

June 14, 2024

Vivriti Asset Management Private Limited: Rating reaffirmed

Summary of rating action

| Instrument* | Previous Rated Amount (Rs. crore) | Current Rated Amount (Rs. crore) | Rating Action |
|-----------------------------------|-----------------------------------|----------------------------------|-------------------------------|
| Non-convertible debentures (NCDs) | 30.00 | 30.00 | [ICRA]A- (Stable); reaffirmed |
| Total | 30.00 | 30.00 | |

* Instrument details are provided in Annexure I

Rationale

The rating takes into consideration the managerial and funding support received by Vivriti Asset Management Private Limited (VAM) from its parent – Vivriti Capital Limited (VCL; rated [ICRA]A+ (Stable)). VAM was incorporated in 2019 and manages Securities and Exchange Board of India (SEBI)/International Financial Services Centres Authority (IFSCA) regulated alternative Investment Funds (AIFs) domiciled in India/GIFT City. The company has a limited track record of operations in the fund management business, with its first fund launched in 2020. It currently has nine live schemes with assets under management (AUM) of Rs. 2,752 crore and fund commitment from investors of ~Rs. 4,267 crore as of March 2024. ICRA notes that VAM received Rs. 47-crore equity capital from VCL in FY2024. The parent’s support to its Group entities would be capped at 10% of its standalone net worth; as of March 2024, the same stood at 9.2% of its net worth as of March 2024. Given VCL’s planned divestment of an associate entity in the current year as well as its own capital-raising plans, ICRA expects it to have additional buffer to support VAM’s funding requirement in the near term.

The rating factors in VAM’s subdued financial performance, with a loss {profit after tax (PAT)/operating income (OI)} of -4.1% in FY2024 vis-à-vis 0.7% in FY2023 as it expanded its operating base (employees and other infrastructure) significantly for future growth. The company was unable to achieve its envisaged AUM growth in FY2024, given the dampened fund inflow in the schemes in H2 FY2024 following the Reserve Bank of India’s (RBI) circular regarding AIF investments by regulated entities (REs); this resulted in a lower-than-anticipated operating leverage in FY2024. As the AUM increases, better economies of scale would support the profitability metrics in the medium term. VAM had modest borrowings (gearing of 0.2 times) as of March 2024. ICRA expects the funding from VCL as well as the improvement in VAM’s profitability to support its debt-servicing requirements in the near-to-medium term.

ICRA notes that AIFs represent an evolving segment in the overall fund management business and regulations for this segment are expected to change over time. Adverse developments (as witnessed in FY2024), which could affect the scale-up or profitability of these asset management companies, would remain key monitorables.

Key rating drivers and their description

Credit strengths

Support from VCL – VAM is a critical part of VCL’s overall long-term growth strategy in the mid-market enterprises segment. VAM and VCL are expected to complement each other for access to capital as well as providing the target segment with alternative products. They also enjoy synergies on market insights, relationships, and fund-raising strategies. VAM has built a managerial and operational team covering various key functions including credit, investments, sales, product management, fund accounting, etc. ICRA notes that two of the three members of VAM’s Investment Committee are from VCL.

ICRA also notes that VCL has provided funding and capital support to VAM in the past. In FY2024, VAM received equity of Rs. 47 crore from VCL. ICRA expects the parent to continue providing funding support to its Group entities (including VAM) in the

form of equity and debt (total funding support from VCL to its Group entities would be restricted to 10% of its net worth; as of March 2024, this stood at 9.2%¹). However, given VCL's planned divestment of an associate entity in the current year as well as its own capital-raising plans, ICRA expects it to have additional buffer to support VAM's funding requirement vis-à-vis the current position.

Improving scale of operations – VAM was incorporated in 2019 and commenced operations in FY2020 by launching three CAT-II funds during the year. Subsequently, it launched six more schemes, of which four are in the run-down stage. It currently has nine live schemes with an AUM of Rs. 2,752 crore as of March 2024 compound annual growth rate (CAGR) of 90% since March 2021). ICRA notes that the growth was negatively impacted in H2 FY2024 following the RBI's circular regarding AIF investments by REs. Investors were cautious following the issuance of the circular, which resulted in a slowdown in fund inflow and AUM growth during this period. Nevertheless, ICRA notes that VAM had total investor fund commitment of ~Rs. 4,267 crore² as of March 2024, which is expected to support the AUM growth in the near term.

The schemes predominantly invest in operating companies with proven business models and high vintage, ranging across different yield buckets from 11-16% (gross). Investments through these funds were mainly towards investment grade entities and above, with the proportion of such investments at ~94% of the total investments as of March 2024. One of the funds – VFIF3³ (incorporated in GIFT City) – has a leveraged strategy with a mandate to invest in senior category pass-through certificates. In FY2024, growth was largely supported by two funds, VECBF⁴ and VFIF3, which contributed about 51% to the AUM as of March 2024 compared to 18% in March 2023. Going forward, VAM expects its AUM to be supported by the launch of innovative products and diversification of its investor base.

Credit challenges

Subdued financial profile – VAM's operating margin deteriorated to -7.0% in FY2024 from -3.1% in FY2023. The company had significantly expanded its operating base (employees and other infrastructure) for future growth, in line with its envisaged AUM growth. However, the same could not be achieved, given the dampened fund inflow in H2 FY2024 following the RBI's circular regarding AIF investments by REs. This resulted in a lower-than-anticipated operating leverage in FY2024. Thus, the net profitability (PAT/OI) deteriorated to -4.1% in FY2024 from 0.7% in FY2023. Nevertheless, as the company increases its AUM, ICRA expects better economies of scale, which would support an improvement in the profitability metrics and debt coverage metrics over the medium term.

As of March 2024, the outstanding debt stood at Rs. 38 crore vis-à-vis Rs. 14 crore in March 2023. However, total debt/net worth was minimal at 0.2 times as of March 2024 compared to 0.1 times as of March 2023, supported by the capital infusion from VCL.

Risk of adverse regulatory developments – The AIF industry is a relatively new segment in the overall fund management business in India. The permitting regulations were notified in 2012. While this segment witnessed significant fund inflow during the last 10 years, with the total AUM of Category I-III AIFs at Rs. 4.3 lakh crore as of December 2023, it remains significantly smaller than the traditional fund management business (including debt and equity mutual funds). Further, the target asset segment and investee companies in the AIF industry are significantly different from traditional funds. As such, the AIF industry is yet to establish their track record over multiple market cycles; accordingly, the regulations for this segment are also expected to evolve over time. In December 2023, the RBI released its circular regarding investments in AIFs by REs. This restricted the ability of the REs to make investments in AIFs, which would have downstream investments in a debtor company of the RE. This impacted the fund inflows for AIFs as various investors (who are also REs) turned cautious. Any other adverse regulatory developments, which could affect the scale-up or profitability of such AIFs, would remain key monitorables.

¹ VCL's standalone net worth was Rs. 1,893.9 crore as of March 2024

² Including investor funds raised already

³ Vivriti Fixed Income Fund Series 3

⁴ Vivriti Emerging Corporate Bond Fund

Liquidity position: Adequate

The company had cash and liquid investments of Rs. 13.0 crore and Rs. 8.6 crore of fixed deposits as of March 2024 against debt repayment obligations (including interest) of Rs. 4.8 crore during April 2024 to September 2024. Additionally, the expected funding support from VCL on an ongoing basis aids VAM's liquidity profile.

Rating sensitivities

Positive factors – The rating could be positively impacted if VAM is able to demonstrate a steady scale-up in its AUM and a sustained improvement in its earnings profile while maintaining an adequate liquidity profile.

Negative factors – The rating could be negatively impacted in case of lower-than-expected support from VCL or a significant increase in VAM's debt in comparison to the funding support from VCL.

Analytical approach

| Analytical Approach | Comments |
|---------------------------------|---|
| Applicable rating methodologies | ICRA's Corporate Credit Rating Methodology |
| Parent/Group support | Not applicable |
| Consolidation/Standalone | To arrive at the rating, ICRA has considered the standalone financials of VAM while factoring in the ongoing funding support available from its parent (VCL), in line with ICRA's limited consolidation approach. |

About the company

VAM was set up in February 2019 as a wholly-owned subsidiary of VCL. It seeks to develop innovative performing credit funds that take diversified exposures within the mid-market enterprises segment. VAM started its operations in FY2020 and currently manages nine AIFs with total AUM of Rs. 2,752.2 crore as of March 2024 (March 2023 – Rs. 1,993.6 crore; March 2022 – Rs. 1,270.5 crore). The funds invest in operating companies with proven business models and high vintage and have funds in different yield buckets ranging from 11-16% (gross). As of March 2024, VCL had a 70.0% stake (fully-diluted basis) in VAM.

Key financial indicators (audited) – IndAS

| Vivriti Asset Management Private Limited (standalone) | FY2022 | FY2023 | FY2024 |
|---|---------|--------|--------|
| Operating income | 10.2 | 32.0 | 50.1 |
| PAT | (25.8) | 0.2 | (2.1) |
| OPBDITA/OI | -50.9% | -3.1% | -7.0% |
| PAT/OI | -254.2% | 0.7% | -4.1% |
| Total outside liabilities/Tangible net worth (times) | 0.2 | 0.4 | 0.5 |
| Total debt/OPBDITA (times) | - | -14.1 | -10.8 |
| Interest coverage (times) | -13.8 | -0.9 | -0.7 |

Source: Company, ICRA Research; Amount in Rs. crore; Operating income excluding gain on fair valuation of investments

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for past three years

| S. No. | Instrument | Type | Current Rating (FY2025) | | | Chronology of Rating History for the Past 3 Years | | | |
|--------|------------|-----------|-------------------------|--------------------|-------------------------|---|-------------------------|-------------------------|--|
| | | | Amount Rated | Amount Outstanding | Date & Rating in FY2025 | Date & Rating in FY2024 | Date & Rating in FY2023 | Date & Rating in FY2022 | |
| | | | (Rs. crore) | (Rs. crore) | Jun-14-2024 | Jun-16-2023 | - | - | |
| 1 | NCD | Long term | 30.00 | 24.80 | [ICRA]A- (Stable) | [ICRA]A- (Stable) | - | - | |

Complexity level of the rated instrument

| Instrument | Complexity Indicator |
|---------------------------|----------------------|
| Non-convertible debenture | Simple |

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

| ISIN | Instrument Name | Date of Issuance / Sanction | Coupon Rate | Maturity Date | Amount Rated (Rs. crore) | Current Rating and Outlook |
|---------------------|-----------------|-----------------------------|-------------|---------------|--------------------------|----------------------------|
| INE0BXI07010 | NCD | Sep-20-2023 | 11.00% | Jan-15-2027 | 24.80 | [ICRA]A- (Stable) |
| Unutilised | NCD | NA | NA | NA | 5.20 | [ICRA]A- (Stable) |

Source: Company

Annexure II: List of entities considered for limited consolidated analysis

NA

ANALYST CONTACTS

Karthik Srinivasan
+91 22 6114 3444
karthiks@icraindia.com

A M Karthik
+91 44 4596 4308
a.karthik@icraindia.com

R Srinivasan
+91 44 4596 4315
r.srinivasan@icraindia.com

Richardson Xavier J
+91 44 4596 4310
richardson.xavier@icraindia.com

RELATIONSHIP CONTACT

Mr. L Shivakumar
+91 098 2108 6490
shivakumar@icraindia.com

MEDIA AND PUBLIC RELATIONS CONTACT

Ms. Naznin Prodhani
Tel: +91 124 4545 860
communications@icraindia.com

Helpline for business queries

+91-9354738909 (open Monday to Friday, from 9:30 am to 6 pm)
info@icraindia.com

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For more information, visit www.icra.in

ICRA Limited



Registered Office

B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001

Tel: +91 11 23357940-45



Branches



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