

## Introduction

This report summarizes the methodology followed by CARE Ratings South Africa (Pty) Limited (CARE SA) to assign rating or credit opinion to the Pass through Certificates (PTCs) or Assignee Payouts and Credit Enhancement in asset backed securitization (ABS) or mortgage backed securitization (MBS) transactions.

The risk analysis of ABS / MBS transactions can be broadly summarized as follows:

### 1) Analyzing the underlying asset pool

The Securitization process de-links the underlying pool of assets from the risk of lender, who originated the assets. The analysis of underlying asset pool involves evaluating the originator's sourcing process, credit appraisal system / underwriting standards and collection and monitoring mechanism and studying the originator's historical performance for that asset class. Based on the historical data analysis, actual pool characteristics, prevalent and expected economic environment, the cash inflows from underlying asset pool is estimated in base case and stress case scenarios.

### 2) The transaction structure

The transaction structure is analyzed to assess its impact on the cash flows. CARE SA also takes into account the effect of market variables, the counterparty's experience and credit worthiness, and legal soundness of the transaction.

### 3) Assigning the rating / credit opinion

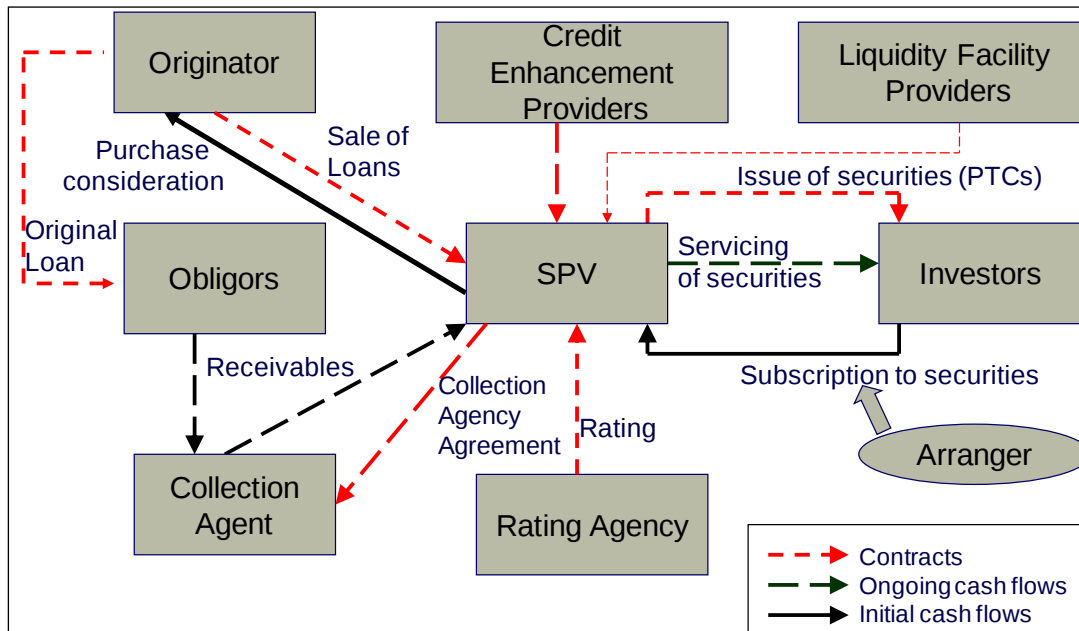
The cash inflows from underlying asset pool are compared with cash outflows to investor(s) in both base case and stress case scenarios to assess the sufficiency of given credit enhancement.

## Securitization

Securitisation is the process in which the underlying pool of assets are structured or packaged and sold as financial instruments to investor(s) either directly or through a special purpose vehicle (SPV). Typically, the originators or sellers are Banks, NBFC, HFC and others. The underlying assets are mainly secured loans like housing loans, auto loans, commercial vehicle loans, construction equipment loans, two wheeler loans, tractor loans, three wheeler loans and unsecured loans like personal loans, credit card loans and consumer durable loans. The SPV is formed in the form of trust, settled and managed by a trustee. The trust purchases the pool for a consideration either at par or premium. The investors subscribe to the pass through certificates (PTCs) issued by the trust. These PTCs are backed by the underlying loan receivables and the beneficial interest lies with investors. The Servicer (typically, Originator) is appointed by the trust to service the loans. Servicer passes on the periodic collections from the underlying borrowers to the trust which is further passed on to the investors as per scheduled payouts. Credit Enhancement is provided to an SPV to cover the losses associated with the pool of assets. Credit Enhancement may be divided into First Loss facility and Second Loss facility. First loss facility represents the first level of financial support to an SPV as part of the process in bringing the securities issued by the SPV to investment grade. The provider of the facility bears the bulk (or all) of the risks associated with the assets held by the SPV.

Second loss facility represents a credit enhancement providing a second (or subsequent) tier of protection to an SPV against potential losses. Liquidity Facility is provided to assure investors of timely payments. These include smoothing of timing differences between payment of interest and principal on pool of assets and payments due to investors.

**Figure 1: Typical securitization structure**



**Key features of Securitisation:**

- 1) All the risks and rewards associated with the underlying pool are transferred to the buyer;
- 2) The transaction structure should be such that the bankruptcy of seller does not affect the underlying pool;
- 3) There is no recourse to the seller once the underlying pool is sold.

**Key Risks in Securitisation**

**Figure 2: Key Risks in Securitisation**



The Key risks in a securitization transaction can be summarized as follows:

### **1) Credit Risk**

It refers to the risk of non-payment by the underlying obligors, which is dependent on underlying obligors' ability and willingness to pay. The underlying obligors' ability to pay is primarily driven by adequacy and stability of income. Loan to value (LTV) ratio and income generating capability of the underlying asset will indicate the obligors' willingness to pay. CARE SA analyzes the originator's sourcing and credit appraisal system, historical portfolio performance (both static and dynamic performance data) and actual pool to assess the credit and liquidity risk.

### **2) Market Risk**

- a) **Macro-economic Risk** - The macro-economic scenario affects underlying asset valuation, income generating capacity of the asset (in case of certain asset classes), borrower's income, market interest rates, etc. The expected economic scenario has an impact on future behavior of the pool. The regulatory scenario is also a critical aspect to consider for different asset classes, e.g., change in regulations for repossession process.
- b) **Asset Risk** - The general risk perception of the asset, introduction of new models/substitutes or new technology will directly impact the performance of pool. CARE SA considers the historical performance of asset-class and the factors expected to impact the future performance of asset-class to assess this risk.
- c) **Prepayment Risk** – The prevailing and expected market interest rates and expected income levels will influence the prepayment rates. CARE SA assesses the historical prepayment rates observed for that asset-class for originator as well as similar issuances. Based on the historical data and expected interest rates and income levels, CARE SA makes appropriate assumptions.
- d) **Interest Rate Risk** – The interest rate type mismatch may arise in case where the collections from underlying borrowers are based on fixed interest rate and the payouts to investors are based on floating rate and vice versa. The interest rate benchmark mismatch may arise when both the collections and payouts are based on floating rate but reference benchmarks are different. CARE SA assesses the interest rate risk assuming different interest rate scenarios and its consequent impact on collections from underlying borrowers. This risk is more prominent in MBS transactions.

### **3) Counterparty Risk**

- a) **Servicer Risk** – The ability of the Servicer to service the pool over the tenure of the transaction is an important risk factor. Typically, the originator acts as a Servicer in securitization transactions. CARE SA takes into account the Servicer's experience, length of the transaction and Servicer's credit quality to assess the Servicer risk. The documents typically provide for an alternate third-party Servicer to be appointed in case the original Servicer is unable to carry out its duties. However, changing the Servicer has practical challenges and is likely to lead to disruption in the collection performance, till the alternate Servicer is able to streamline the process to stabilise the collections from the underlying loans. The provision to appoint an alternate Servicer is viewed favourably.

- b) Commingling Risk** – The time lag between the collections from the underlying obligors and deposit into collection account give rise to commingling risk. To address the commingling risk, CARE SA considers the short term credit quality of the Servicer. Commingling risk accentuates as the credit profile of the Servicer (typically the Originator) deteriorates and it starts facing liquidity constraints.
- c) Other Counterparty Risk** – The presence of other counterparties like collection account bank, credit collateral provider, etc., give rise to the performance risk. CARE SA assesses the credit quality of such counterparties to address this risk.

#### 4) Legal Risk

The securitization transaction involves transfer of receivables which must be a 'true sale' as per law. This effectively means that the originator does not retain any control over the receivables. It should not contradict any of the terms of the underlying loan agreements. The trust / assignee should have unrestricted access to the receivables as well as credit enhancement, subject to terms of its utilization. CARE SA relies on an independent legal opinion confirming the above to address this risk.

In addition to above, CARE SA places utmost importance on the accuracy and integrity of the data provided by the Originator. CARE SA requires an audit report certifying the accuracy of the pool information from an external auditor.

### Risk Analysis in an ABS/MBS transaction

#### A) Analyzing the underlying asset pool

##### a. Originator / Servicer Analysis

Originator analysis is a key input to assess the quality of the pool as the quality of the pool is a direct reflection of the sourcing, underwriting norms and credit appraisal system of the Originator. As typically the Originator also acts as Servicer, the collection and monitoring methods used by Originator becomes equally important. The Originator analysis involves evaluating the management quality and experience, changes in the management in recent years, business growth, strategies and policies, major policy changes, financial strength, etc. CARE SA studies Originator's sourcing channel, underwriting norms, credit appraisal system, monitoring methods, collection mechanism and changes in any of them over a period of time.

##### b. Portfolio Analysis (Dynamic)

CARE SA analyzes the performance of Originator in terms of collection efficiency, portfolio ageing (bucket movement), prepayments, etc. This quantitative analysis supplements the qualitative analysis of Originator, as mentioned above.

#### Collection Efficiency

The collection efficiencies are calculated to analyze the effectiveness of collection mechanism employed by the Originator. The collection efficiency can be further divided into two components – collection efficiency from current billings and collection efficiency from overdues.

**Portfolio Ageing (bucket movement)**

The portfolio Days Past Due (DPD) – asset class wise is an important performance indicator. The principal outstanding as on a particular date is classified into various buckets based on payment status of loans in the portfolio. Buckets formed are Current, 1 to 30 DPD, 31 to 60 DPD, 61 to 90 DPD and so on. CARE SA studies the bucket movement as on different dates over a period of time, e.g., as on quarter ends for last two years. CARE SA analyzes the delinquency numbers, such as 90 DPD & above, 180 DPD & above, over a period of time. The lagged delinquency levels may be also calculated to account for possible understatement of delinquency levels in a growing portfolio scenario. The lagged delinquency refers to outstanding amount on the delinquent contracts are expressed as percentage of total portfolio outstanding at an earlier point of time. For e.g. lagged 180+ DPD as on March 2009 is calculated as total principal outstanding for 180+ DPD contracts as on March 2009 as a percentage of total portfolio outstanding as on September 2008.

**Prepayments**

The monthly prepayments observed over a period of time for the originator are taken into consideration while assuming the prepayment rates for the pool.

The portfolio analysis indicates the trend in delinquency levels over the period. It also helps to understand the effect of any change in underwriting norms and / or collection mechanism by Originator. The peer comparison of delinquency levels indicates the relative performance of the Originator for that asset class. It should be noted that Portfolio analysis is dynamic in nature in the sense that newly disbursed loans get added to the portfolio, whereas the pool to be securitized is static in nature as no new loans can be added in the pool. Therefore, the delinquency levels as observed in the Portfolio analysis are not the best estimate of the expected delinquency levels for pool to be securitized. The Static pool analysis overcomes this limitation of Portfolio analysis.

**c. Static Pool Analysis**

A static pool refers to fixed set of loans in which no new loans are added. Typically, the static pools are formed based on period of origination and their performance is measured periodically, preferably month on month, over the tenure. The performance measures are overdue curves (less than 90 days overdue curve - for liquidity shortfalls and greater than 90 days overdue curve - for credit shortfalls), DPD curves, prepayment curve, recovery rate, etc. As past securitized pools are akin to static pools, they are also analyzed in terms of collection efficiency, overdue curves, DPD curves, prepayment curve, recovery, etc.

Based on above analysis, CARE SA observes the average values, volatility and trend in the overdue curves, DPD curves, recovery rates and prepayments. CARE SA also analyses the static pool performance based on various parameters like borrower profile, asset type, loan to value ratio (LTV), geography, etc. Such analysis helps in identifying key risk parameters for that asset class.

#### d. Collateral Analysis (Actual Pool)

The collateral analysis or the actual pool analysis involves the following factors:

##### Pool selection criteria

The pool selection criteria play an important role in estimating the expected future performance of the pool. The pool selection criteria typically involve conditions on certain characteristics like minimum seasoning, upper limit on LTV, tenor, month's overdue, geographical concentration and obligor concentration, etc.

##### Pool characteristics

Pool characteristics are key input to determine the pool quality and future performance. Key pool characteristics are as follows:

| Key pool Characteristics             | Remarks                                                                                                                                                                                                                                                                                                   |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Asset type                           | Proportion of used / refinanced asset. Generally, used / refinanced assets have shown comparatively higher delinquency levels.                                                                                                                                                                            |
| Asset Classification                 | Based on Asset manufacturer or model or class. Some manufacturers or models may have high resale value compared to others. Some class like Light Commercial Vehicles (LCV) in Commercial Vehicle (CV) asset class have shown comparatively higher delinquency levels than Medium or Heavy CV (MCV / HCV). |
| Borrower Profile                     | Certain borrower profiles like First Time Buyers (FTB) or First Time Users (FTU) in CV / Construction Equipment (CE) loan segment and Self-employed category in Auto loan segment have historically shown comparatively higher delinquency levels.                                                        |
| Geographical Distribution            | Concentration in geography poses an additional risk.                                                                                                                                                                                                                                                      |
| Obligor Distribution                 | If few borrowers account for large proportion of the pool, it is an additional risk.                                                                                                                                                                                                                      |
| Seasoning                            | Typically, high seasoning leads to higher build-up of equity, thereby lowering the credit risk.                                                                                                                                                                                                           |
| Loan To Value Ratio (LTV)            | Measures the initial equity participation of the borrower; Higher the LTV, higher the credit risk.                                                                                                                                                                                                        |
| Instalment to Income ratio (IIR)     | Indicates the obligor's ability to pay. Higher the IIR higher the credit risk.                                                                                                                                                                                                                            |
| Original Tenure                      | Typically, higher the tenor, higher the credit risk.                                                                                                                                                                                                                                                      |
| Payment Status (Overdue composition) | Higher the composition of loans in overdue category higher the credit risk.                                                                                                                                                                                                                               |

#### e. Portfolio Vs Actual pool comparison

CARE SA analyzes the characteristics of actual pool in comparison to originator's portfolio wide characteristics for that asset class. The comparison typically is with respect to various characteristics like asset type, asset classification, borrower profile, geographical distribution, obligor distribution, LTV, IIR, original tenure, etc. The proportion of the pool in each characteristic type is benchmarked against the delinquency levels observed for that characteristic in the originator's portfolio. An example for one such characteristic (Geography) follows:

| Geography                                                                                                                | Proportion of Portfolio as on March 31, 20XX | Portfolio 90+ DPD as on March 31, 20XX | Proportion of actual Pool |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------|---------------------------|
| Location 1                                                                                                               | 20.0%                                        | 1.8%                                   | 20.0%                     |
| Location 2                                                                                                               | 15.0%                                        | 2.5%                                   | 25.0%                     |
| Location 3                                                                                                               | 15.0%                                        | 1.5%                                   | 20.0%                     |
| Location 4                                                                                                               | 20.0%                                        | 1.3%                                   | 10.0%                     |
| Location 5                                                                                                               | 25.0%                                        | 1.3%                                   | 10.0%                     |
| Others                                                                                                                   | 5.0%                                         | 3.0%                                   | 15.0%                     |
| <b>Total</b>                                                                                                             | <b>100.0%</b>                                | <b>1.7%</b>                            | <b>100.0%</b>             |
| Weighted Average 90+ DPD in Actual pool (assuming the Actual pool behave in the same way as Portfolio of the Originator) |                                              |                                        | 2.0%                      |
| Extent of Negative Deviation                                                                                             |                                              |                                        | 2.00% / 1.70% = 1.18      |

## B) The transaction structure

CARE SA reviews the Term Sheet and other documents to understand the transaction structure. More specifically, the following are analysed.

### A) Legal soundness of the transaction

The legal soundness of a securitization transaction structure is an important pre-requisite. The transaction should be in compliance with the prevailing laws, guidelines and / or regulations. The transfer of pool assets (pool of loan receivables) to SPV / Assignee should satisfy the true sale criterion. The transaction structure should be such that it creates bankruptcy remoteness of pool assets from originator / seller. Also, the credit enhancement / liquidity enhancement provided in the form of cash collateral should be bankruptcy remote of the provider. For the legal risk analysis of the transaction, CARE SA relies on a legal opinion from an independent legal counsel certifying the above.

### B) Par or Premium

The structure of the transaction - whether par or premium, will impact the requirement of credit enhancement. In case of premium structure, the default or prepayment of higher interest rate loans in the pool will lead to premium loss. This may require utilization of credit enhancement. On the other hand, in case of par structure, the default or prepayment of higher interest rate loans in the pool will reduce the excess interest spread (EIS) if available in the form of credit enhancement. CARE SA applies stressed prepayment rates and EIS compression to account for this risk.

### C) Waterfall Mechanism

The waterfall mechanism refers to the hierarchy of payments out of the receivables from underlying pool assets. The waterfall should be well defined and cashflows should be leakage proof. CARE SA incorporates the waterfall mechanism in its cash flow analysis.

### D) Counterparty Risks

The counterparties involved in the securitization transaction are Servicer, Trustee / Assignee Representative, Collection Account Bank and Credit Enhancement provider. The risks posed by each party is analyzed separately:

- **Servicer** – Typically, in securitization market, Originator acts as a Servicer. The Originator Analysis also incorporates the Servicer analysis whereby CARE SA assesses the servicing experience and performance of the Servicer. CARE SA also takes into account the credit quality of the Servicer vis-à-vis the tenure of the transaction.

- **Trustee / Assignee Representative** – CARE SA takes into account the trustee / assignee representative's experience and capability to perform its duties and responsibilities.
- **Collection Account Bank** – The collection account bank should have the short term credit quality rating commensurate with the rating of PTC or Assignee Payouts. E.g., if the rating or credit opinion of the PTCs or Assignee Payouts is CARE (za) AAA (SO) or equivalent, the collection account bank should have highest short term credit quality rating.
- **Credit Enhancement / Liquidity Enhancement provider** – When the credit enhancement / liquidity enhancement is provided in the form of fixed deposit, the deposit holding bank should have short term credit quality rating commensurate with the rating of PTC or Assignee Payouts. Likewise, when the credit enhancement / liquidity enhancement is provided in the form of guarantee, the guarantee provider's rating should be commensurate with the rating of the PTCs / Assignee Payouts

#### **Eligibility for the credit and / or liquidity enhancement in the form of guarantee:**

The credit and / or liquidity enhancement can be in the form of bank guarantee/unconditional and irrevocable guarantee from a financial institution/corporate entity. As per CARE SA's criteria, where the PTC / Assignee Payouts are rated 'CARE (za) AAA (SO)' or equivalent, the guarantee can be provided by

- a) Any financial institution/corporate entity rated 'CARE (za) AAA' or equivalent; OR
- b) Any Scheduled Commercial Bank (SCB) which is rated at least 'CARE (za) AA' or equivalent for its Lower Tier II (Basel II)/ Tier II (Basel III) Bonds. In such cases, the guarantee must be necessarily provided with the rating based trigger that whenever the credit rating on the bank's Lower Tier II (Basel II)/ Tier II (Basel III) Bonds falls below 'CARE (za) AA' or equivalent, the same must be replaced by another eligible guarantor or the credit-cum-liquidity enhancement must be substituted in the form of a Fixed Deposit within a period of 30 days.

### **C) Assigning the rating(s) / credit opinion(s)**

#### **a) Base Case and Stress Case scenarios**

The actual pool to be securitized is static in nature. The base case assumptions for estimating the expected cash inflows from the actual pool should therefore be based primarily on the static pool analysis. However, it should be noted that the static pool analysis provides the historical performance of the originator for that asset-class. To some extent this limitation is mitigated by incorporating the recent trend observed in Portfolio analysis in the assumptions. Furthermore, these assumptions are adjusted to account for deviation of actual pool from static pool features and expected economic environment.

For stress case scenario, the assumptions in base case scenario are stressed according to the rating level and thereupon cash inflows from underlying asset pool are estimated. As the credit losses tend to follow log normal distribution, the stress factors are determined based on log normal distribution applied on historical data of the Originator.

#### **b) Cash Inflow Vs Cash Outflow – Sufficiency of Credit Enhancement**

The cash inflows from underlying asset pool in the base case scenario and stress case scenario are compared with Cash outflows (as per payment waterfall mechanism) to assess the sufficiency of given credit enhancement.

Similar approach is followed to assess the adequacy of First loss facility, if Second loss facility is to be rated.

| Risks                   | Analysis                                                                                                                                            | Support / Mitigants                                                                   |
|-------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| CREDIT RISK             | Originator Analysis, Portfolio Analysis, Static Pool Analysis, Collateral Analysis, Portfolio Vs. Actual Pool comparison.                           | Credit Enhancement                                                                    |
| LIQUIDITY RISK          | Originator Analysis, Portfolio Analysis, Static Pool Analysis, Collateral Analysis, Portfolio Vs. Actual Pool comparison.                           | Liquidity Enhancement                                                                 |
| MARKET RISK             |                                                                                                                                                     |                                                                                       |
| Macro-economic Risk     | Economic Outlook, Market Variables.                                                                                                                 | Credit Enhancement                                                                    |
| Asset Risk              | Available asset class delinquency levels, Originator specific asset class delinquency levels, Economic Outlook, Industry Outlook, Market variables. | Credit Enhancement                                                                    |
| Prepayment Risk         | Portfolio Analysis, Static Pool Analysis, Available asset class prepayment rates, Market variables.                                                 | Credit Enhancement                                                                    |
| Interest Rate Risk      | Stressed Interest Rate scenario.                                                                                                                    | Credit Enhancement                                                                    |
| COUNTERPARTY RISK       |                                                                                                                                                     |                                                                                       |
| Servicer Risk           | Servicer Analysis, Credit Quality of Servicer, Transaction structure & tenure.                                                                      | Credit Enhancement, Credit quality of the Servicer, Provision for Alternate Servicer. |
| Commingling Risk        | Servicer Analysis, Credit Quality of Servicer, Transaction structure, Periodicity of deposit of collections from underlying borrowers.              | Credit Enhancement, Credit quality of the Servicer.                                   |
| Other Counterparty Risk | Credit Quality of Counterparties.                                                                                                                   | Credit quality of the counterparties, Provision for replacement of counterparties.    |
| LEGAL RISK              | Transaction Structure, Transaction Documents.                                                                                                       | Legal Opinion                                                                         |

## Contact

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## About Us:

CARE Ratings South Africa (Pty) Limited (CareEdge South Africa) is incorporated in 2023 to provide credit ratings and related services in South Africa. CARE SA is a wholly owned subsidiary of CARE Ratings Africa (Private) Limited (CareEdge Africa), which is a part of CareEdge Group based in India. In October 2024, CareEdge South Africa has received its license from the Financial Sector Conduct Authority (FSCA) of South Africa, allowing it to conduct and issue credit ratings for corporate bonds, sovereign ratings, financial institutions, structured finance, and green and sustainability-linked bonds.

CARE SA provides Ratings of various instruments such as Bonds, Money Market Instruments, Bank Deposits, Structured Finance and Bank Facilities. CareEdge South Africa also does Issuer Rating (Banks, Corporates, NBDTIs & Insurance companies), ESG Ratings, and Second Party Opinion Reports.

### About CareEdge Group

CARE Ratings Ltd. (CareEdge Ratings)

CareEdge Ratings, based out of India and the parent company of the CareEdge group, was incorporated in 1993 and is the one of the largest Credit Rating Agency (CRA) of India and features amongst the top ten credit rating agencies globally. Since inception, CareEdge Ratings has rated USD 2.5 trillion worth of debt and has undertaken over 95,000 rating assignments which includes ratings of large, mid and small corporates as also sub sovereign and state utility companies. Please visit CareEdge website - <https://www.careratings.com>.

### CARE Ratings (Africa) Private Limited

In the quest of supporting the development of capital market in African Union, CareEdge Group has set up the first rating agency of Mauritius - CARE Ratings (Africa) Private Limited (CareEdge Africa) in 2014, which is licensed by Financial Services Commission of Mauritius and Capital Markets Authority of Kenya. CareEdge Africa is also recognised by the Bank of Mauritius as External Credit Assessment Institution (ECAI). CareEdge Africa's shareholders are CARE Ratings, India (CARE Ratings), African Development Bank (AfDB), MCB Equity Fund (MEF) and SBM (NFC) Holdings Limited (SNHL). Please visit CARE Ratings Africa website - <https://www.careratingsafrica.com>.