HOLD Tata Communications

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Kaleyra gives global scale to TCom's CPaaS

Telecommunications → Company Update → June 29, 2023

TCom has signed an agreement to acquire US-based Kaleyra (NYSE-listed) for USD100mn. Company made attempts to scale-up its CPaaS business using Digo, but saw limited success in overseas markets. The aforesaid deal now gives TCom scale and capabilities at the global level, mainly in USA, Europe and APAC. Though Kaleyra operates at lower margins vs. peers, acquisition valuation looks reasonable, with EV/Sales (CY22) of 0.76x on trailing basis. The acquisition is likely to help TCOM fulfill its ambition of doubling data revenue over FY23-27,

likely to help TCOM fulfill its ambition of doubling data revenue over FY23-27, though it may reduce FY25 EBITDA margin to 21-22% in the interim, assuming Kaleyra margin at 0-7%. Execution will remain key, given Kaleyra's lower margin and ops across various geographies. Better execution may be value-accretive for TCom. We retain HOLD, with Rs1,590 TP (10.5x Mar-25E EBITDA).

Tata Communications: Financial Snapshot (Consolidated)							
Y/E Mar (Rs mn)	FY21	FY22	FY23	FY24E	FY25E		
Revenue	1,71,000	1,67,247	1,78,383	1,96,633	2,15,407		
EBITDA	42,607	42,267	43,182	44,943	51,575		
Adj. PAT	13,254	14,758	17,164	15,103	20,164		
Adj. EPS (Rs)	43.9	52.0	62.9	53.0	70.7		
EBITDA margin (%)	24.9	25.3	24.2	22.9	23.9		
EBITDA growth (%)	29.5	(0.8)	2.2	4.1	14.8		
Adj. EPS growth (%)	0.0	18.5	21.0	(15.8)	33.5		
RoE (%)	(191.5)	417.0	164.9	81.0	68.4		
RoIC (%)	20.2	21.4	29.2	28.0	31.4		
P/E (x)	34.0	30.6	26.3	29.9	22.4		
EV/EBITDA (x)	12.5	12.3	11.8	11.3	9.6		
P/B (x)	(4,345.7)	62.8	33.1	19.1	12.8		
FCFF yield (%)	3.2	4.3	5.0	1.6	4.2		

Source: Company, Emkay Research

Acquisition at reasonable multiples (EV/Sales at 0.76x)

The aggregate acquisition consideration is expected to be ~USD100mn (Rs8.2bn), payable to Kaleyra shareholders at USD7.25/share. This is a cash-only transaction, with TCom having cash & cash equivalent of Rs10bn as of end-FY23. Kaleyra has gross debt of USD224.9mn and net debt of USD149.9mn, as on March 31, 2023. This translates into EV of ~USD250mn and EV/Sales (CY22) at 0.76x on trailing basis. The low multiple may be attributable to Kaleyra's low margin (-4% EBITDA margin; 6% adj. EBITDA margin in CY22) vs. over 12% EBITDA margin for peers (Exhibit 4). The low margin may be due to higher messaging revenue mix for Kaleyra, though the company is now focusing on increasing non-messaging revenue from voice, video and WhatsApp that may help margin improvement. Moreover, TCOM management has guided to EBITDA breakeven in the near term and double-digit EBITDA margin in the medium term for Kaleyra, led by synergies and the ongoing value creation program that will drive labor & cost efficiencies. However, execution will be key to driving synergies.

Acquisition positive in the long run, albeit may impact margins in the short term

The Kaleyra acquisition will help TCOM to: i) get a better foothold in the US and European (Italy) markets; ii) make further inroads in BFSI, retail and digital commerce industries; (iii) form teams with expertise in technology, engineering and R&D. The acquisition may also help TCom fulfill its ambition of doubling data revenue over FY23-27 (Rs280bn by FY27), as it would add ~15% to TCom's existing revenue. We estimate TCom's total/data revenue to be Rs245bn/Rs212bn by FY25E, post acquisition (Exhibit 3). TCom will require logging 15% CAGR over FY25-27E to achieve Rs280bn data revenue by FY27E. Assuming core connectivity/incubation services CAGR at 5%/35% over FY25-27E, TCom will need to clock 23% CAGR in Digital Platforms & Services revenue over the same period, which looks feasible. Acquisition may reduce FY25 EBITDA margin to 21-22%, assuming Kelyra margin at 0-7%. We have not revised our estimates yet, as the deal completion may take 6-9 months. We retain HOLD, with TP of Rs1,590/share (10.5x Mar-25E EBITDA).

TARGET PRICE (Rs): 1,590

Target Price – 12M	Mar-24
Change in TP (%)	NA
Current Reco.	HOLD
Previous Reco.	HOLD
Upside/(Downside) (%)	0.5
CMP (28-Jun-23) (Rs)	1,582.8

Stock Data	Ticker
52-week High (Rs)	1,674
52-week Low (Rs)	905
Shares outstanding (mn)	285.0
Market-cap (Rs bn)	451
Market-cap (USD mn)	5,497
Net-debt, FY24E (Rs mn)	56,083
ADTV-3M (mn shares)	1
ADTV-3M (Rs mn)	1,013.2
ADTV-3M (USD mn)	12.3
Free float (%)	-
Nifty-50	18,986
INR/USD	82.1
Shareholding, Mar-23	
Promoters (%)	58.9
FPIs/MFs (%)	17.0/14.0

Price Performance							
(%)	1M	3M	12M				
Absolute	24.6	30.2	71.0				
Rel. to Nifty	21.4	16.3	42.7				



Santosh Sinha

santosh.sinha@emkayglobal.com +91 22 6624 2414

Inaara Bardai

inaara.bardai@emkayglobal.com +91 22 6612 1340

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Deal details; facts about Kaleyra

- Tata Communications (TCom) has signed an agreement for acquiring Kaleyra through a cash-only transaction, at price per share of USD7.25, for a total consideration of ~USD100mn for Kaleyra shareholders as well as complete debt assumption.
- Kaleyra Inc. will be acquired along with outstanding debt on its books. Kaleyra has gross debt of USD224.9mn and net debt of USD149.9mn, as on March 31, 2023.
- The transaction has been approved by the Boards of Directors of both, TCom and Kaleyra. Consummation of the deal is subject to approval by Kaleyra's stockholders, clearances/approvals by government authorities on matters including anti trust and foreign direct investment, etc.
- Upon closing of the transaction, expected in six to nine months, Kaleyra will become a subsidiary of TCom.
- Kaleyra is a CPaaS player providing omni-channel integrated communication services including messaging, rich messaging and instant messaging, video, push notifications, e-mail, voice services, and chatbots.
- The top-10 customers, as of Q1CY2023, contribute ~45% of revenue and >90% revenue from long-standing clients. TCom will also benefit from Tier 1 carrier connections in the USA.
- TCom management has highlighted that CPaaS space is expected to clock 25%CAGR over the next few years.

Key takeaways from Kaleyra's Q1CY23 earnings call

- Management highlighted its value-creation program launched in O1: Kalevra launched its Value Creation Program in February 2023, to improve financial and operating performance, drive labor & cost efficiencies, and achieve significant improvement in adjusted EBITDA. As per the program, i) adjusted EBITDA would exceed 20% growth in CY23 vs. CY22, with additional growth in CY24; ii) Company would reduce monthly cash payroll cost by more than 15% in CY23; iii) Company expects increase in net cash provided by operating activities by CY23 year-end vs. CY22; and iv) Company plans continued focus on R&D investment, to provide quality service and new products to customers.
- Changing mix: Kaleyra is increasing non-messaging revenue from voice, video, TCR and WhatsApp. The mix is more favorable now vs the past.
- H2 to be better vs. H1: Kaleyra expects Q2CY23 revenue to be in the range of USD80mn and USD84mn vs. USD81.1mn in Q2CY22, and in line with the seasonality trend. Seasonality is more favorable in H2, as at least 55% of the revenue comes in H2. Q1 and Q2 are a low-seasonality period for the company compared with Q3 and
- Focus on improving margins: Kaleyra is pushing a policy for expanding the gross profit and the gross margin; so the company might be tighter in selecting countries, route and operators for messaging, which is under more pressure, in terms of pricing.

Kaleyra's recent activities and developments

- Acquisition of mGage: On June 1, 2021, Kaleyra completed the acquisition of mGage, a global mobile messaging provider, for a total purchase price of USD218mn. The acquisition was made through a merger agreement with Vivial, the former owner of mGage.
- Acquisition of Bandyer: On July 8, 2021, Kaleyra completed the acquisition of Bandyer S.r.I., a provider of cloud-based audio/video communication services. The acquisition was made for a cash consideration of USD15.4mn.
- Company reorganization: Kaleyra underwent reorganization of both, its mGage and Bandyer businesses. The mGage reorganization involved merger of mGage with Vivial and a subsequent change in name to Kaleyra US Inc. The reorganization of Bandyer involved the merger of the Italian legal entity of Bandyer into Kaleyra S.p.A.
- Research and development focus: Kaleyra invests heavily in research and development, and aims to layer intelligence into the CPaaS market; it has already achieved success with chatbots and SMS-over-IP.

Exhibit 1: Kaleyra — Financials

(USD mn)	CY20	CY21	CY22	Q1CY23
Revenue	147.4	267.7	339.2	83.6
YoY growth (%)		82%	27%	3.9%
EBITDA	-24.0	-17.1	-14.5	0.1
EBITDA Margin (%)	-16%	-6%	-4%	0%
Adj. EBITDA	3.2	18.6	18.7	5.3
Adj. EBITDA Margin (%)	2%	7%	6%	6%
PAT	-26.8	-34.0	-98.5	-10.0
Adj. PAT		-6.1	-1.1	-1.0

Source: Company

Exhibit 2: Consensus forecast for Kaleyra

(USD mn)	CY22/FY23	CY23/FY24	CY24/FY25	CY25/FY26
(USD IIIII)	Actual	Est.	Est.	Est.
Revenue	339	348	363	385
YoY growth		3%	4%	6%
Gross Margin %	25%	24%	24%	24%
EBITDA	19	23	26	27
EBITDA margin	6%	7%	7%	7%
Net Income Adj+	(1)	(0)	3	7
Net Income, GAAP	(99)	(27)	(24)	

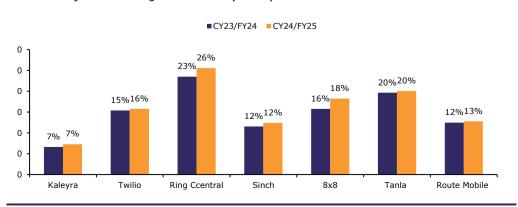
Source: Bloomberg

Exhibit 3: TCom — Revenue and EBITDA, post the Kaleyra acquisition

	TCom	Kaleyra*	TCom + Kaleyra	TCom	ambition
(Rs mn)	FY25	FY25	FY25	FY27	CAGR (FY25-27)
Core Connectivity	1,05,360		1,05,360	1,16,159	5%
Digital Platforms and Services	66,988	29,725	96,713	1,46,345	23%
Incubation Services	9,600		9,600	17,496	35%
Data Revenue	1,81,948	29,725	2,11,673	2,80,000	15%
Voice	15,977		15,977		
Others (Subsidiaries + Real Estate)	17,482		17,482		
Total Revenue	2,15,407	29,725	2,45,132		
EBITDA	51,575	2,120	53,695		
EBITDA Margin	23.9%	7.1%	21.9%		

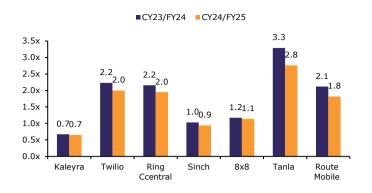
Source: Company, Bloomberg, Emkay Research; Note: *Taking Bloomberg consensus numbers and assuming USD/INR of 82

Exhibit 4: Adj. EBITDA margin low for Kaleyra vs. peers



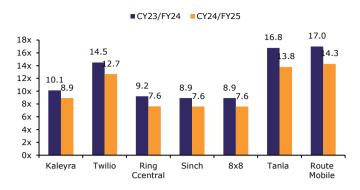
Source: Bloomberg

Exhibit 5: EV/Revenue based on consensus numbers — Kaleyra trades at a lower EV/sales



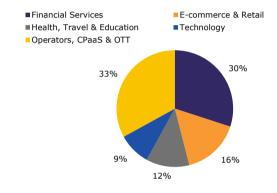
Source: Bloomberg

Exhibit 6: EV/EBITDA based on consensus



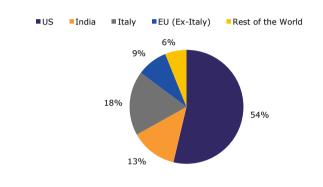
Source: Bloomberg

Exhibit 7: Q1CY2023 — Sector Revenue Split



Source: Company

Exhibit 8: Q1CY2023 — Geographical Revenue Mix



Source: Company

Consolidated (Rs mn)	FY21	FY22	FY23	FY24E	FY25E
Revenue (Rs bn)	1,71,000	1,67,247	1,78,383	1,96,633	2,15,407
EBITDA (Rs bn)	42,607	42,267	43,182	44,943	51,575
Margin	24.9%	25.3%	24.2%	22.9%	23.9%
Revenue Breakup	FY21	FY22	FY23	FY24E	FY25E
Voice	27,903	22,862	20,542	17,914	15,977
Data	1,25,992	1,27,788	1,40,955	1,61,578	1,81,948
Others (Subsidiaries + Real Estate)	17,100	16,595	16,886	17,142	17,482
Share of revenue					
Voice	16.3%	13.7%	11.5%	9.1%	7.4%
Data	73.7%	76.4%	79.0%	82.2%	84.5%
Others (Subsidiaries + Real Estate)	10.0%	9.9%	9.5%	8.7%	8.1%
Data - Rs mn	FY21	FY22	FY23	FY24E	FY25E
Revenue (Rs bn)	1,25,992	1,27,788	1,40,955	1,61,578	1,81,948
EBITDA	39,728	39,899	38,063	40,373	47,829
Margin	32%	31%	27%	25%	26%
Data breakup	FY21	FY22	FY23	FY24E	FY25E
Core Connectivity	89,147	90,377	95,565	1,00,343	1,05,360
Digital Platforms and Services	35,564	35,264	40,738	54,535	66,988
Incubation Services	1,281	2,148	4,652	6,700	9,600
Total	1,25,992	1,27,788	1,40,955	1,61,578	1,81,948
Data breakun	EV21	EV22	EV22	EV24E	EV2EE

Data breakup	FY21	FY22	FY23	FY24E	FY25E
Core Connectivity	70.8%	70.7%	67.8%	62.1%	57.9%
Digital Platforms and Services	28.2%	27.6%	28.9%	33.8%	36.8%
Incubation Services	1.0%	1.7%	3.3%	4.1%	5.3%

Voice (Rs mn)	FY21	FY22	FY23	FY24E	FY25E
Revenue (Rs bn)	27,903	22,862	20,542	17,914	15,977
EBITDA	1,722	1,516	3,406	2,760	1,917
Margin	6.2%	6.6%	16.6%	15.4%	12.0%

Source: Company, Emkay Research

Tata Communications: Consolidated Financials and Valuations

Profit & Loss					
Y/E Mar (Rs mn)	FY21	FY22	FY23	FY24E	FY25E
Revenue	1,71,000	1,67,247	1,78,383	1,96,633	2,15,407
Revenue growth (%)	0.2	(2.2)	6.7	10.2	9.5
EBITDA	42,607	42,267	43,182	44,943	51,575
EBITDA growth (%)	29.5	(0.8)	2.2	4.1	14.8
Depreciation & Amortization	23,139	22,061	22,001	23,700	25,157
EBIT	19,468	20,206	21,181	21,243	26,418
EBIT growth (%)	109.1	3.8	4.8	0.3	24.4
Other operating income	0	0	0	0	0
Other income	1,568	3,321	3,632	2,000	3,000
Financial expense	4,202	3,603	4,974	4,846	4,243
PBT	16,834	19,924	19,839	18,397	25,175
Extraordinary items	(747)	60	764	0	0
Taxes	3,549	5,221	2,966	3,311	5,035
Minority interest	9	13	49	46	62
Income from JV/Associates	(21)	68	340	63	86
Reported PAT	12,507	14,818	17,927	15,103	20,164
PAT growth (%)	0.0	18.5	21.0	(15.8)	33.5
Adjusted PAT	13,254	14,758	17,164	15,103	20,164
Diluted EPS (Rs)	43.9	52.0	62.9	53.0	70.7
Diluted EPS growth (%)	0.0	18.5	21.0	(15.8)	33.5
DPS (Rs)	4.0	20.7	21.0	25.0	30.0
Dividend payout (%)	9.1	39.8	33.4	47.2	42.4
EBITDA margin (%)	24.9	25.3	24.2	22.9	23.9
EBIT margin (%)	11.4	12.1	11.9	10.8	12.3
Effective tax rate (%)	21.1	26.2	15.0	18.0	20.0
NOPLAT (pre-IndAS)	15,364	14,911	18,014	17,419	21,134
Shares outstanding (mn)	285.0	285.0	285.0	285.0	285.0

Balance Sheet					
Y/E Mar (Rs mn)	FY21	FY22	FY23	FY24E	FY25E
Share capital	2,850	2,850	2,850	2,850	2,850
Reserves & Surplus	(1,696)	5,810	12,333	20,809	32,423
Net worth	1,154	8,660	15,183	23,659	35,273
Minority interests	282	285	303	258	196
Deferred tax liability (net)	(2,824)	(1,868)	(1,659)	(1,659)	(1,659)
Total debt	1,13,936	91,215	85,766	80,766	75,766
Total liabilities & equity	1,12,548	98,292	99,593	1,03,025	1,09,576
Net tangible fixed assets	84,867	81,451	79,507	83,754	81,577
Net intangible assets	15,830	16,225	18,171	20,841	22,166
Net ROU assets	13,337	11,488	9,727	7,969	5,665
Capital WIP	6,091	8,723	11,481	11,481	11,481
Goodwill	0	0	0	0	0
Investments [JV/Associates]	22,334	15,652	19,506	19,506	19,506
Cash & equivalents	9,270	6,820	9,352	5,177	10,868
Current assets (ex-cash)	57,200	52,011	52,911	58,116	64,950
Current Liab. & Prov.	97,639	95,557	1,02,610	1,03,820	1,06,635
NWC (ex-cash)	(40,439)	(43,545)	(49,699)	(45,704)	(41,686)
Total assets	1,12,548	98,292	99,593	1,03,025	1,09,576
Net debt	82,333	68,743	56,909	56,083	45,393
Capital employed	1,11,290	96,814	98,044	1,03,025	1,09,576
Invested capital	73,595	65,618	57,707	66,861	67,722
BVPS (Rs)	(0.4)	25.2	47.8	83.0	123.8
Net Debt/Equity (x)	(793.2)	9.6	4.2	2.4	1.3
Net Debt/EBITDA (x)	1.9	1.6	1.3	1.2	0.9
Interest coverage (x)	0.2	0.2	0.2	0.2	0.1
RoCE (%)	19.2	22.6	25.5	23.1	27.7

Source: Company, Emkay Research

Source: Company, Emkay Research

Cash flows					
Y/E Mar (Rs mn)	FY21	FY22	FY23	FY24E	FY25E
PBT	16,834	19,924	19,839	18,397	25,175
Others (non-cash items)	0	0	0	0	0
Taxes paid	(3,549)	(5,221)	(2,966)	(3,311)	(5,035)
Change in NWC	(7,823)	4,062	6,363	(3,995)	(4,018)
Operating cash flow	27,751	40,724	46,237	36,312	41,240
Capital expenditure	(12,095)	(19,823)	(23,000)	(28,860)	(22,000)
Acquisition of business	(6,703)	6,681	(3,853)	0	0
Interest & dividend income	314	71	71	71	71
Investing cash flow	(17,230)	(9,820)	(23,222)	(26,860)	(19,000)
Equity raised/(repaid)	0	0	0	0	0
Debt raised/(repaid)	(10,199)	(22,721)	(5,449)	(5,000)	(5,000)
Payment of lease liabilities	(2,575)	(2,104)	(1,816)	0	0
Interest paid	(4,202)	(3,603)	(4,974)	(4,846)	(4,243)
Dividend paid (incl tax)	(1,140)	(5,900)	(5,985)	(7,125)	(8,550)
Others	5,206	(2,425)	11,566	2,571	2,034
Financing cash flow	(10,335)	(34,647)	(4,842)	(14,400)	(15,759)
Net chg in Cash	186	(3,744)	18,173	(4,948)	6,482
OCF	27,751	40,724	46,237	36,312	41,240
Adj. OCF (w/o NWC chg.)	19,928	44,786	52,600	32,317	37,222
FCFF	15,656	20,901	23,237	7,452	19,240
FCFE	11,767	17,370	18,334	2,677	15,068
OCF/EBITDA (%)	65.1	96.3	107.1	80.8	80.0
FCFE/PAT (%)	94.1	117.2	102.3	17.7	74.7
FCFF/NOPLAT (%)	101.9	140.2	129.0	42.8	91.0

Source:	Company,	Emkay	Research
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Valuations and key F	Ratios				
Y/E Mar	FY21	FY22	FY23	FY24E	FY25E
P/E (x)	34.0	30.6	26.3	29.9	22.4
P/CE(x)	11.3	11.2	10.5	10.6	9.1
P/B (x)	(4,345.7)	62.8	33.1	19.1	12.8
EV/Sales (x)	3.1	3.1	2.8	2.6	2.3
EV/EBITDA (x)	12.5	12.3	11.8	11.3	9.6
EV/EBIT(x)	25.4	23.8	22.1	22.0	17.3
EV/IC (x)	6.7	7.3	8.1	7.0	6.8
FCFF yield (%)	3.2	4.3	5.0	1.6	4.2
FCFE yield (%)	2.9	4.2	4.4	0.6	3.7
Dividend yield (%)	0.3	1.3	1.3	1.6	1.9
DuPont-RoE split					
Net profit margin (%)	7.8	8.8	9.6	7.7	9.4
Total asset turnover (x)	1.6	1.6	1.8	2.0	2.0
Assets/Equity (x)	(15.8)	29.4	9.4	5.4	3.6
RoE (%)	(191.5)	417.0	164.9	81.0	68.4
DuPont-RoIC					
NOPLAT margin (%)	9.0	8.9	10.1	8.9	9.8
IC turnover (x)	0.0	0.0	0.0	0.0	0.0
RoIC (%)	20.2	21.4	29.2	28.0	31.4
Operating metrics					
Core NWC days	(86.3)	(95.0)	(101.7)	(84.8)	(70.6)
Total NWC days	(86.3)	(95.0)	(101.7)	(84.8)	(70.6)
Fixed asset turnover	0.5	0.5	0.5	0.5	0.5
Opex-to-revenue (%)	38.0	37.7	40.1	38.8	38.3

Source: Company, Emkay Research

RECOMMENDATION HISTORY - DETAILS

Date	CMP (INR)	TP (INR)	Rating	Analyst	
08-Jun-23	1,414	1,590	Hold	Santosh Sinha	
20-Apr-23	1,232	1,470	Buy	Santosh Sinha	

Source: Company, Emkay Research

RECOMMENDATION HISTORY - TREND



Source: Bloomberg, Company, Emkay Research

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Emkay Global Financial Services Ltd.

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7th Floor, The Ruby, Senapati Bapat Marg, Dadar - West, Mumbai - 400028. India Tel: +91 22 66121212 Fax: +91 22 66121299 Web: www.emkayglobal.com

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