer - Adani Properties Pvt. Ltd. (APPL), audited financial results of FY17 and FY18 of APSEZ, ATL and AEL, whose equity shares are provided as security, and information and clarifications provided by the issuer.

The rating factors, *inter alia*, the strength of underlying security in the form of pledge of listed equity shares of APSEZ, ATL and AEL, structure of the NCD, resourcefulness of the promoters of the Company, and financial flexibility of the group.

However, the rating is constrained by moderate fundamentals of the issuer, reliance on promoter funds, refinance or, alternatively, liquidation of the securities - to meet the payment obligations arising from the NCD, market volatility in the price of equity shares of APSEZ, ATL and AEL shares, and the overall high debt levels of the Adani Group.

**Structure of the NCDs:** The Company has proposed to raise the NCD of Rs.400 Cr with the tenor of three years. This NCD are secured 2.0x by the pledge of equity shares of APSEZ, ATL and AEL.

Both the NCDs will require a top-up within 3 working days if the cover falls below 1.75 times on any business day. The Company is required to deposit all amounts payable under the facility (including principal and interest) 15 days prior to maturity. This addresses the liquidity aspects



to an extent, should there be a need to invoke the sale of collateral. Other covenants are standard terms that are common for issues of this nature.

As per the draft term sheet, the company is expected to utilize the proceeds of the NCDs towards refinancing of existing debt, investment in equity / onward lending to group companies, and for general corporate purpose.

### **Background - APPL**

APPL, belonging to the Adani Group of companies, was incorporated in May 1995. APPL is mainly engaged in the business of let-out and/or lease of immovable properties and wholesale trading of commodities. APPL is a part of promoter and promoter group of all the listed entities of Adani Group and holds strategic investments in Adani Enterprise Ltd., Adani Ports and SEZ Ltd., Adani Power Ltd., Adani Green Energy Ltd & Adani Transmission Ltd through LLPs. APPL has also invested in unlisted group companies which are mainly engaged in real estate, and financial services business.

Mr. Karan Adani (Son of Mr. Gautam Adani) and Mr. Pranav Adani (nephew of Mr. Gautam Adani) are members of the Board of Directors of APPL. They are supported by highly qualified and professional management team.

### **Financial Performance of the Issuer - APPL**

<b>Rs. Cr</b>	<b>FY16</b>	<b>FY17</b>
	<b>Audited</b>	<b>Audited</b>
<b>Total Operating Income</b>	<b>288.38</b>	<b>367.27</b>
<b>OPBDIT</b>	<b>76.10</b>	<b>200.1</b>
<b>Total Debt</b>	<b>1177.7</b>	<b>1938.87</b>
<b>Networth</b>	<b>6330.31</b>	<b>3419.17</b>
<b>Total Debt to Equity</b>	<b>0.19</b>	<b>0.57</b>

**Rating History for the last three years (including withdrawn/suspended ratings)**

Sl. No.	Instrument/Facility	Current Rating (Year 2018)			Rating History		
		Type (Long Term/Short Term)	Amount (Rs Crs)	Rating	Date in 2017	Date in 2016	Date in 2015
1.	Proposed NCD	Long Term	400	BWR AA- (Stable)			
2.	Short Term Loan	Short Term	250	Withdrawn the rating of BWR A1+ (SO)	April 5, 2017	-	-
3.	NCD	Long term	250	Withdrawal of rating of BWR AA- (SO)	April 5, 2017		
4.	NCD	Long Term	255	BWR AA- (SO)	February 20, 2017		
5	Bank Loan	Short Term	1050	BWR A1	-	-	-
<b>Total</b>			<b>1700</b>				

**Hyperlink/Reference to applicable Criteria**

- [General Criteria](#)
- [Approach to Financial Ratios](#)
- [Structured Obligation](#)
- [Short term Debt](#)

For any other criteria obtain hyperlinks from website



Analytical Contacts	Media
<u><a href="#">MSR Manjunatha</a></u> Head – Ratings Administration  <u><a href="mailto:analyst@brickworkratings.com">analyst@brickworkratings.com</a></u>	<u><a href="mailto:media@brickworkratings.com">media@brickworkratings.com</a></u>  <b>Relationship Contact</b> <u><a href="mailto:bd@brickworkratings.com">bd@brickworkratings.com</a></u>
<b>Phone: 1-860-425-2742</b>	

**For print and digital media**

The Rating Rationale is sent to you for the sole purpose of dissemination through your print, digital or electronic media. While it may be used by you acknowledging credit to BWR, please do not change the wordings in the rationale to avoid conveying a meaning different from what was intended by BWR. BWR alone has the sole right of sharing (both direct and indirect) its rationales for consideration or otherwise through any print or electronic or digital media.

**Note on complexity levels of the rated instrument:**

BWR complexity levels are meant for educating investors. The BWR complexity levels are available at [www.brickworkratings.com/download/ComplexityLevels.pdf](http://www.brickworkratings.com/download/ComplexityLevels.pdf) Investors queries can be sent to [info@brickworkratings.com](mailto:info@brickworkratings.com).

**About Brickwork Ratings**

Brickwork Ratings (BWR), a SEBI registered Credit Rating Agency, accredited by RBI and empaneled by NSIC, offers Bank Loan, NCD, Commercial Paper, MSME ratings and grading services. NABARD has empaneled Brickwork for MFI and NGO grading. BWR is accredited by IREDA & the Ministry of New and Renewable Energy (MNRE), Government of India. Brickwork Ratings has Canara Bank, a leading public sector bank, as its promoter and strategic partner.

BWR has its corporate office in Bengaluru and a country-wide presence with its offices in Ahmedabad, Chandigarh, Chennai, Hyderabad, Kolkata, Mumbai and New Delhi along with representatives in 150+ locations. BWR has rated debt instruments/bonds/bank loans, securitized paper of over ₹ 11,99,663 Cr. In addition, BWR has rated over 6819 MSMEs. Also, Fixed Deposits and Commercial Papers etc. worth over ₹48,803 Cr have been rated.

**DISCLAIMER**

Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented “as is” without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.