

## Annex V - Disclosure Requirements

### (Para 74)

1. A CIC shall maintain a functional website containing basic information about itself and about its group. It should further contain:
  - (i) The Annual Report of the CIC
  - (ii) Corporate Governance Report
  - (iii) Management Discussion & Analysis covering, inter alia, industry structure and developments, risks and concerns for the group and adequacy of internal controls.
  - (iv) Other significant information, if any
2. The following shall be disclosed by the CIC with regard to group entities that are not consolidated in the CFS:
  - (i) Name of the entity, type of business, size of its assets, debt-equity ratio, and profitability for the last two years
  - (ii) Nature and type of exposure on each entity: i) Investments in equity ii) investments in convertible instruments, iii) investments in bonds/ debentures/ other instruments, iv) loans and advances, v) any other
  - (iii) Total exposure of the CIC towards non-financial business (entity-wise)
  - (iv) Loans and advances to firms/companies in which directors are interested
  - (v) Investments by the loanee of the CIC in the shares of parent company and group companies

### 3. Disclosures to be made in the Annual Financial Statements:

#### 3.1 Components of ANW and other related information

(Amount in ₹ crore)		
Particulars	Current Year	Previous Year
i) ANW as a % of Risk Weighted Assets		
ii) unrealized appreciation in the book value of quoted investments		
iii) diminution in the aggregate book value of quoted investments		
vi) Leverage Ratio		

#### 3.2 Investment in other CICs

- a) Total amount representing any direct or indirect capital contribution made by one CIC in another CIC (including name of CICs)
- b) Number of CICs with their names wherein the direct or indirect capital contribution exceeds 10 per cent of Owned Funds
- c) Number of CICs with their names wherein the direct or indirect capital contribution is less than 10 per cent of Owned Funds

### 3.3 Off Balance Sheet Exposure

	<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
i)	Off balance sheet exposure		
ii)	Financial Guarantee as a % of total off-balance sheet exposure		
iii)	Non-Financial Guarantee as a% of total off-balance sheet exposure		
iv)	Off balance sheet exposure to overseas subsidiaries		
v)	Letter of Comfort issued to any subsidiary		

### 3.4 Investments

(Amount in ₹ crore)			
	<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
(1)	Value of Investments		
	(i) Gross Value of Investments		
	(a) In India		
	(b) Outside India,		
	(ii) Provisions for Depreciation		
	(a) In India		
	(b) Outside India,		
	(iii) Net Value of Investments		
	(a) In India		
	(b) Outside India.		

(2)	Movement of provisions held towards depreciation on investments.		
(i)	Opening balance		
(ii)	Add : Provisions made during the year		
(iii)	Less : Write-off / write-back of excess provisions during the year		
(iv)	Closing balance		

### 3.5 ALM - Maturity pattern of Assets and Liabilities

	1 to 7 days	8 to 14 days	15 days to 30 /31 days	Over 1 month up to 2 Month	Over 2 months up to 3 months	Over 3 month & up to 6 month	Over 6 Month & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
Advances											
Investments											
Borrowings											
Foreign Currency assets											
Foreign Currency liabilities											

### 3.6 Business Ratios

Particular	Current Year	Previous Year
Return on Equity (RoE)		
Return on Assets (RoA) Net profit per employee		

### 3.7 Provisions and Contingencies

Provisions and Contingencies shall be presented as under:

(Amount in ₹ Crore)		
Break up of 'Provisions and Contingencies' shown under the Profit and Loss Account	Current Year	Previous Year
Provisions for depreciation on Investment		
Provision towards NPA		
Provision made towards Income tax		
Other Provision and Contingencies (with details)		
Provision for Standard Assets		

### 3.8 Concentration of NPAs

	(Amount in ₹ crore)	Exposure as a % of total assets
Total Exposure to top five NPA accounts		

### 3.9 Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets

## 4. Disclosure on provisioning in the Balance Sheet

- (i) A CIC shall separately disclose in its balance sheet the provisions made as per paragraphs 49 and 50 of the directions without netting them from the income or against the value of assets.
- (ii) The provisions shall be distinctly indicated under separate heads of account as under:-
  - (a) provisions for bad and doubtful debts; and
  - (b) provisions for depreciation in investments.
- (iii) Such provisions shall not be appropriated from the general provisions and loss reserves held, if any, by a CIC.
- (iv) Such provisions for each year shall be debited to the profit and loss account. The excess of provisions, if any, held under the heads general provisions and loss reserves shall be written back without making adjustment against them.
- (v) A CIC with total assets ₹500 crore and above shall disclose the following particulars in the Balance Sheet:
  - (a) Exposure to real estate sector, both direct and indirect; and

(b) Maturity pattern of assets and liabilities.

## 5. Miscellaneous disclosures

- (i) Registration/ licence/ authorisation, by whatever name called, obtained from other financial sector regulators
- (ii) Penalties imposed by RBI and other regulators including strictures or directions on the basis of inspection reports or other adverse findings.
- (iii) If the auditor has expressed any modified opinion(s) or other reservation(s) in his audit report or limited review report in respect of the financial results of any previous financial year or quarter which has an impact on the profit or loss of the reportable period, with notes on -
  - (a) How the modified opinion(s) or other reservation(s) has been resolved; or
  - (b) If the same has not been resolved, the reason thereof and the steps which the CIC intends to take in the matter.

## 6. Exposure

### 6.1. Exposure to real estate sector

(Amount in ₹ crore)

Category	Current year	Previous Year
i) Direct exposure a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits. b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits. c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures – i. Residential		

ii. Commercial Real Estate ii) Indirect Exposure Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.		
Total Exposure to Real Estate Sector		

## 6.2. Exposure to capital market

(Amount in ₹ crore)

Particulars *	Current Year	Previous Year
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt		
ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds		
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security		

iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/ convertible bonds/convertible debentures/units of equity oriented mutual funds does not fully cover the advances		
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers		

<b>Particulars *</b>	<b>Current Year</b>	<b>Previous Year</b>
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources		
vii) Bridge loans to companies against expected equity flows / issues		
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds		
ix) Financing to stockbrokers for margin trading		
x) All exposures to Alternative Investment Funds: <ul style="list-style-type: none"> <li>(i) Category I</li> <li>(ii) Category II</li> <li>(iii) Category III</li> </ul>		

Total exposure to capital market		
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\* CICs may omit those line items which are not applicable/not permitted or have nil exposure both in current and previous year. Further, exposures against pledge of shares by promoters of a company shall be shown separately under the respective line items

### 6.3. Sectoral exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹ crore)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹ crore)	Percentage of Gross NPAs to total exposure in that sector
<b>1. Agriculture and Allied Activities</b>						
<b>2. Industry</b>						
i....						
ii....						
Others						
<b>Total of Industry (i+ii+...+Others)</b>						
<b>3. Services</b>						
i...						
ii...						
Others						
<b>Total of Services (i+ii+...+Others)</b>						
<b>4. Personal Loans</b>						
i...						
ii...						
Others						

<b>Total of Personal Loans (i+ii+...+Others)</b>						
<b>5. Others, if any (please specify)</b>						

**Note:**

The disclosures as above shall be based on the sector-wise and industry-wise bank credit (SIBC) return submitted by scheduled commercial banks to the Reserve Bank and published by the Reserve Bank as 'Sectoral Deployment of Bank Credit'.

**6.4. Unhedged foreign currency exposure**

CICs shall disclose details of its unhedged foreign currency exposures. Further, they shall also disclose their policies to manage currency induced risk.

**7. Related Party Disclosure**

Related Party Items	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint ventures		Key Management @		Relatives of Key Management Personnel @		Others*		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous Year	Current year	Previous year
Borrowings <sup>#</sup>														
Deposits <sup>#</sup>														
Placement of deposits <sup>#</sup>														
Advances <sup>#</sup>														
Investments <sup>#</sup>														
Purchase of fixed/other assets														
Sale of fixed/other assets														
Interest paid														

Interest received														
Others*														

@Disclosures for directors and relatives of directors should be made separately in separate columns from other KMPs and relatives of other KMPs.

# The outstanding at the year end and the maximum during the year are to be disclosed

\* Specify item if total for the item is more than 5 percent of total related party transactions. Related parties would include trusts and other bodies in which the CIC can directly or indirectly (through its related parties) exert control or significant influence.

1. Related party, in the context of the aforementioned disclosure, shall include all related parties as per the applicable accounting standards. Further, related party shall also include following related parties defined under Section 2(76) of the Companies Act, 2013.

- (i) a director or his relative;
  - (ii) a key managerial personnel or his relative;
  - (iii) a firm, in which a director, manager or his relative is a partner;
  - (iv) a private company in which a director or manager or his relative is a member or director; (v) a public company in which a director or manager is a director or holds along with his relatives, more than two percent. of its paid-up share capital;
  - (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager; vii. any person on whose advice, directions or instructions a director or manager is accustomed to act:
- Provided that nothing in clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

2. At a minimum, Key Management Personal (KMPs) shall include following key managerial personnel as per section 2(51) of the Companies Act, 2013.

- (i) the Chief Executive Officer or the managing director or the manager
- (ii) the company secretary
- (iii) the whole-time director
- (iv) the Chief Financial Officer
- (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) such other officer as may be prescribed

3. Relatives of KMPs at the minimum, shall include following relatives as defined under section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of definitions details) Rules, 2014.

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed;

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- (i) Father; Provided that the term "Father" includes step-father.
- (ii) Mother: Provided that the term "Mother" includes the step-mother.
- (iii) Son: Provided that the term "Son" includes the step-son.
- (iv) Son's wife.
- (v) Daughter.
- (vi) Daughter's husband.
- (vii) Brother: Provided that the term "Brother" includes the step-brother;
- (viii) Sister: Provided that the term "Sister" includes the step-sister.

## 8. Corporate governance

SEBI [Listing Obligations and Disclosure Requirements(LODR)] Regulations, 2015 (paragraph C of Schedule V - Annual Report) as amended from time to time, specifies disclosures to be made in the section on the corporate governance of the Annual Report. With respect to the corporate governance report, non-listed CICs should also endeavor to make full disclosure in accordance with the requirement of SEBI (LODR) Regulations, 2015. Non-listed CICs at the minimum should disclose following under the corporate governance section of the annual report.

### 8.1 Composition of the Board

Sl. No.	Name of Director	Director since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee/ Independent)	DIN	Number of Board Meetings		No. of other Director ships	Remuneration			No. of shares held in and convertible instruments held in the CIC
					Held	Attended		Salary and other compensation	Sitting Fee	Commission	

Details of change in composition of the Board during the current and previous financial year.

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date


Where an independent director resigns before expiry of her/his term, the reasons for resignation as given by her/him shall be disclosed.

Details of any relationship amongst the directors inter-se shall be disclosed

## 8.2 Committees of the Board and their composition

- (i) Mention the names of the committees of the Board.
- (ii) For each committee, mention the summarized terms of reference and provide the following details.

Sl. No.	Name of Director	Member of Committee since	Capacity (i.e., Executive/ NonExecutive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the CIC
				Held	Attended	
1.			Chairperson			
2.						

## 8.3 General Body Meetings

Give details of the date, place and special resolutions passed at the General Body Meetings.

Sl. No.	Type of Meeting (Annual/ Extra- Ordinary)	Date and Place	Special resolutions passed

## 8.4 Details of non-compliance with requirements of Companies Act, 2013

Give details and reasons of any default in compliance with the requirements of Companies Act, 2013, including with respect to compliance with accounting and secretarial standards.

## 9. Breach of covenant

A CIC shall disclose all instances of breach of covenant of loan availed or debt securities issued.

## 10. Divergence in Asset Classification and Provisioning

A CIC shall disclose details of divergence as per the table given below, if either or both of the following conditions are satisfied:

- (i) The additional provisioning requirements assessed by the Reserve Bank exceeds 5 per cent of the reported profits before tax and impairment loss on financial instruments for the reference period,
- (ii) The additional Gross NPAs identified by the Reserve Bank exceeds 5 percent of the reported Gross NPAs for the reference period.

Sr.	Particulars	Amount
1.	Gross NPAs as on March 31, 20XX* as reported by the CIC	
2.	Gross NPAs as on March 31, 20XX as assessed by the Reserve Bank	
3.	Divergence in Gross NPAs (2-1)	
4.	Net NPAs as on March 31, 20XX as reported by the CIC	
5.	Net NPAs as on March 31, 20XX as assessed by the Reserve Bank	
6.	Divergence in Net NPAs (5-4)	
7.	Provisions for NPAs as on March 31, 20XX as reported by the CIC	
8.	Provisions for NPAs as on March 31, 20XX as assessed by the Reserve Bank	
9.	Divergence in provisioning (8-7)	
10.	Reported Profit before tax and impairment loss on financial instruments for the year ended March 31, 20XX	
11.	Reported Net Profit after Tax (PAT) for the year ended March 31, 20XX	
12.	Adjusted (notional) Net Profit after Tax (PAT) for the year ended March 31, 20XX after considering the divergence in provisioning	

\* March 31, 20XX is the close of the reference period in respect of which divergences were assessed.