

Rating Rationale

January 07, 2022 | Mumbai

Oriental Nagpur Betul Highway Limited

Rating Reaffirmed

Rating Action

Rs.1731.54 Crore (Reduced from Rs.1901.59 Crore) Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)	
Rs.190.41 Crore (Reduced from Rs.209.1 Crore) Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)	
Rs.101.56 Crore (Reduced from Rs.111.46 Crore) Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)	
Rs.50 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)	

1 crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has reaffirmed its 'CRISIL AAA/Stable' rating to the NCDs of Oriental Nagpur Betul Highway Limited (ONBHL). CRISIL Ratings has also **withdrawn** its rating on the NCDs aggregating to Rs 198.64 crore on receipt of confirmation from the trustee and at the request of the client. The rating action is in line with the CRISIL Ratings policy on withdrawal of ratings.

The rating continues to reflect the stable revenue profile of the company, given the annuity-based model of the highway project; well-defined structured payment waterfall mechanism that stipulates creation of a DSRA (debt service reserve account) to the extent of 9 months; and adequate legal structure of the transaction. These strengths are partially offset by exposure to risk relating to operations and maintenance (O&M), major maintenance and pending construction of toll plaza on Maharashtra section.

Analytical Approach

CRISIL Ratings has considered the business and financial risk profiles of ONBHL on a standalone basis owing to its wellmonitored trustee mechanism separating its cash flow and security. Any payment to the parent, Oriental Infratrust, can be done only after checking of all conditions by the trustee in line with the financing agreements.

CRISIL Ratings has noticed the discussions around the proposed prepayment of NCDs and understands that this will happen only after the approval from the investors of these NCDs, in-line with the terms of financing agreements. Any deviation from this understanding will be a rating sensitive factor.

Key Rating Drivers & Detailed Description

Strengths:

• Stable revenue profile given annuity-based model of the highway project:

ONBHL receives annuity payment from the National Highways Authority of India (NHAI; 'CRISIL AAA/Stable'). Under the annuity concept, NHAI makes a fixed semi-annual payment over the concession period to the concessionaire. Since the concessionaire does not bear traffic risk, the project is insulated from any demand risk. ONBHL has, till date, received 13 annuity payments commencing August 21, 2015, without any delay or deduction. The annuity nature of the project and strong counterparty mitigate risk of delay in payment. Any significant delay in receipt or quantum of fixed annuity payment will remain a key rating sensitivity factor.

• Well-defined structured payment waterfall mechanism:

The waterfall mechanism ensures the annuity is used for NCD investor payouts after meeting statutory dues and payment towards the NHAI. As per the existing terms, upfront creation of a DSRA equivalent to principal and interest dues for 9 months is done. There is cushion of at least 30 days between receipt of the annuity and debt repayment. The DSRA also provides adequate liquidity in case of delay in annuity payment.

Moreover, there is an upfront additional reserve of Rs 25 crore over and above the DSRA towards meeting excess O&M or major maintenance costs. In case additional reserve is withdrawn, project cash lying in the ONBHL surplus cash account shall be mandatorily required to be transferred in accordance with written instructions issued by the debenture trustee.

Healthy financial risk profile under proposed terms:

The company is planning to raise additional NCDs of up to Rs 50 crore. Financial risk profile is expected to remain healthy even after factoring this additional debt and if the company maintains a healthy DSCR (debt service coverage

ratio under CRISIL Ratings projections of expenses.

Modifications in the terms of the proposed NCDs (removal of additional reserve requirement of Rs 25 crore, change in DSRA requirements from peak 9-month debt servicing to peak 6-month debt servicing, and Major Maintenance Reserves (MMR) creation schedule as presented in annexures) will also be replicated in existing outstanding debt and are not expected to impact the overall credit profile. This is because of a healthy track record of 13 annuity payments on time, satisfactory upkeep of road since commissioning in February 2015 (as demonstrated through latest Lenders' Independent Engineer report and road quality test reports [such as BBD survey and Road Roughness Measurement Tests]), completion of the first MMR cycle within budgeted cost and transfer of asset to Oriental Infratrust within 2020.

Weaknesses:

Exposure to O&M and major maintenance risk:

Timely and full release of annuity from the NHAI largely depends on proper road maintenance. Furthermore, frequent occurrence of material breach in the O&M and maintenance requirement may also result in the contract being terminated by the NHAI. However, the routine nature of O&M expenses, fixed-price contract with O&M contractor (Oriental Structural Engineers Pvt Ltd [OSE], which has extensive experience in road construction), low costs against annuity receipts, and adequate budgeting for major maintenance reserve as per the base case business plan in the term sheet mitigate the aforementioned risk.

Risks related to pending construction:

The construction of toll plaza on the Maharashtra section is still pending and is under approval with the authority. However, the risk of completion of balance work is mitigated by creation of construction reserve of Rs 8.73 crore as on December 31, 2021 Any increase in the construction cost not funded by the sponsors will remain a rating sensitivity factor.

Liquidity: Superior

Liquidity is likely to remain sufficient over the medium term, with expected DSCR of more than 1 time during the tenure of the NCDs. The company is receiving semi-annual annuity aggregating to Rs 580 crore per annum, which will be sufficient to meet debt obligation of about Rs 370 crore in fiscal 2023. The company has also created debenture redemption reserve and DSRA worth nine months.

Outlook: Stable

Cash flow should remain stable over the medium term, given the fixed annuity receipts from the NHAI and low (as a percentage of annuity inflow) regular O&M requirement.

Rating Sensitivity factors

Downward factors:

- Significant cost overrun in periodic O&M activities
- Substantial decline (from semi-annuity amount of Rs 285 crore post-taxes) or delay in receipt of annuity inflow
- Failure to adhere to the well-defined structure

About the Company

ONBHL (now a part of Oriental Infratrust [60% of the trust is being held by OSE & Oriental Tollways Pvt Ltd [OTPL]) is a special-purpose vehicle (SPV) promoted by OSE and OTPL, which hold 26.03% and 73.97% stakes, respectively. ONBHL was incorporated in June 2010 to augment the existing two-lane carriageway of Nagpur-Saoner-Betul section of NH-69 from 3-59.30 km in Maharashtra and 137-257.40 km in Madhya Pradesh to a four-lane carriageway on design, build, finance, operate, and transfer basis under the National Highways Development Project, phase IV.

ONBHL signed a concession agreement with NHAI in August 2010 for 20 years, including the construction period. Commercial operations began in February 2015.

About OSE

Incorporated in 1971, OSE is a construction company promoted by Mr K S Bakshi, Mr P S Sethi and Mr A S Bakshi. It undertakes engineering, procurement, and construction projects, including construction of rigid and flexible pavements for roads/highways and airfields, and bridges and earthwork. The company has completed many infrastructure development projects with specialisation in highways and runways. OSE promotes seven SPVs and has completed six projects on build, operate, transfer basis totalling 306 km.

Key Financial Indicators (CRISIL Ratings-adjusted values)

As on / for the period ended March 31		2021	2020
Revenue	Rs crore	475	574
Profit after tax (PAT)	Rs crore	216	224
Adjusted debt/adjusted networth	Times	2.05	2.36
PAT margin	%	45.5	39
Interest coverage	Times	1.67	1.9

Any other information:

The NCDs had been issued in three series, Series A, B and C. Series B and C are subordinate to Series A, as per NHAI guidelines, to indicate preference in case of termination payments. Strength of cash flow provides sufficient cushion for meeting debt obligation even in high-stress scenarios. Availability of a pari passu DSRA and additional reserve further support subordinated series of NCDs.

Rating Rationale

Salient features of NCDs

- The NCD Series A, B and C have been issued in three series with semi-annual interest and repayment.
- Tenure for Series A and B is 14 years (maturing at least 30 days after annuity to be received in February 2030). Tenure
 for Series C is 12 years (maturing at least 30 days after annuity to be received in February 2030).
- Upfront creation of liquidity facility in the form of DSRA for nine months of peak principal and interest payments (with at least 50% as cash and balance as a guarantee from a CRISIL AAA-rated non-banking financial company).

The Rs 50 crore NCDs have been proposed to be raised which shall rank pari passu in all terms & conditions to the Series B and C NCDs. The tenure of these NCDs is proposed to be 9 years (maturing at least 30 days after annuity to be received in February 2030).

Major maintenance reserve proposed under revised terms

Fiscal year	2024	2025	2026	2029	2030	2031
Inflow into MMR	67.67	67.67	67.67	109.00	109.00	109.00

All figures in Rs crore

Note on complexity levels of the rated instrument:

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Annexure - Details of Instrument(s)

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity Date	Issue size (Rs crore)	Complexity level	Rating assigned with outlook
INE105N07118	NCDs	16-Nov- 16	8.28%	30-Mar- 22	85.92	Simple	CRISIL AAA/Stable
INE105N07126	NCDs	16-Nov- 16	8.28%	30-Sep- 22	87.7	Simple	CRISIL AAA/Stable
INE105N07134	NCDs	16-Nov- 16	8.28%	30-Mar- 23	91.43	Simple	CRISIL AAA/Stable
INE105N07142	NCDs	16-Nov- 16	8.28%	30-Sep- 23	92.98	Simple	CRISIL AAA/Stable
INE105N07159	NCDs	16-Nov- 16	8.28%	30-Mar- 24	96.94	Simple	CRISIL AAA/Stable
INE105N07167	NCDs	16-Nov- 16	8.28%	30-Sep- 24	98.49	Simple	CRISIL AAA/Stable
INE105N07175	NCDs	16-Nov- 16	8.28%	30-Mar- 25	102.76	Simple	CRISIL AAA/Stable
INE105N07183	NCDs	16-Nov- 16	8.28%	30-Sep- 25	118.2	Simple	CRISIL AAA/Stable
INE105N07191	NCDs	16-Nov- 16	8.28%	30-Mar- 26	123.25	Simple	CRISIL AAA/Stable
INE105N07209	NCDs	16-Nov- 16	8.28%	30-Sep- 26	125.27	Simple	CRISIL AAA/Stable
INE105N07217	NCDs	16-Nov- 16	8.28%	30-Mar- 27	105.94	Simple	CRISIL AAA/Stable
INE105N07225	NCDs	16-Nov- 16	8.28%	30-Sep- 27	93.37	Simple	CRISIL AAA/Stable
INE105N07233	NCDs	16-Nov- 16	8.28%	30-Mar- 28	97.4	Simple	CRISIL AAA/Stable
INE105N07241	NCDs	16-Nov- 16	8.28%	30-Sep- 28	98.41	Simple	CRISIL AAA/Stable
INE105N07258	NCDs	16-Nov- 16	8.28%	30-Mar- 29	102.68	Simple	CRISIL AAA/Stable
INE105N07266	NCDs	16-Nov- 16	8.28%	30-Sep- 29	103.54	Simple	CRISIL AAA/Stable
INE105N07274	NCDs	16-Nov- 16	8.28%	30-Mar- 30	107.26	Simple	CRISIL AAA/Stable
INE105N07381	NCDs	16-Nov- 16	8.78%	30-Mar- 22	9.45	Simple	CRISIL AAA/Stable
INE105N07399	NCDs	16-Nov- 16	8.78%	30-Sep- 22	9.64	Simple	CRISIL AAA/Stable
INE105N07407	NCDs	16-Nov- 16	8.78%	30-Mar- 23	10.05	Simple	CRISIL AAA/Stable
INE105N07415	NCDs	16-Nov- 16	8.78%	30-Sep- 23	10.22	Simple	CRISIL AAA/Stable
INE105N07423	NCDs	16-Nov- 16	8.78%	30-Mar- 24	10.66	Simple	CRISIL AAA/Stable

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Rating Rationale

INE105N07431 INE105N07449 INE105N07456 INE105N07464 INE105N07472 INE105N07480 INE105N07498	NCDs NCDs NCDs NCDs NCDs	16-Nov- 16 16-Nov- 16 16-Nov- 16 16-Nov- 16 16-Nov-	8.78% 8.78% 8.78% 8.78%	30-Sep- 24 30-Mar- 25 30-Sep-	10.83 11.3	Simple Simple	CRISIL AAA/Stable CRISIL
INE105N07456 INE105N07464 INE105N07472 INE105N07480 INE105N07498	NCDs NCDs NCDs	16 16-Nov- 16 16-Nov- 16	8.78%	30-Mar- 25 30-Sep-	11.3	Simple	
INE105N07464 INE105N07472 INE105N07480 INE105N07498	NCDs NCDs	16-Nov- 16 16-Nov- 16		30-Sep-			AAA/Stable
INE105N07472 INE105N07480 INE105N07498	NCDs	16	g 7g0/	25	13	Simple	CRISIL AAA/Stable
INE105N07480 INE105N07498		16-Nov-	0.7070	30-Mar- 26	13.55	Simple	CRISIL AAA/Stable
INE105N07498		16	8.78%	30-Sep- 26	13.77	Simple	CRISIL AAA/Stable
	NCDs	16-Nov- 16	8.78%	30-Mar- 27	11.65	Simple	CRISIL AAA/Stable
	NCDs	16-Nov- 16	8.78%	30-Sep- 27	10.27	Simple	CRISIL AAA/Stable
INE105N07506	NCDs	16-Nov- 16	8.78%	30-Mar- 28	10.71	Simple	CRISIL AAA/Stable
INE105N07514	NCDs	16-Nov- 16	8.78%	30-Sep- 28	10.82	Simple	CRISIL AAA/Stable
INE105N07522	NCDs	16-Nov- 16	8.78%	30-Mar- 29	11.29	Simple	CRISIL AAA/Stable
INE105N07530	NCDs	16-Nov- 16	8.78%	30-Sep- 29	11.38	Simple	CRISIL AAA/Stable
INE105N07548	NCDs	16-Nov- 16	8.78%	30-Mar- 30	11.82	Simple	CRISIL AAA/Stable
INE105N07639	NCDs	26-Dec- 17	9.00%	30-Mar- 22	5	Simple	CRISIL AAA/Stable
INE105N07647	NCDs	26-Dec- 17	9.00%	30-Sep- 22	5.1	Simple	CRISIL AAA/Stable
INE105N07654	NCDs	26-Dec- 17	9.00%	30-Mar- 23	5.4	Simple	CRISIL AAA/Stable
INE105N07662	NCDs	26-Dec- 17	9.00%	30-Sep- 23	5.5	Simple	CRISIL AAA/Stable
INE105N07670	NCDs	26-Dec- 17	9.00%	30-Mar- 24	5.7	Simple	CRISIL AAA/Stable
INE105N07688	NCDs	26-Dec- 17	9.00%	30-Sep- 24	5.8	Simple	CRISIL AAA/Stable
INE105N07696	NCDs	26-Dec- 17	9.00%	30-Mar- 25	6	Simple	CRISIL AAA/Stable
INE105N07704	NCDs	26-Dec- 17	9.00%	30-Sep- 25	6.9	Simple	CRISIL AAA/Stable
INE105N07712	NCDs	26-Dec- 17	9.00%	30-Mar- 26	7.2	Simple	CRISIL AAA/Stable
INE105N07720	NCDs	26-Dec- 17	9.00%	30-Sep- 26	7.4	Simple	CRISIL AAA/Stable
INE105N07738	NCDs	26-Dec- 17	9.00%	30-Mar- 27	6.2	Simple	CRISIL AAA/Stable
INE105N07746	NCDs	26-Dec- 17	9.00%	30-Sep- 27	5.5	Simple	CRISIL AAA/Stable
INE105N07753	NCDs	26-Dec- 17	9.00%	30-Mar- 28	5.7	Simple	CRISIL AAA/Stable
INE105N07761	NCDs	26-Dec- 17	9.00%	30-Sep- 28	5.8	Simple	CRISIL AAA/Stable
INE105N07779	NCDs	26-Dec- 17	9.00%	30-Mar- 29	6	Simple	CRISIL AAA/Stable
INE105N07787	NCDs	26-Dec- 17	9.00%	30-Sep- 29	6.1	Simple	CRISIL AAA/Stable
INE105N07795	NCDs	26-Dec- 17	9.00%	30-Mar- 30	6.26	Simple	CRISIL AAA/Stable
NA *Yet to be issued	NCDs*	NA	9.00%	NA	50.0	Simple	CRISIL AAA/Stable

Annexure - Details of Rating Withdrawn

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity Date	lssue size (Rs crore)	Complexity level
INE105N07092	NCDs	16-Nov-16	8.28%	30-Mar-21	87.7	Simple
INE105N07100	NCDs	16-Nov-16	8.28%	30-Sep-21	82.35	Simple
INE105N07365	NCDs	16-Nov-16	8.78%	30-Mar-21	9.64	Simple
INE105N07373	NCDs	16-Nov-16	8.78%	30-Sep-21	9.05	Simple
INE105N07613	NCDs	26-Dec-17	9.00%	30-Mar-21	5.1	Simple

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Γ	INE105N07621	NCDs	26-Dec-17	9.00%	30-Sep-21	4.8	Simple

Annexure - Rating History for last 3 Years

		Current	:	2022	(History)	2	2021	2	020	2	019	Start of 2019
Instrument	Туре	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Non Convertible Debentures	LT	2073.51	CRISIL AAA/Stable			11-02-21	CRISIL AAA/Stable	11-12-20	CRISIL AAA/Stable	12-12-19	CRISIL AAA/Stable	CRISIL AAA (SO) /Stable
								23-01-20	CRISIL AAA/Stable	07-09-19	CRISIL AAA/Stable	
										22-01-19	CRISIL AAA (SO) /Stable	

All amounts are in Rs.Cr.

Criteria Details

Links to related criteria			
CRISILs Approach to Financial Ratios			
CRISILs criteria for rating annuity and HAM road projects			
Understanding CRISILs Ratings and Rating Scales			

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