



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

CIRCULAR

CIR / IMD / DF / 7 / 2013

April 23, 2013

**All Mutual Funds/Asset Management Companies
Trustee Companies/Boards of trustees of mutual funds**

Sir / Madam,

Sub: Circular on Infrastructure Debt Fund

Amendments to SEBI (Mutual Funds) Regulations, 1996

1. Please find enclosed a copy of the gazette notification No. [LAD-NRO/GN/2013-14/03/5652](#) dated April 16, 2013, pertaining to the Securities and Exchange Board of India (Mutual Funds) (Amendment) Regulations, 2013 for your information and implementation.

Placement Memorandum

2. Private Placement to less than 50 investors has been permitted as an alternative to New Fund Offer to the public, in case of Infrastructure Debt Funds (IDF). In case of private placement, the mutual funds would have to file a Placement Memorandum with SEBI instead of a Scheme Information Document and a Key Information Memorandum. However, all the other conditions applicable to IDFs offered through the NFO route like kind of investments, investment restrictions, etc. would be applicable to IDFs offered through private placement.
3. In terms of regulation 49-OA of the SEBI (Mutual Funds) Regulations, 1996, the Placement Memorandum shall be filed with SEBI as per the format prescribed at Annexure.
4. The Asset Management Companies shall ensure that the Placement Memorandum is uploaded on their respective websites after allotment of units, and on the website of such recognized Stock Exchange, where it is proposed to be listed, at the time of listing of the scheme.

FII's which are long term investors

5. The universe of strategic investors in the IDF has been expanded to include, *inter alia*, FIIs registered with SEBI which are long term investors subject to their existing investment



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limits. With reference to regulation 49L of the SEBI (Mutual Funds) Regulations, 1996 the following categories of FIIs are designated as long term investors only for the purpose of IDF:

- a. Foreign Central Banks
- b. Governmental Agencies
- c. Sovereign Wealth Funds
- d. International/Multilateral Organizations/ Agencies
- e. Insurance Funds
- f. Pension Funds

Investments by the IDF scheme

6. With reference to regulation 49P (1) of the SEBI (Mutual Funds) Regulations, 1996, it may be noted that the investments in bank loans shall be made only through the securitization mode.

This circular is issued in exercise of powers conferred under section 11(1) of the Securities and Exchange Board of India Act, 1992, read with the provisions of regulation 77 of the SEBI (Mutual Funds) Regulations, 1996 to protect the interests of investors in securities and to promote the development of and to regulate the securities market.

Yours faithfully,

PARAG BASU
General Manager
Tel no. 022-26449360
Email-paragb@sebi.gov.in

ANNEXURE

PLACEMENT MEMORANDUM

NAME OF THE SCHEME

(Type of Scheme- Closed Ended / Interval)

Private placement of Units of Rs. 10 lakh each during the Placement period

Placement Period Opens on: _____

Placement Period Closes on: _____

Scheme re-opens on : _____

Name of Mutual Fund :
Name of Asset Management Company :
Name of Trustee Company :
Addresses, Website of the entity :

The particulars of the Scheme have been prepared in accordance with the Securities and Exchange Board of India (Mutual Funds) Regulations 1996, (herein after referred to as SEBI (MF) Regulations) as amended till date. These units being privately placed have not been approved or recommended by SEBI nor has SEBI certified the accuracy or adequacy of the Placement Memorandum. It is to be distinctly understood that this Placement Memorandum should not, in anyway, be deemed or construed that the same has been cleared or vetted by SEBI.

The investors are advised to refer to the Statement of Additional Information (SAI) for details of _____ Mutual Fund, Tax and Legal issues and general information on [www._____](http://www._____.). (*website address*).

This Placement Memorandum is dated _____.

Instructions:

- *A Mutual Fund is free to add any other disclosure, which in the opinion of the Trustees of the Mutual Fund (Trustees) or the Asset Management Company (AMC) is material for the investor, provided that such information is not presented in an incomplete, inaccurate or misleading manner. Care should be taken to ensure that inclusion of such information does not, by virtue of its nature, or manner of presentation, obscure or impede understanding of any information that is required to be included in the Placement Memorandum.*
- *Care should therefore be taken to present the information in the Placement Memorandum in simple language and in a clear, concise and easily understandable manner.*
- *The scheme shall not have a name or title which may be deceptive or misleading. The Scheme's name should be consistent with its statement of investment policy.*

TABLE OF CONTENTS

HIGHLIGHTS/SUMMARY OF THE SCHEME – This section shall include the following:

Investment objective
Liquidity
Benchmark
Transparency/NAV Disclosure
Minimum Application Amount

I. INTRODUCTION

A. RISK FACTORS

Standard Risk Factors as per Scheme Information Document Format:

Scheme Specific Risk Factors:

- **Risk associated with investment in the Infrastructure Sector**
- **Risk associated with investment in Infrastructure Debt Instruments**
- **Risk associated with investment in Infrastructure Projects**
- **Risk associated with investing in Equities**
- **Risk associated with investing in Bonds**
- **Risks associated with Investing in Bank Deposits**
- **Risks associated with Investing in Convertibles including mezzanine financing instruments**
- **Risks associated with investing in Securitized Debt**
- **Risks associated with investing in unrated/below investment grade securities**
- **Any other risk factors**

B. REQUIREMENT OF MINIMUM INVESTORS IN THE SCHEME

(Applicability for a Close ended scheme / Interval scheme)

The Scheme(s) and individual Plan(s) under the Scheme(s) shall have a minimum of 5 investors and no

single investor shall account for more than 50% of the corpus of the Scheme(s)/Plan(s). These conditions will be complied with immediately after the close of the Placement Period itself i.e. at the time of allotment. In case of non-fulfilment with the condition of minimum 5 investors, the Scheme(s)/Plan(s) shall be wound up in accordance with Regulation 39 (2) (c) of SEBI (MF) Regulations automatically without any reference from SEBI. In case of non-fulfilment with the condition of 50% holding by a single investor on the date of allotment, the application to the extent of exposure in excess of the stipulated 50% limit would be liable to be rejected and the allotment would be effective only to the extent of 50% of the corpus collected. Consequently, such exposure over 50% limits will lead to refund within 5 days of the date of closure of the Placement Period.

For interval scheme the aforesaid provision will be applicable at the end of initial placement period and further specified transaction period(s).

C. SPECIAL CONSIDERATIONS, if any

D. DEFINITIONS - All terms used in the Placement Memorandum shall be defined in this Section.

Instructions:

- i. *Language and terminology used in the Placement Memorandum shall be as provided in the Regulations. Any new term if used shall be clearly defined.*
- ii. *The term 'scheme' shall be used uniformly to indicate the different schemes of a Mutual Fund.*

E. DUE DILIGENCE BY THE ASSET MANAGEMENT COMPANY AND THE TRUSTEE

The Asset Management Company shall submit a Due Diligence Certificate duly signed by the Compliance Officer/Chief Executive Officer/Managing Director/Whole time Director/Executive Director of the Asset Management Company and countersigned by a director of the trustee company/trustee from the board of trustees to SEBI, which reads as follows:

It is confirmed that:

- (i) The final Placement Memorandum forwarded to SEBI is in accordance with the SEBI (Mutual Funds) Regulations, 1996 and the guidelines and directives issued by SEBI from time to time.
- (ii) All legal requirements connected with the launching of the scheme as also the guidelines, instructions, etc., issued by the Government and any other competent authority in this behalf, have been duly complied with.
- (iii) The disclosures made in the Placement Memorandum are true, fair and adequate to enable the investors to make a well informed decision regarding investment in the proposed scheme.
- (iv) The intermediaries named in the Placement Memorandum and Statement of Additional Information are registered with SEBI and their registration is valid, as on date.

II. INFORMATION ABOUT THE SCHEME

A. TYPE OF THE SCHEME – (close ended /interval)

B. WHAT IS THE INVESTMENT OBJECTIVE OF THE SCHEME?

C. HOW WILL THE SCHEME ALLOCATE ITS ASSETS?

The asset allocation will be as follows:

Instrument	Indicative Allocation		Risk Profile
	Minimum	Maximum	
Debt securities or securitized debt instruments of infrastructure companies or projects or special purpose vehicles which are created for the purpose of facilitating or promoting investment in infrastructure or bank loans in respect of completed and revenue generating projects of infrastructure companies or special purpose vehicle.	90%	100%	-

Equity shares, convertibles including mezzanine financing instruments of companies engaged in infrastructure, infrastructure development projects; or money market instruments and bank deposits	0%	10%	-
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D.WHERE WILL THE SCHEME INVEST?

This includes a brief narration on the types of instruments in which the scheme will invest and the concerned regulations and limits applicable shall also be mentioned.

Portfolio Rebalancing – Briefly describe about the conditions which may lead to portfolio rebalancing and also in the event of asset allocation falling outside the limits, in what time period does the Mutual Fund will review and rebalance the same.

E.WHAT ARE THE INVESTMENT STRATEGIES?

Information about investment approach and risk control should be included in simple terms.

F. FUNDAMENTAL ATTRIBUTES

Following are the Fundamental Attributes of the scheme, in terms of Regulation 18 (15A) of the SEBI (MF) Regulations:

i. Type of the scheme

- Close ended/Interval scheme

ii. Investment Objective

- Main Objective
- Investment Pattern - The tentative portfolio break-up with minimum and maximum asset allocation, while retaining the option to alter the asset allocation for a short term period on defensive considerations.

iii. Terms of Issue

- Liquidity provisions such as listing, repurchase, redemption.
- Aggregate fees and expenses charged to the scheme.
- Any safety net or guarantee provided.

In accordance with Regulation 18(15A) of the SEBI (MF) Regulations, the Trustees shall ensure that no change in the fundamental attributes of the Scheme(s) and the Plan(s) / Option(s) thereunder or the trust or fee and expenses payable or any other change which would modify the Scheme(s) and the Plan(s) / Option(s) thereunder and affect the interests of Unitholders is carried out unless:

- A written communication about the proposed change is sent to each Unitholder and an advertisement is given in one English daily newspaper having nationwide circulation as well as in a newspaper published in the language of the region where the Head Office of the Mutual Fund is situated; and
- The Unitholders are given an option for a period of 30 days to exit at the prevailing Net Asset Value without any exit load.

G. BENCHMARK AND ITS JUSTIFICATION

H. WHO MANAGES THE SCHEME?

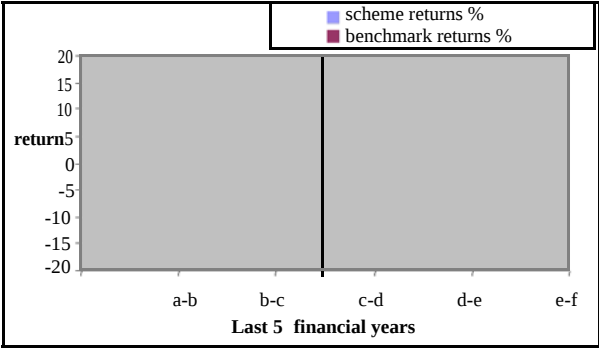
Name, age, qualification and experience in the infrastructure sector of the fund manager to the scheme to be disclosed. The experience of the fund manager should include last 10 years experience and also

the name of other schemes under his /her management.

I. WHAT ARE THE INVESTMENT RESTRICTIONS?

All the investment restrictions as contained in Chapter VI-B (Infrastructure Debt Fund Schemes) to SEBI (Mutual Funds) Regulations, 1996 and applicable restrictions of the Seventh Schedule should be incorporated. Further in case the fund follows any internal norms vis-à-vis limiting exposure to a particular security or sector, etc. apart from the aforementioned investment restrictions the same needs to be disclosed.

J. HOW HAS THE SCHEME PERFORMED?

[In case of a new scheme, this is not applicable hence give the statement-“This scheme is a new scheme and does not have any performance track record”] Or [In case of a scheme in existence, the return figures shall be given for that scheme only, as per the For a scheme which is in existence for more than 1 year, the returns given will be Compounded Annualized Returns and for scheme which is in existence for less than 1 year, the returns would be absolute returns since inception. Absolute returns for each financial year for the last 5 years shall be represented by means of a bar diagram as per the adjacent format.]	Compounded Annualised Returns	Scheme Returns %	Bench mark Returns %
	Returns for the last 1 year		
	Returns for the last 3 years		
	Returns for the last 5 years		
	Returns since inception		
Absolute Returns for each financial year for the last 5 years 			

K. Indicative Portfolio based on type of assets

Indicative % of investment to be made in various securities to be mentioned below with the ratings mentioned against each type of instrument.

All investments shall be based on the rating prevalent at the time of investment. However, in case of an instrument having dual ratings, the most conservative publicly available rating would be considered.

L. Valuation Policy for the assets of the scheme

A detailed valuation policy for the assets of the scheme based on the overarching principle of fair

valuation and valuation done 'in good faith' shall be given.

M. Extension in the tenure of the scheme: As stipulated in Regulations

III. PLACEMENT DETAILS

A. Placement Period

Offer Price: This is the price per unit that the investors have to pay to invest during the Placement Period.	Rs. 10 lakh per unit
Minimum Amount for Application	Rs. 1 crore and in multiples of Rs.10 lakh thereafter.
Minimum Target amount This is the minimum amount required to operate the scheme and if this is not collected during the Placement Offer Period, then all the investors would be refunded the amount invested without any return. However, if AMC fails to refund the amount within five business days, interest as specified by SEBI (currently 15% p.a.) will be paid to the investors from the expiry of five working days from the date of closure of the subscription period.	Rs. _____
Details of strategic investors and amounts committed by them	
Plans / Options offered	
Specified transaction period (for interval schemes)	
Dividend Policy	
Allotment*	
Refund	
Dividend	
Redemption	
Who can invest	
Listing of fully paid up units	
Mandatory quoting of bank mandate and PAN number by investors	
Pledge/Lien	
Capital Commitments	
Subsequent Drawdowns	
Default on Capital Calls and the interest or penalty thereon, with the interest or penalty being retained in the scheme.	

Restrictions, if any, on the right to freely retain or dispose of units being offered.	
Accounts Statements	During subscription, and subsequent capital calls Consolidated Account Statement Annual Account Statement
Transaction Charges	

***Allotment shall be made within five working days of the closure of the Placement Period.**

B. PERIODIC DISCLOSURES

Net Asset Value				
This is the value per unit of the scheme on a particular day. You can ascertain the value of your investments by multiplying the NAV with your unit balance.				
Portfolio disclosures				
Half Yearly Results				
Annual Report				
Taxation The information is provided for general information only. However, in view of the individual nature of the implications, each investor is advised to consult his or her own tax advisors/authorised dealers with respect to the specific amount of tax and other implications arising out of his or her participation in the schemes. (mention the tax rates as per the applicable tax laws)		Resident	Non Resident Investor	Mutual Fund
	Tax on Dividend			
	Capital Gains:			
	Long Term			
	Short Term			
Jurisdiction				
Investor Services				

C. COMPUTATION OF NAV

Describe briefly the policies of the Mutual Fund with regard to computation of NAV of the scheme in accordance with SEBI (Mutual Funds) Regulations, 1996.

Rounding off policy for NAV as per the applicable guidelines shall be disclosed.

D. FEES AND EXPENSES

This section outlines the expenses that will be charged to the scheme.

a. PLACEMENT EXPENSES

These expenses are incurred for the purpose of various activities related to the Placement process. The

same may be borne by the AMC/trustee/sponsor.

b. ANNUAL SCHEME RECURRING EXPENSES

These are the fees and expenses for operating the scheme. These expenses include Investment Management and Advisory Fee charged by the AMC, Registrar and Transfer Agents' fee, marketing and selling costs etc. as given in the table below:

The AMC has estimated that upto _____ % of the daily net assets of the scheme will be charged to the scheme as expenses (Give slab wise break up depending on the assets under management.) For the actual current expenses being charged, the investor should refer to the website of the mutual fund.

Particulars	% of daily Net Assets	
	<i>Regular Plan (the name of the plan as applicable)</i>	<i>Direct Plan (the name of the plan as applicable)</i>
Investment Management & Advisory Fee		
Marketing and selling expenses including agent's commission if any		
Brokerage and transaction cost		
Registrar services for transfer of units sold or redeemed		
Fees and expenses of trustees		
Audit fees		
Custodian fees		
Costs related to investor communication		
Costs of fund transfer from location to location		
Costs of providing account statements and dividend/redemption cheques and warrants		
Insurance premium paid by the fund		
Winding up costs for terminating a fund or a scheme		
Cost of statutory advertisements		
Listing fees		
Investor Awareness and Education Initiatives#		
Such other costs as may be approved by the Board*		
Total Recurring Expenses		

(* To be specified as permitted under the Regulation 52 of SEBI (MF) Regulations)

(# At least 2 bps)

Commission/ Distribution expenses will not be charged In case of Direct Plan.

The AMC may charge additional expenses not exceeding 0.20% of daily net assets of the Scheme incurred towards different heads of fees and expenses.

Additional expenses may be charged up to 30 basis points on daily net assets of the Scheme as per Regulation 52 of SEBI Regulations, if the new inflows from beyond top 15 cities are at least (a) 30% of gross new inflows in the Scheme or (b) 15% of the average assets under management (year to date) of the Scheme, whichever is higher.

Provided that if inflows from such cities is less than the higher of (a) or (b) above, such additional expenses on daily net assets of the Scheme shall be charged on proportionate basis.

Provided further that expenses charged under this clause shall be utilized for distribution expenses incurred for bringing inflows from such cities.

Provided further that amount incurred as expense on account of inflows from such cities shall be credited

back to the Scheme in case the said inflows are redeemed within a period of one year from the date of investment.

Brokerage and Transaction Cost:

Brokerage and transaction cost incurred for the purpose of execution of trade may be capitalized to the extent of 12bps for cash market transactions. Any payment towards brokerage and transaction cost, over and above the said 12 bps for cash market transactions may be charged to the scheme within the maximum limit of Total Expense Ratio (TER) as prescribed under regulation 52 of the SEBI (Mutual Funds) Regulations, 1996. Any expenditure in excess of the said prescribed limit (including brokerage and transaction cost, if any) shall be borne by the AMC or by the trustee or sponsors.

Any expenditure in excess of the limits specified in Regulation 52(6) and 52(6A) (a) shall be borne by the asset management company or trustees or sponsors.

Service Tax:

1. Mutual funds /AMCs may charge service tax on investment and advisory fees to the scheme in addition to the maximum limit of TER as prescribed in regulation 52 of the Regulations.
2. Service tax on other than investment and advisory fees, if any, shall be borne by the scheme within the maximum limit of TER as per regulation 52 of the Regulations.
3. Service tax on brokerage and transaction cost paid for asset purchases, if any, shall be within the limit prescribed under regulation 52 of the Regulations.

The mutual fund would update the current expense ratios on the website within two working days mentioning the effective date of the change.

c. TRANSACTION CHARGES as per SEBI Circulars

IV. RIGHTS OF UNITHOLDERS

Please refer to SAI for details.

V. PENALTIES, PENDING LITIGATION OR PROCEEDINGS, FINDINGS OF INSPECTIONS OR INVESTIGATIONS FOR WHICH ACTION MAY HAVE BEEN TAKEN OR IS IN THE PROCESS OF BEING TAKEN BY ANY REGULATORY AUTHORITY

Disclosure of such penalties, pending litigations, etc shall be given as per the requirements in the Scheme Information Document.

Notwithstanding anything contained in this Placement Memorandum, the provisions of the SEBI (Mutual Funds) Regulations, 1996 and the Circulars and guidelines there under shall be applicable.