

March 31, 2023

## Shriram Finance Limited (erstwhile Shriram Transport Finance Company Limited): Provisional [ICRA]AAA(SO) assigned to PTCs backed by vehicle loan receivables issued by Sansar Trust March 2023 VII

### Summary of rating action

| Trust Name                  | Instrument*  | Current Rated Amount<br>(Rs. crore) | Rating Action                       |
|-----------------------------|--------------|-------------------------------------|-------------------------------------|
| Sansar Trust March 2023 VII | PTC Series A | 625.13                              | Provisional [ICRA]AAA(SO); Assigned |

\*Instrument details are provided in Annexure I

|  |  |
|--|--|
| Rating in the absence of pending actions/documents | No rating would have been assigned as it would not be meaningful |
|--|--|

### Rationale

ICRA has assigned a provisional rating to the pass-through certificates (PTCs) issued under a securitisation transaction originated by Shriram Finance Limited {SFL/originator (erstwhile Shriram Transport Finance Company Limited); rated [ICRA]AA+ (Stable)}. The PTCs are backed by a pool of Rs. 665.03 crore (pool principal; receivables of Rs. 872.91 crore) of vehicle loan receivables.

The provisional rating is based on the strength of the cash flows from the selected pool of contracts, SFL's track record in the vehicle loan business and the credit enhancement available in the form of (i) over-collateralisation of 6.00% of the initial pool principal, (ii) a credit collateral (CC) of 5.00% of the pool principal to be provided by the originator, (iii) excess interest spread (EIS) of 17.94% in the structure, as well as the integrity of the legal structure. The rating is subject to the fulfilment of all the conditions under the structure and the review of the documentation pertaining to the transaction by ICRA.

### Key rating drivers

#### Credit strengths

- Proven track record in pre-owned commercial vehicle (CV) financing segment along with its well-established franchise
- Availability of over-collateralisation, EIS and CC in the transaction
- Low obligor concentration with the top 10 obligors accounting for only 0.7% of the overall pool principal amount

#### Credit challenges

- High share (i.e. ~40%) of contracts with original tenure of more than 48 months
- High share (i.e. ~62%) of contracts with IRR greater than 17%;
- Performance of the pool would remain exposed to macro-economic shocks/business disruptions

### Description of key rating drivers highlighted above

As per the transaction structure, the monthly cash flow schedule will comprise the promised interest payments to PTC Series A at the predetermined interest rate on the principal outstanding and the entire principal on the final maturity date (April 20, 2028). During the tenure of PTC Series A, the collections from the pool, after making the promised interest payouts to PTC Series A, will be used to make the expected principal payouts to PTC Series A. However, this principal payout is not promised and any shortfall in making the expected principal payment to PTC Series A would be carried forward to the subsequent payout.

The loan pool receivables will be assigned at par to the PTC investors. The first line of support for PTC Series A in the transaction is in the form of over-collateralisation of 6.00% of the pool principal, which will be in the form of an equity tranche. The originator's claim on the EIS in the transaction is subordinated to the PTC payouts. Thus, the EIS acts as a source of credit

enhancement in the transaction. After meeting the promised and expected payouts, the EIS will be passed on to the originator on a monthly basis. However, on the occurrence of a PTC default or any other predefined acceleration event, the residual EIS every month shall be utilised for accelerating the principal payment due to PTC Series A. An acceleration event is triggered in case of servicer default, replacement of servicer or if the 150+ days past due (dpd) exceeds 5% of the outstanding pool principal.

A CC equivalent to 5.00% of the initial pool principal (Rs. 33.25 crore) also acts as credit enhancement in the transaction. The CC would be in the form of a fixed deposit maintained with a Designated Bank acceptable to ICRA. In the event of a shortfall in meeting the promised PTC payouts during any month, the Trustee will utilise the EIS first and then the CC to meet the shortfall.

There are no overdues in the pool as on the cut-off date. The pool is well diversified with low obligator concentration and a weighted average seasoning of 7.4 months. It comprises new and used commercial vehicle (new CV: 2.4% and used CV: 34.7%), new and used passenger vehicle (new PV: 5.0% and used PV: 46.8%), new and used construction equipment (new CE: 0.5% and used CE: 5.6%) and new and used tractor (new tractors: 0.9% and used tractors: 4.3%) loan contracts. The pool has moderate geographical concentration with the top 3 states (Tamil Nadu, Andhra Pradesh and Karnataka) contributing 35.6% to the initial pool principal amount. It also has a high share (40.0%) of contracts with an original tenure of more than 48 months. The pool has a high share of contracts (62.0%) with IRR of more than 17%. Further, its performance would remain exposed to macro-economic shocks/business disruptions.

**Past rated pools:** ICRA has rated over 50 pools so far, backed by new & used CV, new & used PV, new & used CE and tractor loans originated by SFL. Overall, the performance of all live pools (which have completed at least two payouts) has remained healthy till the February 2023 payouts with good collections and loss-cum-180+ dpd levels of sub-1.6% for all the pools.

### Key rating assumptions

ICRA's cash flow modelling for rating asset-backed securitisation (ABS) transactions involves the simulation of potential delinquencies, losses (shortfall in principal collection during the tenor of the pool) and prepayments in the pool. The assumptions for the loss and coefficient of variation (CoV) are arrived at after taking into account the performance of the originator's portfolio as well as the characteristics of the specific pool being evaluated. Additionally, the assumptions may be adjusted to factor in the current operating environment and any industry-specific factors that ICRA believes could impact the performance of the underlying pool of contracts.

After making these adjustments, the expected mean shortfall in principal collection during the tenure of the pool is estimated at 4.00-5.00% of the initial pool principal, with certain variability around it. The prepayment rate for the underlying pool is estimated at 18.0-24.0% per annum.

### Liquidity position: Superior

As per the transaction structure, only the interest amount is promised to the PTC Series A holders on a monthly basis while the principal amount is promised on the scheduled maturity date of the transaction. The cash flows from the pool and the available credit enhancement are expected to be highly comfortable to meet the promised payouts to the PTC Series A investors.

### Rating sensitivities

**Positive factors** – Not applicable

**Negative factors** – Pressure on the rating could emerge due to the weakening collection performance of the underlying pool (monthly collection efficiency < 90% on a sustained basis).

## Analytical approach

The rating action is based on the analysis of the performance of SFL's portfolio till December 2022, the key characteristics and composition of the current pool, the performance expected over the balance tenure of the pool, and the credit enhancement cover available in the transaction.

| Analytical Approach             | Comments   |
|---------------------------------|--|
| Applicable rating methodologies | <a href="#">Rating Methodology for Securitisation Transactions</a> |
| Parent/Group support            | Not Applicable   |
| Consolidation/Standalone        | Not Applicable   |

## Pending actions/documents required to be completed for conversion of the provisional rating into final

The assigned rating is provisional and would be converted into final upon the execution of:

1. Trust deed
2. Assignment agreement
3. Legal opinion
4. Trustee compliance letter
5. Chartered Accountant's know your customer (KYC) certificate
6. Any other documents executed for the transaction

## Validity of the provisional rating

The Trust is expected to complete the pending actions/execute the pending documents in the near term. However, in case of continued pendency of the actions/documents beyond one year of this publication, the provisional rating would be withdrawn for the transaction even if the instrument has been issued.

## Risks associated with the provisional rating

In case the issuance is completed, but the pending actions/documents are not completed for the transaction within one year (validity period) from the assignment of the rating, the provisional rating will be withdrawn in accordance with ICRA's Policy on Provisional Ratings available at [www.icra.in](http://www.icra.in).

## About the company

Shriram Finance Limited [SFL; erstwhile Shriram Transport Finance Company Limited (STFC)], incorporated in 1979, is a part of the Shriram Group of companies and is a top-layer non-banking financial company (NBFC). Based on the National Company Law Tribunal (NCLT) order dated November 14, 2022, the operations of Shriram City Union Finance Company Limited (SCUF) and Shriram Capital Limited were merged with STFC and the resultant entity was rechristened Shriram Finance Limited on November 30, 2022.

SFL enjoys a leadership position in pre-owned commercial vehicle finance and has a pan-India presence with 2,910 branches. As of December 31, 2022, its consolidated assets under management (AUM) was Rs. 1.8 lakh crore, comprising pre-owned commercial vehicle finance (76%), small and medium-sized enterprise (SME) lending (10%), personal loans (3%), gold loans (2%), two-wheeler loans (5%) and housing finance (4%; through its subsidiary – Shriram Housing Financing Limited).

In 9M FY2023, on a consolidated basis, SFL reported a net profit of Rs. 4,726 crore on AUM of Rs. 1,84,678 crore and its net worth of Rs. 41,140 crore#. On a standalone level, the company reported a profit after tax (PAT) of Rs. 4,671 crore on an AUM of Rs. 1,77,498 crore. Its reported capital adequacy stood at 22.99% as of December 31, 2022.

### Key financial indicators

|                                      | FY2021*  | FY2022*  | 9M FY2023^          |
|--------------------------------------|----------|----------|---------------------|
|                                      | Audited  | Audited  | Provisional         |
| <b>Net worth</b>                     | 21,568   | 25,932   | 41,140 <sup>#</sup> |
| <b>Profit after tax</b>              | 2,487    | 2,708    | 4,726               |
| <b>Assets under management (AUM)</b> | 1,17,243 | 1,27,041 | 1,84,678            |
| <b>Gross stage 3</b>                 | 7.1%     | 7.1%     | 6.1%                |
| <b>Net stage 3</b>                   | 4.2%     | 3.7%     | 3.2%                |

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

\*For SFL, prior to the merger with SCUF and SCL; ^Consolidated, post-merger

<sup>#</sup>Adjusted for goodwill of Rs. 1,408.6 crore

**Status of non-cooperation with previous CRA: Not applicable**

**Any other information: None**

### Rating history for past three years

|   | Trust Name                     | Current Rating (FY2023) |                          |                                |                                  | Chronology of Rating History for the Past 3 Years |                         |                         |  |
|---|--------------------------------|-------------------------|--------------------------|--------------------------------|----------------------------------|---|-------------------------|-------------------------|--|
|   |                                | Instrument              | Amount Rated (Rs. crore) | Amount Outstanding (Rs. crore) | Date & Rating in FY2023          | Date & Rating in FY2022                           | Date & Rating in FY2021 | Date & Rating in FY2020 |  |
|   |                                |                         |                          |                                | March 31, 2023                   |   |                         |                         |  |
| 1 | Sansar Trust<br>March 2023 VII | PTC Series A            | 625.13                   | 625.13                         | <b>Provisional [ICRA]AAA(SO)</b> | -   | -                       | -                       |  |

### Complexity level of the rated instrument

| Instrument   | Complexity Indicator |
|--------------|----------------------|
| PTC Series A | 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**

| Trust Name                             | Instrument   | Date of Issuance / Sanction | Coupon Rate | Maturity Date* | Amount Rated (Rs. crore) | Current Rating            |
|--|--------------|-----------------------------|-------------|----------------|--------------------------|---------------------------|
| <b>Sansar Trust<br/>March 2023 VII</b> | PTC Series A | March 2023                  | 8.75%       | April 2028     | 625.13                   | Provisional [ICRA]AAA(SO) |

\* Scheduled PTC maturity date at transaction initiation; may change on account of prepayments  
Source: Company

**Annexure II: List of entities considered for consolidated analysis**

Not Applicable

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## About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit [www.icra.in](http://www.icra.in)

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