



भारतीय रिज़र्व बैंक
RESERVE BANK OF INDIA
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RBI /2012-13/30

DNBS (PD) CC No. 291 / 03.02.001/ 2012-13

July 2, 2012

All Core Investment Companies

Dear Sir,

Master Circular– Regulatory Framework for Core Investment Companies (CICs)

As you are aware, in order to have all current instructions on the subject at one place, the Reserve Bank of India issues updated circulars / notifications. The instructions contained in the [circular DNBS\(PD\)CC.No.197/03.10.001/2010-11 dated August 12, 2010](#) and Notification No. DNBS.(PD) 219 / CGM(US)-2011, DNBS.(PD) 220 / CGM(US)-2011 and DNBS.(PD) 221 / CGM(US)-2011 dated January 5, 2011 updated as on June 30, 2012 are reproduced below. The updated notification has also been placed on the RBI web-site (<http://www.rbi.org.in>).

Yours sincerely,

(C.R. Samyuktha)
Chief General Manager

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Background

The Bank had announced in the Annual Policy 2010-2011 that companies which have their assets predominantly as investments in shares for holding stake in group companies but not for trading, and also do not carry on any other financial activity, i.e., Core Investment Companies, (CICs), justifiably deserve a differential treatment in the regulatory prescription applicable to Non-Banking Financial Companies which are non deposit taking and systemically important to this extent. Draft guidelines had been placed on the RBI website on April 21, 2010. The feedback received from the market participants have been considered and the following regulatory framework for Core Investment Companies was framed.

2. Core Investment Companies (CICs) were not considered as carrying on the business of acquisition of shares and securities in the following circumstances, namely,
 - (i) not less than 90% of their assets were in investments in shares for the purpose of holding stake in the investee companies;
 - (ii) they were not trading in these shares except for block sale (to dilute or divest holding);
 - (iii) they were not carrying on any other financial activities; and
 - (iv) they were not holding / accepting public deposits.

As such, companies fulfilling the above criteria were not required to obtain Certificate of Registration (COR) from RBI under Section 45 IA of the RBI Act 1934. It has been found in practice, that it is very difficult to determine whether a company has invested in the shares of another company for the purpose of holding stake or for the purpose of trade. Even where initially investments had been made in some cases for holding stake in the investee company, for various reasons these shares were sold or additional shares were purchased. Such absence of clarity is not in the interest of the system. It was therefore decided that investing in shares of other companies, even for the purpose of holding stake should also be regarded as carrying on the business of acquisition of shares in terms of Section 45I(c) (ii) of RBI Act.

3. Systemically Important NBFCs

In 2006, in view of the systemic risk arising from access to public funds such as bank borrowings, CPs, etc, by NBFCs, and their interconnectedness with the financial system, the focus of regulatory concern widened to include non deposit taking NBFCs also. Accordingly, non deposit taking NBFCs with an asset size of Rs. 100 crore and

more as per the last audited balance sheet were defined as systemically important, (NBFCs-ND-SI) and a regulatory framework was put in place for them vide Circular No 86 dated December 12, 2006.

4. Systemic Importance of Core Investment Companies

For the reasons stated above, investing in shares of other companies, even for the purpose of holding stake should be regarded as carrying on the business of NBFIs. In view of the systemic implications of access to public funds such as funds raised through Commercial Paper, debentures, inter-corporate deposits and other borrowings by CICs having asset size of 100 crore or above, such systemically important CIC will be required to obtain CoR under Section 45-IA of the Reserve Bank of India Act and be governed by the provisions of the Reserve Bank of India Act, 1934 and the directions issued by the Reserve Bank from time to time.. However, CICs with an asset size of less than Rs.100 crore would be granted exemption from the applicability of Section 45-IA of the Reserve Bank of India Act, 1934.¹ (The Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, contained in Notification No. DNBS. 193/DG(VL)-2007 dated February 22, 2007 will not be applicable to a non-banking financial company being a Core Investment Company referred to in the Core Investment Companies (Reserve Bank) Directions, 2011.)²

5. Constraints faced by Core Investment Companies

In view of the specificities of the business model of CICs, viz, holding stake in group companies and funding group concerns, CICs find it difficult to comply with the extant NOF requirements and exposure norms for NBFCs specified by the Reserve Bank. These issues have been considered while formulating the regulatory framework for CICs.

6. Transition Period

¹ [Notification No. DNBS.\(PD\) 220/CGM\(US\)-2011 dated January 05, 2011](#)

² [Notification No. DNBS.\(PD\) 221/CGM\(US\)-2011 dated January 05, 2011](#)

(i) All CICs-ND-SI, irrespective of whether they were specifically exempted in the past from registration with the RBI or not, should apply to the RBI for obtaining the CoR within a period of six months from the date of the Notification.

(ii) In order to operationalize the above dispensation in a non-disruptive manner, companies which apply for CoR within the stipulated time of six months may continue to carry on the existing business till the disposal of their application by RBI.

(iii) It is further clarified that the companies which fail to apply within the stipulated period of six months will be regarded as contravening the provisions of Section 45IA of the Reserve Bank of India Act, 1934 if they are regarded as carrying on the business of Core Investment Companies-ND-SI as described above.

(iv) Companies which presently have an asset size of less than Rs 100 crore would be required to apply to RBI for COR within three months of the date of achieving a balance sheet size of Rs 100 crore.

7. Action plan to comply with Conditions

(i) CICs-ND-SI applying for COR who do not meet the conditions stipulated in the Core Investment Companies (Reserve Bank) Directions, 2011 ., were advised to approach the Regional Office of the RBI in whose jurisdiction they are registered, with an action plan for compliance with these conditions, in order to avail the exemptions stated in para 6(v).

(ii) RBI may examine the action plan of such CICs-ND-SI as have applied for COR and impose such conditions and restrictions as it deems fit.

The Core Investment Companies (Reserve Bank) Directions, 2011³

8. Extent of the directions

These directions shall apply to every Core Investment Company, that is to say, a non-banking financial company carrying on the business of acquisition of shares and securities and which satisfies the following conditions as on the date of the last audited balance sheet:-

³ [Notification No. DNBS. \(PD\) 219 / CGM\(US\)-2011 dated January 5, 2011](#)

- (i) it holds not less than 90% of its net assets in the form of investment in equity shares, preference shares, bonds, debentures, debt or loans in group companies;
- (ii) its investments in the equity shares (including instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue) in group companies constitutes not less than 60% of its net assets as mentioned in clause (i) above;
- (iii) it does not trade in its investments in shares, bonds, debentures, debt or loans in group companies except through block sale for the purpose of dilution or disinvestment;
- (iv) it does not carry on any other financial activity referred to in Section 45I(c) and 45I(f) of the Reserve Bank of India Act, 1934 except investment in
 - i) bank deposits,
 - ii) money market instruments, including money market mutual funds
 - iii) government securities, and
 - iv) bonds or debentures issued by group companies,
 granting of loans to group companies and
 issuing guarantees on behalf of group companies.

9. Definitions

(1) For the purpose of these directions, unless the context otherwise requires, -

“adjusted net worth” means –

i) the aggregate, as appearing in the last audited balance sheet as at the end of the financial year, of Owned Funds as defined in Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007;

ii) as increased by :-

(A) 50% of the unrealized appreciation in the book value of quoted investments as at the date of the last audited balance sheet as at the end of the financial year (such appreciation being calculated, as the excess of

the aggregate market value of such investments over the book value of such investments); and

(B) the increase, if any, in the equity share capital since the date of the last audited balance sheet.

iii) as reduced by :-

(A) the amount of diminution in the aggregate book value of quoted investments (such diminution being calculated as the excess of the book value of such investments over the aggregate market value of such investments) and

(B) the reduction, if any, in the equity share capital since the date of the last audited balance sheet.

- (b) “Companies in the Group” means an arrangement involving two or more entities related to each other through any of the following relationships, viz., Subsidiary – parent (defined in terms of AS 21), Joint venture (defined in terms of AS 27), Associate (defined in terms of AS 23), Promoter-promotee [as provided in the SEBI (Acquisition of Shares and Takeover) Regulations, 1997] for listed companies, a related party (defined in terms of AS 18) Common brand name, and investment in equity shares of 20% and above).
- (c) “investment” means investment in shares, stock, bonds, debentures or securities issued by the Government or local authority or other marketable securities of a like nature.
- (d) “market value of quoted investments” means the average of the weekly highs and lows of the closing price of the investments, on a recognized stock exchange where the investment is most actively traded, during the period of 26 weeks immediately preceding the end of the financial year at which date the last audited balance sheet is available.
- (e) “ net assets” means total assets excluding –
- (i) cash and bank balances;
 - (ii) investment in money market instruments and money market mutual funds
 - (iii) advance payments of taxes; and
 - (iv) deferred tax payment.

- (f) “outside liabilities” means total liabilities as appearing on the liabilities side of the balance sheet excluding 'paid up capital' and 'reserves and surplus', instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue but including all forms of debt and obligations having the characteristics of debt, whether created by issue of hybrid instruments or otherwise, and value of guarantees issued, whether appearing on the balance sheet or not.
- (g) “Public funds” includes funds raised either directly or indirectly through public deposits, Commercial Papers, debentures, inter-corporate deposits and bank finance but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue.
- (h) “systemically important core investment company” means a Core Investment Company having total assets of not less than Rs.100 crore either individually or in aggregate along with other Core Investment Companies in the Group and which raises or holds public funds.
- (i) “total assets” means the total of all assets appearing on the assets side of the balance sheet.

REGULATORY FRAMEWORK

10. Registration

- (1) Every Systemically Important Core Investment Company (CIC-ND-SI) shall, within a period of six months from the date of this Notification, apply to the Reserve Bank of India for grant of Certificate of Registration, irrespective of any advise in the past, issued by the Reserve Bank of India, to the contrary.
- (2) A CIC-ND-SI which applies for grant of Certificate of Registration to the Reserve Bank of India within the said period of six months shall be entitled to continue to carry on its existing businesses as Core Investment Company, till the disposal of its application by Reserve Bank of India.

(3) Every Core Investment Company shall apply to the Reserve Bank of India for grant of Certificate of Registration within a period of three months from the date of becoming a CIC-ND-SI.

⁴(4) Every CIC exempted from registration requirement with RBI shall pass a Board Resolution that it will not, in the future, access public funds. However CICs may be required to issue guarantees or take on other contingent liabilities on behalf of their group entities. Before doing so, all CICs must ensure that they can meet the obligation there under, as and when they arise. In particular, CICs which are exempt from registration requirement must be in a position to do so without recourse to public funds in the event the liability devolves, else they shall approach RBI for registration before accessing public funds. If unregistered CICs with asset size above Rs. 100 crore access public funds without obtaining a Certificate of Registration (CoR) from RBI, they will be seen as violating Core Investment Companies (Reserve Bank) Directions, 2011 dated January 05, 2011.

Capital Requirements

Adjusted Net Worth of a CIC-ND-SI shall at no point of time be less than 30% of its aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items as on the date of the last audited balance sheet as at the end of the financial year.

Explanations

On balance sheet assets

(1) In these Directions, degrees of credit risk expressed as percentage weightages have been assigned to balance sheet assets. Hence, the value of each asset / item requires to be multiplied by the relevant risk weights to arrive at risk adjusted value of assets. The aggregate shall be taken into account for reckoning the minimum capital ratio. The risk weighted asset shall be calculated as the weighted aggregate of funded items as detailed hereunder:

⁴ Inserted vide [Notification No.DNBS \(PD\).245 / CGM\(US\)-2012 dated May 11 , 2012](#)

Weighted risk assets - On-Balance Sheet items	Percentage weight
(i) Cash and bank balances including fixed deposits and certificates of deposits with banks	0
(ii) Investments	
(a) Approved securities [Except at (c) below]	0
(b) Bonds of public sector banks	20
(c) Fixed deposits/certificates of deposits/ bonds of public financial institutions	100
(d) Shares of all companies and debentures / bonds/commercial papers of all companies and units of all mutual funds	100
(iii) Current assets	
(a) Stock on hire (net book value)	100
(b) Intercompany loans/deposits	100
(c) Loans and advances fully secured against deposits held	0
(d) Loans to staff	0
(e) Other secured loans and advances considered good	100
(f) Bills purchased/discounted	100
(g) Others (To be specified)	100
(iv) Fixed Assets (net of depreciation)	
(a) Assets leased out (net book value)	100
(b) Premises	100
(c) Furniture & Fixtures	100
(v) Other assets	
(a) Income tax deducted at source (net of provision)	0
(b) Advance tax paid (net of provision)	0
(c) Interest due on Government securities	0
(d) Others (to be specified)	100

Notes:

(1) Netting may be done only in respect of assets where provisions for depreciation or for bad and doubtful debts have been made.

(2) Assets which have been deducted from owned fund to arrive at net owned fund shall have a weightage of `zero`.

(3) While calculating the aggregate of funded exposure of a borrower for the purpose of assignment of risk weight, such non-banking financial companies may net off the amount of cash margin/caution money/security deposits (against which right to set-off is available) held as collateral against the advances out of the total outstanding exposure of the borrower.

(4) The counterparty credit risk, arising out of exposure of CICs-ND-SI to CCIL on account of securities financing transactions (CBLOs) will carry a risk weight of zero, as it is presumed that the CCP's exposures to their counterparties are fully collateralised on a daily basis, thereby providing protection for the CCP's credit risk exposures.—The deposits / collaterals kept by CICs-ND-SI with CCIL will attract a risk weight of 20%.

Off-balance sheet items

(2) In these Directions, degrees of credit risk exposure attached to off-balance sheet items have been expressed as percentage of credit conversion factor. Hence, the face value of each item requires to be first multiplied by the relevant conversion factor to arrive at risk adjusted value of off-balance sheet item. The aggregate shall be taken into account for reckoning the minimum capital ratio. This shall have to be again multiplied by the risk weight of 100. The risk adjusted value of the off-balance sheet items shall be calculated as per the credit conversion factors of non-funded items as detailed hereunder : -

Nature of item	Credit conversion factor Percentage
i) Financial & other guarantees	100
ii) Share/debenture underwriting obligations	50
iii) Partly-paid shares/debentures	100
iv) Bills discounted/rediscounted	100
v) Lease contracts entered into but yet to be executed	100

Leverage Ratio

6. The outside liabilities of a CIC-ND-SI shall at no point of time exceed 2.5 times its Adjusted Net Worth as on the date of the last audited balance sheet as at the end of the financial year.

Exemptions

- (i) The provisions of section 45-IA (1)(b) of the Act shall not apply to a non-banking financial company being a Systemically Important Core Investment Company as defined in the Core Investment Companies (Reserve Bank) Directions, 2011, subject to the condition that it meets with the capital requirements and leverage ratio as specified in the said directions.⁵
- (ii) The provisions of paragraphs 15, 16 and 18 of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, contained in Notification No. DNBS. 193/DG(VL)-2007 dated February 22, 2007 shall not apply to a Systemically Important Core Investment Company as defined in the CIC Directions, subject to the condition that it submits the Annual Auditors Certificate and meets with the capital requirements and leverage ratio, as specified in the CIC Directions".⁶

11. Submission of Annual Statutory Auditors Certificate

Every CIC-ND-SI shall submit an annual certificate from its statutory auditors regarding compliance with the requirements of these directions within a period of one month from the date of finalisation of the balance-sheet.

MISCELLANEOUS

12. Exemptions

The Reserve Bank of India may, if it considers it necessary for avoiding any hardship for any other just and sufficient reason, grant extension of time to comply with or exempt any CIC-ND-SI from all or any of the provisions of these Directions either generally or for any specified period, subject to such conditions as the Reserve Bank of India may impose.

13. Interpretations

For the purpose of giving effect to the provisions of these Directions, the Reserve Bank of India may, if it considers necessary, issue necessary clarifications in respect of any

⁵ Notification No. DNBS.(PD) 220 / CGM(US)-2011 dated January 5, 2011

⁶ Notification No. DNBS.(PD) 221 / CGM(US)-2011 dated January 5, 2011

matter covered herein and the interpretation of any provision of these Directions given by the Reserve Bank of India shall be final and binding on all the parties concerned.

Appendix		
Sr No	Circular No	Date
1.	DNBS (PD) CC.No. 206 /03.10.001/2010-11	January 5, 2011
2.	DNBS.PD.CC.No.274/03.02.089/2011-12	May 11, 2012