

January 21, 2020

Vistra ITCL (India) Limited
(Formerly IL&FS Trust Company Limited)
The IL&FS Financial Centre
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400051


Dear Sir

Sub: Submission of Quarterly Compliance Report- December 2019

Please find enclosed the Compliance Report for the Quarter ended December 31st, 2019 alongwith Annexures with respect to 12%, 435 NCDs of face value of Rs. 1,00,000/- each having ISIN No. INE 352P07020.

Yours faithfully

For Venus India Asset Finance Private Limited


Indu Singh
Company Secretary
M. No.- A39681
Address: F12/3A, Sai Vatika Apartments
Sector-63, Faridabad
Ballabgarh – 121004



Compliance Report for the quarter ended December 31, 2019

Name of Issuer Company : Venus India Asset-Finance Pvt. Ltd.

Information submitted at the times of issuance/allotment:

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	Secured
2	Type of Issue (Private / Public / Rights)	Private
3	Issue Amount and Amounts Raised	Rs. 6,50,00,000/- (Rupees Six Crore & Fifty Lacs Only)
4	Listed/Unlisted (If Listed, the Exchange where listed)	Listed (BSE)
5	ISIN (Listed and Unlisted)	INE 352P07020
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	13 th April, 2016
7	Whether there has been delay in Listing of the debt securities beyond 20 days from the deemed date of allotment If yes, confirm whether the Issuer Company has paid penal interest of at least @ 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.	N/A
8	Original & Revised (if any) Coupon Rate	Same
9	Tenor of Issue	60 Months from the deemed date of allotment
10	Date of Allotment of Debentures	31 st March, 2016
11	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	N/A
12	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	PAS-3 was filed vide SRN No. G01626373 dated 22/04/2016
13	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	1 st April, 2016
14	Credit Rating at the time of issue / last credit rating prior to change	BWR BBB Stable (Triple B from Brickwork Ratings India Pvt. Limited)
15	No. of debenture holders on the date of Allotment	01 (One)
16	Name of the Debenture holder representative/facility agent along with its contact details	N/A
17	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	Name:- M/s Vacuf Limited Holding: 100% Address: St. Louis Business Centre, CNR Desroches & St. Louis Steerts, Port Louis, Mauritius Contact No.: 00 230 203 1100
18	Whether the company has issued debentures to Foreign debenture holders	Yes
19	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	N.A.
20	Valuation Report (if applicable) has been obtained from Government approved valuer	N.A.
21	ROC Search Report has been obtained	N.A.
22	Details Regarding Registration of charges and reasons for delay (if any)	FORM CHG-9 was filed vide SRN No. G01834676 dated 26/04/2016.



Information submitted on quarterly basis:

1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	N.A.
2	Outstanding amount as on December 31, 2019	Rs. 4,35,00,000/- (Rupees Four Crore & Thirty Five Lacs Only)
3	Previous Interest Payment Date and Amount paid	For 215 12% NCDs * Date: 02 nd December, 2019 Amount: Rs. 3,20,71,092.00/- (after deducting TDS)
4	Next Interest Payment Date and Amount	N.A.
5	Previous Repayment Date and Amount paid	For 215 12% NCDs * Date: 02 nd December, 2019 Amount: Rs. 3,20,71,092.00/- (after deducting TDS)
6	Next Repayment Date and Amount	N.A.
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes the due dates thereof & date of payment	No
8	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating.	BWR BBB Stable (Triple B from Brickwork Ratings India Pvt. Limited) w.e.f. 18th December, 2018 (Attached as Annexure 10)
9	No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	01 (One) Name:- M/s Vacuf Limited Holding: 100% Address: St. Louis Business Centre, CNR Desroches & St. Louis Steerts, Port Louis, Mauritius Contact No.: 00 230 203 1100
10	Whether RTA / Company has forwarded the details of debenture holders to the DT by the seventh working day of every next month.	Yes
11	Brief details of the security created till date for the Debentures including third party securities	First & Exclusive charge over the Monies Raised by the issue of the NCDs and all assets and receivables procured with such monies.
12	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	N.A.
13	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	N.A.
14	Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year	The HYC along with unaudited Financial results for the half year ended as on September 30, 2019 has been submitted to BSE on 12 th December, 2019 in their prescribed format.
15	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	N.A.
16	Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Yes Date of Publication of Financials Results for the half year ended September 30, 2019,- 13 th December, 2019 .



17	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	The Certificate from Debenture Trustee for the half year ended September 30, 2019 was submitted to Stock Exchange on 12 th December, 2019
18	Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year	Yes, we have submitted unaudited financial results along with Limited Review Report(LRR)
19	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	N.A.
20	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date	N.A.
21	Confirmation & Supporting of creation / maintaining DRR before April 30 th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2019 as detailed in the clarification circular provided by MCA	N.A.
22	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	No
23	Whether any orders, directions, notice of court/tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
24	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
25	Whether any Post dated Cheques (PDCs) are issued as Security, if yes then provide the favoring name of PDC	No
26	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Post dated Cheques (PDCs) as security as per transaction documents.	N.A.
27	Security Cover as on December 31, 2019 (Please attach CA Certificate in the format as stated in Annexure)	Attached as Annexure 4
28	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Attached as Annexure 1
29	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	N.A.
30	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes



31	Whether the provisions of the following laws applicable to debentures have been complied with : a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI Model Listing Agreement (For Listed Issues) c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) d) SEBI (Issue of Capital and Disclosure Requirements), 2009 (For all issuers) e) SEBI (Issue and Listing of Debt Securities), 2008	Yes
32	Whether any dividend has been declared during this quarter.	N.A.
33	Nature of investor grievances received for year ended December 31, 2019 its status as on date of the submission of QCR and reason for the non resolution/ delay if any (Details to be separately provided in annexure as enclosed)	Attached as Annexure 2
34	Any Buy Back of NCDs during the quarter and details of the same	No
35	Whether the company has given prior intimation to exchanges of at least 11 working days before the date on and from which the interest on Debenture and redemption amount of Debentures is payable	N.A.
36	Whether the company has maintained functional website containing requisite information (Reg 62)	Yes
37	Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting	N.A.
38	Compliance with Accounting Standard and Financial disclosures	Yes
39	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern	Yes
40	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
41	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
42	Whether the Company has appointed Share transfer agent or manage the same in house	N.A.
43	Whether the Company has preserved the transactions records at least for 8 years	Yes
44	Whether the Company is registered on the SEBI SCORES	Yes
45	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	Yes
46	Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee	Yes
47	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes



48	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	Yes
49	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited	N.A.
50	Whether the Company has submitted a compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes
51	Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws.	N.A.
52	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	N.A.
53	In case of default in payment of Interest/principal Whether the company has made disclosures to the Credit Rating Agencies in timely manner	N.A.
54	All the terms of issue of debentures or covenants of the trust deed are complied with. If no, provide details along with reason for non-compliance	Yes

* Early Partial Redemption of NCDS on the request of debentureholders.




ANNEXURES

1	Updated list of names and addresses of debenture holders. - Attached
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.- Attached
3	Companies Statutory Auditors Certificate certifying the following on Annual Basis (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A) of SEBI (Debenture Trustees) Regulations, 1993). -Will provide shortly b. Certificate from statutory auditor giving the value of book debts/receivables (Refer Regulation 15(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993). - Will provide shortly
4	Security Cover certificate from a Chartered Accountant i. Total assets charged Rs. A ii. Total debts secured by way of charges created over the assets Rs. B with details thereof iii. Security Cover = A/B Note: If third party security is created, please include the same and give supporting-Attached
5	Quarterly audited / unaudited financials of the Issuer or audited annual accounts of the issuer company whichever applicable-Will provide you shortly
6	Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies-NA
7	In case of listed debt securities secured by way of receivables/ book debts on Quarterly basis provide: a) Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on December 31, 2019 along with details of the said book debts and/or receivable Attached b) Certificate from an independent chartered accountant giving the value of book debts/receivables - will provide you shortly
8	Report of the Lead Bank regarding a. progress of the Project b. report on monitoring of utilization of funds raised for the issue-NA
9	Copy of all notices, resolutions and circulars relating to new issue of non-convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media-NA
10	Letter issued by Credit Rating agency for revised credit rating-Attached

Contact Details : a) Name of Authorised Signatory: Anurag Garg b) Email Address: compliance@venusfin.com / accounts@venusfin.com c) Contact Numbers: 0120-4681234/36 d) Name, Address and Email id of R&T Agent: Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai-400 078, www.linkintime.co.in e) Name , Address and Email id of the Credit Rating Agency: Brickwork Ratings India Pvt. Ltd., 3rd Floor, Raj Alkaa Park, 29/3 & 32/2 Kalena Agrahara, Bannerghatta Road, Bengaluru – 560076, www.brickworkratings.com	
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For Venus India Asset Finance Pvt. Ltd.


Indu Singh
Company Secretary
21.01.2020



Annexure 1

LIST OF NAMES AND ADDRESSES OF DEBENTURE HOLDERS

AS ON DECEMBER 31 , 2019

S.No.	Name & Occupation of Beneficial Owner	Address of Beneficial Owner	Nationality of Beneficial Owner	PAN No of Beneficial Owner
1	M/s VACUF LTD (Business)	St. Louis Business Centre, CNR Desroches & St. Louis Steerts, Port Louis, Mauritius	Mauritian	AACCV0362K

For Venus India Asset-Finance Pvt. Ltd.

Indu Singh

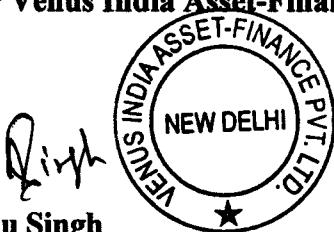
**Indu Singh
(Company Secretary)
21.01.2020**



Annexure 2

Number of Investor grievances received for quarter ended December 31, 2019	Nil
Details of grievances received i.e. Complainant, nature of Complaint, etc	NA
Number of Investor grievances pending for quarter ended December 31, 2019	Nil
Whether any grievance is pending for more than 30 days? If yes, then please provide details and reasons thereof	NA

For Venus India Asset-Finance Pvt. Ltd.



Indu Singh
(Company Secretary)
21.01.2020

T R Chadha & Co LLP
Chartered Accountants



DEBENTURE SECURITY CERTIFICATE

To,
Finance Department
M/s Venus India Asset Finance Pvt. Ltd.
198/12-13, 2nd Floor,
Ramesh Market,
East of Kailash,
New Delhi-110065

Independent Auditor's Certificate with respect to Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures of M/s Venus India Asset Finance Pvt. Ltd. as on 31st December 2019.

We understand that M/s Venus India Asset Finance Pvt. Ltd having its registered office at 198/12-13, 2nd Floor, Ramesh Market, East of Kailash, New Delhi-110065 has requested us to issue a certificate confirming the Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures as on 31st December 2019 for the purpose of submission to their Debenture trustees.

Management's Responsibility

The Company's Management is responsible for providing relevant information, explanations and their correctness for issuance of the certificate.

Auditor's Responsibility

Our responsibility is to certify the Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures of M/s Venus India Asset Finance Pvt. Ltd. as on 31st December, 2019 (as per Annexure 1) as furnished by the company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP
(A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Corporate Office/ Regd. Office : B-30, Connaught Place, Kuthiala Building, New Delhi - 110001
Phone : 43259900, Fax : 43259930, E-mail : delhi@trchadha.com

T R Chadha & Co LLP

Chartered Accountants



Opinion

On the basis of the examination of the unaudited books of accounts and other relevant records and the further explanations/information given to us by the management of the company, we hereby certify, the Debt Equity ratio, Asset Coverage ratio and outstanding Non-convertible debentures as on 31st December, 2019 (as per Annexure 1) as furnished by the company as follows :-

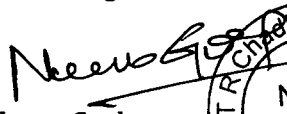
1. **Debt Equity Ratio** : 0.53
2. **Asset Coverage Ratio** : 2.91
3. The company has 435 units of Non-convertible debentures (NCDs) of Rs. 1,00,000 each outstanding as on 31st December, 2019. The NCDs are secured by first and exclusive charge over the monies raised by issue of the NCDs and all assets and receivables were procured with such monies. (Detailed workings of the same is attached as Annexure)

Restriction on Use

This certificate has been issued to the management of M/s Venus India Asset Finance Pvt. Ltd. for the purpose of internal use of the company's Debenture trustees and should not be used for any other purpose without our written consent.

For T R Chadha & Co LLP
Chartered Accountants

Firm's Registration Number 006711N/N500028


Neena Goel
Partner

M. No. 057986

UDIN: 20057986AAAABA2190

Place: New Delhi

Date: 10th Jan 2020



Enclosed: Annexure to Certificate

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Corporate Office/ Regd. Office : B-30, Connaught Place, Kuthiala Building, New Delhi - 110001
Phone : 43259900, Fax : 43259930, E-mail : delhi@trchadha.com

T R Chadha & Co LLP

Chartered Accountants



Annexure

Detail of Calculations

1. Debt Equity Ratio:

Particulars	Amount in Rs.
Debentures	4,35,00,000
Term loans	49,29,274
Borrowings	1,05,10,85,699
Total Debt (A)	1,09,95,14,973
Equity Share Capital	97,61,98,320
Reserves and surplus	1,08,99,70,159
Total Equity (B)	2,06,61,68,479
Debt Equity Ratio (A / B)	0.53

2. Asset Coverage Ratio:

Particulars	Amount in Rs.
Fixed Assets – Tangible	69,07,814
Other Assets	3,21,87,61,906
Less: Current Liabilities and Provisions (excl. current maturity of long-term loans and Short-term Borrowings)	3,08,98,187
Total (A)	3,19,47,71,533
Debentures	4,35,00,000
Term loans (including current maturity)	49,29,274
Short term borrowings	1,05,10,85,699
Total Debt Obligations	1,09,95,14,973
Asset Cover Ratio	2.91



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Corporate Office/ Regd. Office : B-30, Connaught Place, Kuthiala Building, New Delhi – 110001
Phone : 43259900, Fax : 43259930, E-mail : delhi@trchadha.com

January 21, 2019

TO WHOM SO EVER IT MAY CONCERN

I, Nalin Kumar Gupta, Director of Venus India Asset- Finance Private Limited, on behalf of the Board certify that as on December 31st 2019, the value of our Book Debts/Trade Receivables is Rs. /- 44,23,60,986.

This certificate is issued for the compliance report for the quarter ending September 30th 2019, which is to be submitted to Vistra ITCL (India) Ltd.

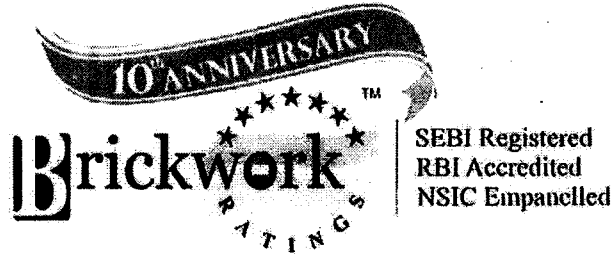
For Venus India Asset-Finance Private Limited



Nalin Kumar Gupta

Director

DIN: 01670036



BWR/BLR/HO/SRC/MM/0587/2018-19

18 Dec 2018

Mr Saket Mishra,
Chief Executive Officer
Venus India Asset Finance Private Limited
A1C, 1st Floor, Sector 16, Noida - 201 301

Dear Sir,

Sub: Rating Review of Venus India Asset Finance Private Limited's NCD issue of ₹ 6.50 Crores with a tenor of 5 years

On review of Venus India Asset Finance Private Limited's performance based on the information and clarifications provided by your Company as well as information available in the public sources, we are pleased to inform you that the Brickwork Ratings (BWR) has reaffirmed the rating of the Venus India Asset Finance Private Limited's NCD issue of ₹ 6.50 Crores at BWR BBB [Pronounced as BWR Triple B] (Outlook: Stable). Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.

The Rating is valid till the maturity of the instrument and is subject to terms and conditions that were agreed in your mandate dated 23 Feb 2016, BWR letter Previous Reference number dated previous letter date and other correspondence, if any and Brickwork Ratings' standard disclaimer appended below. Brickwork would conduct surveillance periodically. Please note that Brickwork Ratings would need to be kept informed of any significant information/ development that may affect your Company's finances/ performance without any delay.

You are also required to submit "No Default Statement" on a monthly basis.

Please acknowledge.

Best Regards,


Manjunatha MSR
Head - Ratings Administration



Note: Rating Rationale of all accepted Ratings are published on Brickwork Ratings website. All non-accepted ratings are also published on Brickwork Ratings web-site. Interested persons are well advised to refer to our website www.brickworkratings.com. If they are unable to view the rationale, they are requested to inform us on brickworkhelp@brickworkratings.com.

Disclaimer: Brickwork Ratings (BWR) has assigned the rating based on the information obtained from the issuer and other reliable sources, which are deemed to be accurate. BWR has taken considerable steps to avoid any data distortion; however, it does not examine the precision or completeness of the information obtained. And hence, the information in this report is presented "as is" without any express or implied warranty of any kind. BWR does not make any representation in respect to the truth or accuracy of any such information. The rating assigned by BWR should be treated as an opinion rather than a recommendation to buy, sell or hold the rated instrument and BWR shall not be liable for any losses incurred by users from any use of this report or its contents. BWR has the right to change, suspend or withdraw the ratings at any time for any reasons.

Brickwork Ratings India Pvt. Ltd.

3rd Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bengaluru - 560 076

Phone: +91 80 4040 9940 • Fax: +91 80 4040 9941 | info@brickworkratings.com • www.BrickworkRatings.com

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Rating Rationale

Venus India Asset Finance Private Limited

Brickwork Ratings reaffirms the following rating assigned for Secured NCD issue of ₹ 6.5 Crs of Venus India Asset Finance Private Limited. (hereafter referred to as "VIAFPL" or the Company)

Particulars

Instrument	Previous Amount (Rs in Crs)	Present Amount (Rs in Crs)	Tenure	Previous Rating (Aug 2018)	Present Rating*
Secured NCD	6.5	6.5	Long Term	BWR BBB (Pronounced as BWR Triple B) (Outlook: Stable)	BWR BBB (Pronounced as BWR Triple B) (Outlook: Stable)
Total	6.5	6.5	INR Six Crores and Fifty Lakhs Only		

*Please refer to BWR website www.brickworkratings.com/ for definition of the ratings

NCD Details:

Instrument	Issue Date	Coupon	Maturity Date	ISIN Particulars
Secured NCD	31-Mar-2016	12% P.A. Payable at redemption	31-Mar-2021	INE352PO7020

BWR also withdraws the following rating assigned to Bank loan facilities:

Facility	Previous Limits (Rs in Crs)	Present Limits (Rs in Crs)	Tenure	Previous Rating (Aug 2018)	Rating Withdrawn
Fund Based	50	50	Long Term	BWR BBB (Pronounced as BWR Triple B) (Outlook: Stable)	BWR BBB (Pronounced as BWR Triple B) (Outlook: Stable)
Total	50	50	INR Fifty Crores Only		



Rationale/Description of Key Rating Drivers/Rating sensitivities:

BWR has principally relied upon the audited financial of the Company up to FY18, unaudited financial results of Q1FY19 and projected financials, publicly available information, and information/clarifications provided by the Company's management.

The rating reaffirmation takes into account the experienced Promoters & Management, improved financial risk profile of the company backed by continuous growth in its loan portfolio, moderate asset quality and adequate capitalization. The rating, however, is constrained by the inherent risks associated with asset backed financing, which includes loans against property and shares, low seasoning of portfolio and standard risks associated with NBFCs.

Description of Key rating drivers:

Credit Strengths:

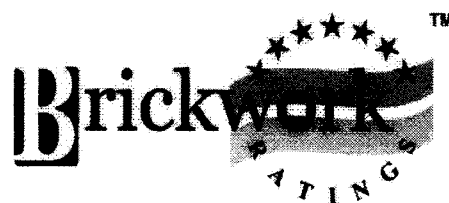
Experienced Promoter and professional management: VIAFPL is promoted by Venus India Structured Finance Fund (VISFF), registered in Mauritius which owns 78.69% stake in VIAFPL and 17.53% stake is owned by Mr. Gaurav Goel, who is the Chairman of the company and is also Managing Director of Dhampur Sugar Mills Limited. The management is spearheaded by Mr. Vikas Mehrotra is the Founder & Director of VIAFPL who has 25 years of experience in Finance Industry and Mr. Saket Mishra, Chief Executive Officer, an Experienced banker. The company is supported by well qualified and experienced professionals looking after credit risk, marketing, collections, audit and other support functions.

Improved financial profile: Outstanding loan portfolio grew to Rs 279 Crs in FY18 from Rs.201 Crores in FY17 due to which the company reported better revenues from operations of Rs 38.96 crs and PAT of Rs 16.64 Crs in FY18 when compared to Rs 34.80 Crs and Rs 12.71 Crs respectively in FY17. Loan portfolio has further grown to Rs 317 Crs in Q1FY19.

Comfortable Capitalization and liquidity position: The company has low leverage (0.48x), and as on 31st Mar 2018, their CRAR stood at 68.02% and 61.52% as on 30 June 2018 as against RBI's stipulated minimum requirement of 15%. Company maintains adequate liquidity as demonstrated in its ALM profile which do not have any material cash flow mismatches in the short to medium term. Inflows from recovery, as projected, is a key monitorable.

Credit Risks:

Customer Concentration Risk: VIAFPL offers security based lending products, like promoter funding, margin financing, loan against securities, ESOP financing, IPO Funding, structured financing and real estate funding with large ticket size. Top 10 exposures as a percentage of total portfolio stood at 69% as



on March 31, 2018, indicating concentration risk and any slippages from these standard accounts will have a material impact on the asset quality of the company and hence is a key rating sensitivity.

Moderate Asset quality: VIAFPL's asset quality has declined in FY18 mainly on account of slippage of a relatively larger account from standard to NPA. For FY18, GNPA and NNPA stood at 5.03% & 4.02% respectively as compared to GNPA & NNPA of 2.25% & 1.37% in FY17. However the asset quality has shown signs of improvement in Q1FY19 as GNPA & NNPA have marginally improved to 4.41% and 3.56% respectively. Since the company started its operations from FY14 onwards, portfolio is comparatively less seasoned and needs monitoring through business cycles.

Analytical Approach

VIAFPL is evaluated on the basis of its stand-alone financial strength. For arriving at its ratings, BWR has applied its rating methodology as detailed in the Rating Criteria detailed below (hyperlinks provided at the end of this rationale).

Rating Outlook: Stable

BWR believes VIAFPL's business risk profile will be maintained over the medium term. The 'Stable' outlook indicates a low likelihood of rating change over the medium term. Going forward, any major deterioration in asset quality and consequent decline in profitability would be the key rating sensitivities.

About the Company

Venus India Asset Finance Private Limited (VIAFPL) is registered with Reserve Bank of India (RBI) as a Non Deposit taking Non-Banking Financial Company (NBFC-ND) since October, 2000 and has its registered office in New Delhi. In March 2013, Venus India Structured Finance Fund (VISFF) and Goel Investment Limited took over the company and post change of ownership, the company is primarily engaged in venture debt finance/mezzanine lending/structured finance to small and growing businesses (SGBs) through a customized and comprehensive credit approach. VIAFPL offers security based lending products, like promoter funding, margin financing, loan against securities, ESOP financing, IPO Funding, structured financing and real estate funding.

Company Financial Performance

During FY18, the company's outstanding loan portfolio grew to Rs 279 Crs as against Rs 201 Crores in FY17. Its entire loan book is secured. For FY18, the company reported Net Operating Income of Rs 32.36 Crs and PAT of Rs 16.63 Crs as compared to Rs 28.11 Crs and PAT of Rs 12.49 Crs. As on 31 Mar 2018, the company has TNW of Rs 196 Crs with a comfortable gearing of 0.48x



Key Financial Figures:

Financial Ratios	FY16 (A)	FY17 (A)	FY18 (A)
Loan Portfolio (Rs. Cr)	166	201	279
Gross NPA %	2.91	2.25	5.03
Net NPA %	2.36	1.37	4.02
Net Interest Income (Rs. Cr)	19.34	28.06	32.30
PAT (Rs. Cr)	11.1	12.48	16.63
Net Interest Margin (NIM)	13.60	14.94	13.46
Tangible Net Worth (Rs. Cr)	127	180	196
CRAR	70.15	84.52	68.02

Rating History for the last three years

Sl. No.	Instrument Facility	Rating History				
		Current Rating (Dec 2018)				
		Rs in Crs		2017	2016	2015
1	Secured NCD	6.5	BWR BBB (Outlook: Stable)	BWR BBB Outlook: Stable	BWR BBB- Outlook: Stable	NA
2	Bank loan	50	Withdrawn	BWR BBB Outlook: Stable	BWR BBB- Outlook: Stable	NA

Hyperlink/Reference to applicable Criteria

- [General Criteria](#)
- [Approach to Financial Ratios](#)
- [Banks & Financial Institutions](#)

For any other criteria obtain hyperlinks from website

Analytical Contacts	Media
<u>Manjunatha MSR</u> <u>Head-Ratings Administration</u> <u>analyst@brickworkratings.com</u>	<u>media@brickworkratings.com</u> Relationship Contact



	bd@brickworkratings.com
Phone: 1-860-425-2742	

For print and digital media

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Note on complexity levels of the rated instrument:

BWR complexity levels are meant for educating investors. The BWR complexity levels are available at www.brickworkratings.com/download/ComplexityLevels.pdf Investors queries can be sent to info@brickworkratings.com.

About Brickwork Ratings

Brickwork Ratings (BWR), a SEBI registered Credit Rating Agency, has also been accredited by RBI and empaneled by NSIC, offers Bank Loan, NCD, Commercial Paper, MSME ratings and grading services. NABARD has empaneled Brickwork for MFI and NGO grading. BWR is accredited by IREDA & the Ministry of New and Renewable Energy (MNRE), Government of India. Brickwork Ratings has Canara Bank, a Nationalized Bank, as its promoter and strategic partner.

BWR has its corporate office in Bengaluru and a country-wide presence with its offices in Ahmedabad, Chandigarh, Chennai, Guwahati, Hyderabad, Kolkata, Mumbai and New Delhi along with representatives in 150+ locations. BWR has rated debt instruments/bonds/bank loans, securitized paper of over ₹ 10,00,000 Cr. In addition, BWR has rated over 6300 MSMEs. Also, Fixed Deposits and Commercial Papers etc. worth over ₹24,440 Cr have been rated.

DISCLAIMER

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