

# (A.) A.K. Stockmart Pvt. Ltd.



Public Issue of Secured Rated Listed Redeemable
Non-Convertible Debentures
AND

Unsecured Subordinated Rated Listed Redeemable Non-Convertible Debentures

of
TATA CAPITAL HOUSING FINANCE LIMITED

Tranche 1 Issue
JANUARY 07, 2019 - JANUARY 17, 2019





# **INVESTMENT RATIONALE**

- PUBLIC ISSUE of SECURED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES of FACE VALUE of Rs 1,000 each
   ("SECURED NCDs") AND UNSECURED SUBORDINATED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES of FACE VALUE
   of Rs 1,000 each ("UNSECURED NCDs"), (TOGETHER REFERRED AS "NCDs") for an amount of Rs 500 crores ("BASE ISSUE SIZE")
   with an option to retain oversubscription up to Rs. 1,500 crores aggregating up to 2,00,00,000 NCDs amounting to Rs 2,000 crores
   ("TRANCHE 1 ISSUE LIMIT") ("TRANCHE 1 ISSUE") which is within the SHELF LIMIT of Rs. 5,000 crores and is being offered by way
   of the Tranche 1 Prospectus. The UNSECURED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES will be in the nature of
   SUBORDINATED DEBT and will be eligible for inclusion as TIER II CAPITAL.
- The issue offers yields ranging from 7.99% to 8.69% depending up on the option/series applied for.
- Credit Rating of 'CRISIL AAA/Stable' by CRISIL and '[ICRA] AAA (stable)' by ICRA for NCDs for an amount of Rs. 5,000 Crore.
- The NCDs are proposed to be listed on the BSE and NSE. For the purposes of the Tranche 1 Issue, NSE shall be the Designated Stock Exchange.

#### **COMPANY PROFILE**

- Tata Capital Housing Finance Limited (TCHFL) is one of India's leading non-deposit taking housing finance companies registered with the National Housing Bank ("NHB"). TCHFL was incorporated in 2008 as a wholly-owned subsidiary of Tata Capital Limited ("TCL") and accordingly is part of the Tata Capital Group which is part of the larger Tata group. TCL is majority-owned by Tata Sons Private Limited (formerly known as Tata Sons Limited), the holding company of Tata group.
- TCHFL focuses primarily on providing affordable home loans, home equity and construction finance. For Fiscal 2019, TCHFL made total loan disbursements of Rs 11,101.11 crore. As of September 30, 2019, gross Non-Performing Assets ("NPAs") in terms of value and as a percentage of outstanding loans was Rs 400.59 crore or 1.45%, respectively and net NPAs in terms of value and as a percentage of net outstanding loans was Rs 145.06 crore or 0.53%, respectively.
- Since 2009, TCHFL has grown to become one of the key housing finance companies ("HFC") in India based on loans and advances from financing activity of Rs 27,838.75 crore as of September 30, 2019.
- TCHFL has a strong marketing and distribution network in 88 branches throughout India as of September 30, 2019. TCHFL's network provides with a pan-India presence across Tier I, Tier II and Tier III cities in India. TCHFL believe that they have an adequate sized direct sales team of employees located across the geographies where they operate. TCHFL also relies on external channels such as direct sales agents for referring potential customers to them.
- TCHFL's focus growth areas for the business are (i) affordable housing through increasing their reach into Tier II and Tier III cities, (ii) developing partnerships with property developers, (iii) leveraging the "Tata" brand and (iv) increasing their utilization of alternate business channels, including digital platforms.
- The majority of TCHFL's AUM comprises home loans, including in the affordable housing segment. As of March 31, 2017, March, 31, 2018, March 31, 2019 and September 30, 2019 mortgage loans (comprising home loans and home equity) constituted 88.03%, 89.54%, 88.77% and 87.79% respectively, of their AUM and construction finance loans constituted 11.97%, 10.46%, 11.23% and 12.21% respectively, of TCHFL's AUM. As of March 31, 2017, March 31, 2018 and March 31, 2019 and September 30, 2019, Gross NPAs as a percentage of outstanding loans were 0.91%, 1.22%, 0.90% and 1.45% respectively. TCHFL's borrowings as of September 30, 2019 were Rs 26,120.17 crore.

#### **STRENGTHS**

#### • Respected "Tata" brand

TCHFL's success as a provider of financial services is built upon the reputation and client trust of the "Tata" brand. The "Tata" brand is recognized as one of the most valuable brands in the world in a brand survey undertaken by Brand Finance Plc. TCHFL believes that the "Tata" name is associated with trust, knowledge, leadership and high quality services and solutions for customers and stakeholders. The reputation of the "Tata" brand is pivotal to their ability to reach out to customers and to access capital for their business. As of September 30, 2019, current customer base of the company was approximately 1,02,093 customers.

#### Unified financial services platform across Tata group and customer potential

TCHFL believes its customers benefit from Tata group's integrated financial services platform, which offers a cross section of financial services and products including home loans, home equity and construction finance. TCHFL's management structure enables them to leverage relationships across all lines of businesses within Tata group. TCHFL believes their product knowledge derived from the multi-channel platform within Tata Capital Group enhances their ability to cross-sell financial services to a wide group of customers.

# • Strong internal controls and risk management systems

TCHFL believe they have strong internal controls and risk management systems that allow them to assess and monitor risks across business lines. TCHFL's Board has constituted various committees, including the Audit Committee, Asset Liability Committee, Risk Management Committee and Lending Committee, to monitor and manage risks at various levels. All new lines of business and product launches follow a rigorous internal approval process that requires assessing of risk and client suitability, understanding regulations and ensuring compliance with regulatory and internal policy prior to launch. Company has effective procedures for evaluating and managing the market, credit and other relevant risks.

#### • Prudent credit and information technology policies and processes

TCHFL's credit policies specify the types of loans to be offered, the documentary requirements and limits on loan amounts, all aimed at ensuring underwriting of low risk, good quality and profitable loans. Company has also established protocols and procedures to be followed when engaging with customers, as well as to determine the authority and levels to which credit decisions can be taken at various offices. Over the past ten years, TCHFL have developed expertise in mortgage loan underwriting and this expertise forms the cornerstone of their business.

# Strong management team

TCHFL's senior management team consists of professionals with experience in the banking and housing finance industries. The management team members share the common vision of excellence in execution and the team promotes a result-oriented culture that rewards employees on the basis of merit. Management team is supported by employees from a diverse set of backgrounds who bring significant expertise in their respective lines of business.

# Diversified funding mix and access to capital

TCHFL's uses a variety of funding sources to optimize funding costs, protect interest margins and maintain a diverse funding portfolio that enables them to further achieve funding stability and liquidity. As of September 30, 2019, TCHFL's sources of funding were primarily from banks and financial institutions (42%), debt securities (non-convertible debentures and other debt instruments) (15%), refinancing from NHB (21%), commercial papers (11%), and subordinated debt (2%), borrowings outside India (ECBs) (2%), inter corporate deposits (1%) and CCCPS (6%). TCHFL's Capital Adequacy Ratio ("CAR") as of March 31, 2019 and as of September 30, 2019 stood at 16.23 % and at 16.97 % respectively.

## Strong growth opportunity supported by the Government's housing policy agenda

TCHFL believe that the rapidly growing housing finance industry in India provide them with a strong growth opportunity to service people in diverse geographical regions and across income spreads, in particular the low income segment. The growth in demand for housing construction and houses has resulted and is expected to lead to an increase in demand for mortgages. The Government has announced its plans to provide housing for all by 2022.

#### Strong network and pan-India presence

TCHFL's geographical reach within India across Tier I, Tier II and Tier III cities allows them to target and grow their customer base. TCHFL offer loans to target their customer base of salaried and self-employed individuals across India. TCHFL's presence in 88 branches throughout India as of September 30, 2019, allows them to undertake loan processing, appraisal and management of customer relationships in an efficient and cost effective manner.

# **ISSUE STRUCTURE**

Issuer	Tata Capital Housing Finance Limited						
Lead Managers	A. K. Capital Services Limited, Edelweiss Financial Services Limited						
Type and nature of instrument and seniority	Secured NCDs of face value of Rs. 1,000 each and Unsecured NCDs of face value Rs. 1,000 each						
Base Issue	Rs. 500 crore						
Option to retain Oversubscription Amount	Rs. 1,500 crore						
Face Value (in Rs./NCD)	1000.00	1000.00					
Issue Price (in Rs./NCD)	1000.00						
Mode of Issue	Public Issue						
Tranche 1 Issue	Public issue by the company of secured, rated, listed, redeemable, non-convertible debentures of face value of Rs. 1,000 each ("Secured NCDs") and unsecured, subordinated, rated, listed, redeemable, non-convertible debentures of face value of Rs. 1,000 each ("Unsecured NCDs"), (together referred as "NCDs") for an amount aggregating up to Rs. 5,000 crore ("Shelf Limit"). The unsecured, rated, listed, redeemable, non-convertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as Tier II capital. The base issue size of the tranche 1 issue is Rs. 500 crore with an option to retain oversubscription up to Rs. 1,500 crore, aggregating up to 2,00,00,000 NCDs and amounting to Rs. 2,000 crore which is within the Shelf Limit ("Tranche 1 Issue"). The Tranche 1 Issue is being made pursuant to the terms and conditions of the tranche 1 prospectus ("Tranche 1 Prospectus") which should be read together with the shelf prospectus dated December 30, 2019 ("Shelf Prospectus").						
Tranche 1 Issue Size	Rs. 2,000 crore						
Listing	NSE and BSE. NSE shall be the Designated Stock Exchange for the Issue. The NCDs shall be listed in accordance with applicable law and within the timeframe stipulated by SEBI						
Lock-in	Not applicable						
Mode of Allotment and Trading	Compulsorily in dematerialized form						
Market / Trading Lot	One NCD						
Depositories	NSDL and CDSL						
Security and Security Cover	applicable statut immovable prop- created by the No security will t	ory and/or regulatory erty and a first rankir company in favour o	requirements, ng <i>pari passu</i> flo of NHB as secu	shall be secured by pating charge over th urity for the due rep	and shall rank <i>pari passu inter se</i> , present and fuway of a first ranking <i>pari passu</i> charge by way e movable properties of the company, including bayment for financial assistance by way of refinand Debt. The rated, listed, redeemable Unsecured Notes	of mortgage over the book debts (excluding th noing granted by NHB	company's specific ne exclusive charge to the company).
	Rating agency	Instrur	ment	Rating symbol	Date of credit rating letter	Amount rated (in Rs. Crore)	Rating definition
Credit Ratings	CRISIL	Non-convertible d subordinated debt	lebentures an	cRISIL AAA/ Stable	November 27, 2019 and further revalidated by letter dated December 24, 2019	5000.00	Stable
	ICRA	Non-convertible d subordinated debt	lebentures an	id [ICRA] AAA (stable)	November 27, 2019 and further revalidated by letter dated December 24, 2019	5000.00	Stable
Pay-in date		. The entire Application					
Application money		ation amount is payab	le on submitting	the application			
Interest type	Fixed						
Day count convention	Actual/Actual						
Tranche 1 Issue Opening Date	Tuesday, Januar	y 7, 2020					
Tranche 1 Issue Closing Date	Friday, January 17, 2020						
Default interest rate	principal amount l				listing, dematerialized credit, execution of Debenture Tor regulatory requirements, at such rates as stipulated/p		
Call/Put Option	Not applicable						
Deemed Date of Allotment	of NCDs may tak	ke place on a date oth	er than the Dee	emed Date of Allotmer	Os for Tranche 1 Issue or such date as may be dete it. All benefits relating to the NCDs including intere e Holders from the Deemed Date of Allotment		

\*The Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that the Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board of Directors. In the event of such an early closure of or extension of the Tranche 1 Issue, the Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of closure. Application Forms for the Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.

In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, the Company will make public issue of NCDs in the dematerialised form. Trading in NCDs shall be compulsorily in dematerialized form.

# THE SPECIFIC TERMS OF EACH OPTION OF NCDs

Series	I*	П	Ш	IV	V	VI
Frequency of Interest Payment	Annual	Monthly	Annual	Monthly	Annual	Annual
Type of NCD	Secured	Secured	Secured	Secured	Secured	Unsecured
Minimum Application	Rs.10,000 (10 NCDs) across all Series					
Face Value/ Issue Price of NCDs (Rs./ NCD)	Rs. 1,000.00					
In Multiples of thereafter (Rs.)			Rs. 1,000/	'- (1 NCD)		
Tenor	36 months	60 months	60 months	96 months	96 months	120 months
Coupon (% per annum) for NCD Holders in Category I & II	8.00%	7.92%	8.20%	8.01%	8.30%	8.55%
Coupon (% per annum) for NCD Holders in Category III & IV	8.10%	8.01%	8.30%	8.10%	8.40%	8.70%
Effective Yield (% per annum) for NCD Holders in Category I & II	7.99%	8.21%	8.19%	8.30%	8.29%	8.54%
Effective Yield (% per annum) for NCD Holders in Category III & IV	8.09%	8.30%	8.29%	8.40%	8.39%	8.69%
Mode of Interest Payment		Т	hrough various	mode available		
Amount (Rs / NCD) on Maturity for NCD Holders in Category I, II, III & IV	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00
Put and Call Option	NA	NA	NA	NA	NA	NA

<sup>\*</sup>The company would allot the Series I NCDs, as specified in the Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

# **ALLOCATION RATIO**

Institutional	Non-Institutional	High Net Worth Individual Investors	Retail Individual Investors
Portion	Portion	Portion	Portion
10% of the issue size	10% of the issue size	40% of the issue size	

# **INVESTOR CATEGORIES AND ALLOTMENT**

Category I	Category II	Category III	Category IV
Institutional Investors	Non Institutional Investors	High Net-worth Individual, ("HNIs"), Investors	Retail Individual Investors
• Public financial institutions, scheduled commercial banks, and Indian	Companies within the meaning of Section	<ul> <li>Resident Indian</li> </ul>	<ul> <li>Resident Indian</li> </ul>
multilateral and bilateral development financial institutions which are	2(20) of the Companies Act, 2013;	individuals and Hindu	individuals and
authorized to invest in the NCDs;	statutory bodies/ corporations and	Undivided Families	Hindu Undivided
• Provident funds and pension funds with a minimum corpus of Rs.	societies registered under the applicable	through the Karta	Families through
2,500 lakh, superannuation funds and gratuity funds, which are	laws in India and authorized to invest in	applying for an	the Karta applying
authorized to invest in NCDs;	the NCDs;	amount aggregating	for an amount
Alternative Investment Funds, subject to investment conditions	Co-operative banks and regional rural	to above	aggregating up to
applicable to them under Securities and Exchange Board of India	banks;	Rs.10,00,000 across	and including
(Alternative Investment Funds) Regulations, 2012;	Trusts including Public/private charitable	all options of NCDs in	Rs.10,00,000
Resident Venture Capital Funds registered with SEBI;	/religious trusts which are authorized to	the Tranche 1 Issue	across all options
Insurance companies registered with the IRDAI;	invest in the NCDs;		of NCDs in the
State industrial development corporations;	Scientific and/or industrial research		Tranche 1 Issue
• Insurance funds set up and managed by the army, navy, or air force	organizations, which are authorized to		
of the Union of India;	invest in the NCDs;		
• Insurance funds set up and managed by the Department of Posts,	Partnership firms in the name of the		
the Union of India;	partners; and		
Systemically Important Non-Banking Financial Company registered      Systemical Company r			
with the RBI and having a net-worth of more than Rs.50,000 lakh as	registered under the provisions of the		
per last audited financial statements;	Limited Liability Partnership Act, 2008		
National Investment Fund set up by resolution no. F.No. 2/3/2005-      DDU deted Nevember 33, 2005 of the Covernment of India.	(No. 6 of 2009)  • Association of Persons; and		
DDII dated November 23, 2005 of the Government of India			
published in the Gazette of India; and	Any other incorporated and/ or     unincorporated body of persons		
Mutual funds registered with SEBI.	unincorporated body of persons		

# APPLICATIONS CANNOT BE MADE BY

- (a) Minors without a guardian name\* (A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form);
- (b) Foreign nationals;
- (c) Persons resident outside India;
- (d) Foreign Institutional Investors;
- (e) Foreign Portfolio Investors;
- (f) Non Resident Indians;
- (g) Qualified Foreign Investors;
- (h) Overseas Corporate Bodies\*\*;
- (i) Foreign Venture Capital Funds; and
- (j) Persons ineligible to contract under applicable statutory/ regulatory requirements.

<sup>\*</sup>Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872

128.82

132.76

202.10

50.49

50.00

141.35 29.25

171.90

23.70

28.28

1.45%

0.53%

3.91%

10.56%

115.46

69.52

139.15

87.61

87.94

(Rs.in Crores)

# **KEY OPERATIONAL AND FINANCIAL PARAMETERS (Standalone)**

	Fiscal 2017#		
Parameters Parameters	(Rs. Crore, except number of		
Net worth	accounts / groups) 1281.21		
Total debt			
	15,207.78		
<ul><li>i) Non-current long term borrowings</li><li>ii) Short term borrowings</li></ul>	8,657.45		
•	3,579.18 2,971.15		
iii) Current maturities of long term borrowings  Net fixed assets	18.60		
Non-current assets	24.45		
	83.03		
Cash and cash equivalents  Current investments	03.03		
Current assets	3.10		
Current liabilities	484.40		
AUM	17,003.22		
	17,003.22		
Off balance sheet assets	-		
Interest income from funding activities	1,706.96		
Interest expense	1,137.43		
Provisioning and write – offs	70.40		
PAT	178.17		
	170.17		
Gross NPA (%)	0.91%		
Net NPA (%)	0.46%		
Tier I Capital Adequacy Ratio (%)	10.19%		
Tier II Capital Adequacy Ratio (%)	5.82%		
Yield	10.76%		
Cost Of Borrowing	8.50%		
Net Interest Margin	3.36%		
Cost to Net Total Income	40.60%		
ROA	1.15%		
ROE	14.27%		
- As per I- GAAP			

Parameters	Fiscal 2018\$	Fiscal 2019\$	ended Sep 30, 2019\$	
raiameteis	(Rs. Crore, except number of accounts / groups)			
let worth	1,593.00	2,170.77	2,492.50	
otal borrowings of which	_	_	_	

Total borrowings of which	-	-	-
i) Debt Securities	4,274.20	4,021.57	3,778.59
ii) Borrowings (other than debt securities)	13,321.75	19,676.36	20,160.36
iii) Subordinated liabilities	648.70	623.70	623.70
Property, plant and equipment	14.81	18.27	27.68
Investment Property	4.16	3.97	3.87
Capital work in progress	1.74	0.66	1.29
Intangible assets under development	7.25	0.09	-
Other intangible assets	-	7.14	6.59
Loans	20,329.04	26,348.05	27,545.88
Other Financial assets	5.66	11.47	32.04

#### Bank balance other than above 0.26 517.08 100.51 Investments 2.81 3.69 3.81 Other Financial liabilities 330.68 307.05 372.71 Non-Financial liabilities 382.38 372.55 464.42 Total income 1,927.01 2,440.01 1,494.89 Revenue from operations 1,892.29 2,387.61 1,475.40 1,351.65 1,774.51 1,106.32 Finance cost

Other Non-financial assets

Cash and cash equivalents

Impairment on financial instruments

Total Comprehensive Income

Profit for the year from continuing operations

Gross NPA (%) 1.22% 0.90% Net NPA (%) 0.41% 0.38% Tier I Capital Adequacy Ratio (%) 10.82% 11.94% 13.06% Tier II Capital Adequacy Ratio (%) 5.65% 4.30% Yield 10.28% 10.19%

Cost Of Borrowing 7.95% 8.20% 8.31% Net Interest Margin 2.97% 2.66% 2.66% Cost to Net Total Income 45.92% 51.84% 44.57% **ROA** 1.00% 0.60% 0.63% ROE 13.65% 7.68% 6.79%

# **DEBT EQUITY RATIO OF THE COMPANY:**

Prior to the Issue (as of September 30, 2019)	9.93	
Post the Issue	10.73	

The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of Rs. 2,000 crore as Secured Loan from the Issue as on September 30, 2019. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

\$ - As per IND-AS

Net worth has been calculated as per Section 2(57) of Companies Act, 2013 and includes Compulsorily Convertible Cumulative Preference Share (CCCPS) held entirely by the Holding Company of Rs.1,572.00 crore. Debt Equity Ratio has been calculated as: (Outstanding Debt - CCCPS and dividend accrued thereon) / (Net worth). Under Ind AS 32 Financial Instruments: Presentation, the CCCPS and dividend accrued thereon of Rs.1,641.14 crore have been classified under borrowings and other financial liabilities in the financial statements.

## **DISCLAIMER:**

# 'The investors shall invest only on the basis of information contained in the final prospectus'

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