

May 11, 2022

## Rocket Kommerce LLP: Rating confirmed as final to PTCs issued by GREAT KAPITAL 01

### Summary of rating action

Trust Name	Instrument*	Initial rated amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
GREAT KAPITAL 01	PTC Series A1	73.31	73.04	[ICRA]A1+(SO); provisional rating confirmed as final

\*Instrument details are provided in Annexure-1

### Rationale

In May 2022, ICRA had assigned Provisional [ICRA]A1+(SO) rating to pass-through certificate (PTC) Series A1 to be issued by GREAT KAPITAL 01. Rocket Kommerce LLP (RKLLP/Vendor/Originator; rated [ICRA]A- (Stable)/[ICRA]A2+) has assigned to GREAT KAPITAL 01 Trust a pool of trade receivables arising from the invoices raised by RKLLP on Aditya Birla Fashion and Retail Limited (ABFRL/Obligor; [rated \[ICRA\]AA \(Stable\)/\[ICRA\]A1+](#)) against the supply of goods and materials to ABFRL. The pool consists of only invoices acknowledged by the Obligor. The invoices are due for payment in August 2022, September 2022 and October 2022. The principal and interest payments to the PTCs are promised on the final maturity date. PTC amount issued is Rs. 73.04 crore compared to Rs. 73.31 crore when provisional rating was assigned.

The assigned rating is based on the strong credit profile of ABFRL, the established relationship between RKLLP and ABFRL, the track record of payments between them and the integrity of the legal structure. Since the executed transaction documents are in line with the rating conditions, and the legal opinion for the transaction have been provided to ICRA, the said rating has now been confirmed as final.

### Key rating drivers

#### Credit strengths

- Strong credit profile of the Obligor (ABFRL)
- Established relationship between Vendor (RKLLP) and Obligor (ABFRL) with timely repayment track record
- Presence of credit enhancement in the form of over-collateralisation

#### Credit challenges

- Single counterparty for the transaction

### Description of key rating drivers highlighted above

The receivables due from ABFRL have been discounted at the PTC yield to arrive at the purchase consideration for the PTC investors. As per the transaction structure, the PTCs will have a fortnightly payout structure and has been defined such that there is a four-day gap between the payout date and the last invoice due date (for the period under consideration for that payout date). Additionally, there will be a seven-day gap between the expected and the legal final maturity date of the PTCs. The PTC payouts would be on expected basis whereas the principal and interest payments to the PTCs are promised on the final maturity date. The gap between the invoice due dates and the corresponding PTC payout dates would address unforeseen operational/technical delays, if any, in payments by ABFRL to RKLLP. Credit enhancement is available in the transaction in the form of over-collateralisation of 5%, i.e. the receivables to be collected are 1.05 times the PTC payouts (viz. principal and

interest) on every payout date. The over-collateral will leak out to RKLLP on every payout date after the expected payout is met.

The trustee has settled a trust (GREAT KAPITAL 01) and the aforesaid receivables have been assigned to the trust on a non-recourse basis to RKLLP. The trustee has opened a Collection and Payout (CP) Account with a bank. No servicer is envisaged for this transaction. The receivables shall be directly deposited by ABFRL in the CP Account. Thus, there would be no commingling of cashflows with the Vendor, i.e. RKLLP.

The rating factors in ABFRL's strong credit profile, emerging from its leadership position in the domestic branded apparel industry and its superior financial flexibility as it is a part of the Aditya Birla Group. Further, RKLLP remains an important partner for ABFRL, acting as an aggregator by managing multiple suppliers for one of its divisions. The parties had entered into a three-year agreement in September 2020, following which there has been a material scale-up in the business activities between them, barring the months affected by the increase in Covid-19 infections across the country. RKLLP has been largely utilising the vendor discounting facilities made available by ABFRL to raise funds and the payments by ABFRL have been timely so far for the invoices.

ICRA has taken comfort from the fact that only the invoices acknowledged by ABFRL as its liability will be a part of the pool. A Notice of Assignment (NoA) has been executed between RKLLP and ABFRL wherein the latter has provided consent to securitise the invoices and also acknowledged that it will not adjust or set off or deduct any monies against the invoices that are securitised by RKLLP to the trust. ICRA further notes that the pool is granular with the top 1 and top 10 invoices accounting for 1.0% and 5.5%, respectively, of the pool amount.

The rating, however, remains exposed to high concentration risk as the payments are to be received from a single counterparty viz. ABFRL. The strategic importance of the Vendor and the payment track record for accepted invoices provide comfort. ICRA also notes that the trust would be seen as an operational creditor of ABFRL; thus, the risk of non-payment by ABFRL can be deemed to be higher vis-à-vis the obligations to its financial creditors. Nonetheless, the Vendor would be assigning its rights, title and interest in the receivables to the trust, and the trust would therefore be entitled to all the rights under the Insolvency and Bankruptcy Code, 2016, which would be a mitigant.

**Past rated pools:** This is the second PTC transaction being rated for RKLLP. The rating for the first PTC transaction has been withdrawn as the same was not placed.

## Key rating assumptions

To arrive at the rating, ICRA has relied on the strong credit profile of the Obligor. Also, the track record of timely payments by the Obligor against the invoices raised in the past and various other structural features add strength to the transaction.

## Liquidity position: Adequate

ABFRL's payment obligations to RKLLP are being securitised in the transaction. As per the transaction structure, both the interest and the principal amount are promised to the PTC holders on the expected maturity date of the transaction. Basis the on-balance sheet liquidity available with ABFRL to meet its various payment obligations, the liquidity is deemed to be adequate for the transaction to meet the promised payouts to the PTC Series A1 investors.

## Rating sensitivities

**Positive factors** – Not applicable

**Negative factors** – The rating can be downgraded if there is a deterioration in the credit profile of ABFRL or non-adherence to the terms of the transaction. The rating could also be under pressure if sustained delays are observed in the payments by ABFRL to RKLLP in the normal course of business.

### Analytical approach

The rating action is based on the trustee confirming compliance with the terms of the transaction and the executed transaction documents being in line with the terms initially shared with ICRA.

Analytical Approach	Comments
Applicable Rating Methodologies	<a href="#">Rating Methodology for Securitisation Transactions</a>
Parent/Group Support	Not Applicable
Consolidation/Standalone	Not Applicable

### About the Originator

Incorporated in 2011, Rocket Kommerce LLP (RKLLP) is a leading e-commerce retailing company in India. It has partnered with leading e-commerce platforms like Amazon in India since 2014. It currently procures mobile phones from brands like Oppo, OnePlus and Xiaomi and sells them on the Amazon platform. It has tied up with more companies, including ABFRL, to diversify and improve its scale of operations.

Its Group company, Wishery Online Private Limited, was incorporated on September 4, 2015 and commenced operations from FY2019. It carries out distribution business for sellers on the Flipkart platform. Westbury Holdings Pvt Ltd was incorporated on March 27, 2007 and commenced operations from January 2021. It is the authorised and exclusive online distributor for ABFRL for all its brands (Peter England, Louis Phillipe, Pantaloons) on various online platforms. Valuecart Private Limited was incorporated on July 11, 2016 and commenced operations from April 2019. Valuecart recently signed an agreement with Shein wherein it would be the exclusive online distributor for Shein for two years. The Group is also involved in the trading and procurement of fabrics through RK Fabrics India Private Limited.

### Key financial indicators (audited)

RKLLP	Standalone		Consolidated	
	FY2020	FY2021	FY2020	FY2021 (prov)
Operating Income (Rs. crore)	1,627.1	2,923.9	8,746.6	10,129.1
PAT (Rs. crore)	14.1	17.7	23.9	30.1
OPBDIT/OI (%)	1.3%	0.9%	0.4%	0.4%
PAT/OI (%)	0.9%	0.6%	0.3%	0.3%
Total Outside Liabilities/Tangible Net Worth (times)	0.5	3.0	2.5	5.2
Total Debt/OPBDIT (times)	1.8	2.5	1.7	2.5
Interest Coverage (times)	4.2	5.5	5.1	5.6

PAT: Profit after tax; OPBDIT: Operating profit before depreciation, interest, taxes and amortisation

Note: Amount in Rs. crore; All calculations are as per ICRA Research

Source: Company, ICRA Research

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

### Rating history for past three years

	Trust Name	Current Rating (FY2023)					Chronology of Rating History for the Past 3 Years		
		Instrument	Initial Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	Date & Rating in FY2023	Date & Rating in FY2023	Date & Rating in FY2022	Date & Rating in FY2021	Date & Rating in FY2020
					May 11, 2022	May 02, 2022	-	-	-
1	GREAT KAPITAL 01	PTC Series A1	73.31	73.04	[ICRA]A1+(SO)	Provisional [ICRA]A1+(SO)	-	-	-

### Complexity level of the rated instrument

Instrument	Complexity Indicator
PTC Series A1	Moderately Complex

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: [www.icra.in](http://www.icra.in)

### Annexure-1: Instrument details

ISIN Number	Trust Name	Instrument	Date of Issuance / Sanction	Coupon Rate	Maturity Date*	Amount Rated (Rs. crore)	Current Rating
INE0LPX15017	GREAT CAPITAL 01	PTC Series A1	May 2022	6.18%	October 21, 2022	73.04	[ICRA]A1+(SO)

\* Scheduled maturity date at transaction initiation; may change on account of prepayments

Source: Company

### Annexure-2: List of entities considered for consolidated analysis

Not Applicable

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## About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit [www.icra.in](http://www.icra.in)

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