

CIRCULAR

CIR/IMD/DF1/69/2016

August 10, 2016

To

All Listed Entities

All Recognized Stock Exchanges

Dear Sir / Madam,

Sub: Revised Formats for Financial Results and Implementation of Ind AS by listed entities which have listed their debt securities and/or non-cumulative redeemable preference shares

1. SEBI vide Circular No. CIR/IMD/DF1/9/2015 dated November 27, 2015, had prescribed formats for publishing financial results for the entities which have listed their debt securities and/or non-cumulative redeemable preference shares ('**listed entities**').
2. In continuation to SEBI Circular No. "CIR/CFD/FAC/62/2016" dated July 05, 2016, the listed entities are advised to comply with the following:

Formats for disclosure of financial results:

- 2.1. This has reference to the disclosure of half yearly and annual financial results in terms of Regulation 52 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').
- 2.2. The existing formats prescribed in SEBI Circular dated November 27, 2015, for disclosure of half yearly and annual financial results, shall continue till the period ending on or before December 31, 2016.
- 2.3. For the period ending after December 31, 2016, the disclosure of half yearly and annual financial results, i.e. the Balance Sheet and the Statement of Profit and Loss, shall be as per the formats for Balance Sheet and Statement of Profit and Loss (excluding notes and detailed sub-classification) as prescribed in Schedule III to the Companies Act, 2013. However, Banking Companies and Insurance Companies shall follow the formats as prescribed under their respective Acts/Regulations as specified by their Regulators.
- 2.4. Until Companies (Indian Accounting Standards) Rules, 2015 ('**Ind AS Rules**') become applicable for a listed entity, the listed entity shall adopt Companies

(Accounting Standards) Rules, 2006 ('AS Rules') as prescribed by the Ministry of Corporate Affairs ('MCA').

2.5. While publishing the financial results as per Paragraph 2.3 above, the listed entities shall disclose the figures relating to the periods as mentioned below:

2.5.1. For the Statement of Profit and Loss, the figures for the following periods shall be disclosed:

Particulars	6 months (Current 6 months) ended (dd/mm/yyyy)	6 months (Corresponding 6 months in the previous year) ended (dd/mm/yyyy)	Year to Date figures ended (dd/mm/yyyy)	Previous year ended (dd/mm/yyyy)
		Audited/ Unaudited*	Audited/ Unaudited*	Audited / Unaudited*

* Clearly specify whether the figures are audited or unaudited

2.5.2. For the Balance Sheet, the figures for the following periods shall be disclosed:

Particulars	As at (current half year end / year end date) (dd/mm/yyyy)	As at (Previous year end date) (dd/mm/yyyy)
		Audited / Unaudited*

* Clearly specify whether the figures are audited or unaudited

Formats for publication of financial results:

2.6. The financial results to be published in the newspapers, in terms of Regulation 52 (8) of the Listing Regulations, shall be in the format as prescribed in **Annexure I**.

Implementation of Ind AS:

2.7. Listed entities, adopting the Indian Accounting Standards (hereinafter referred as 'Ind AS') in terms of Ind AS Rules, while publishing the half yearly/annual financial results under Regulation 52 (1) of the Listing Regulations, shall ensure that the comparative financial results, filed along with the said half yearly/annual financial results, are also Ind AS compliant.

2.8. In order to facilitate smooth transition, the following relaxations are being given for the first half year of the adoption of Ind AS:

- (i) The timeline for submitting the said financial results would be extended by one month (i.e. the said half yearly financial results can be submitted within 75 days from the end of the half year).

- (ii) With regard to the comparative financial results for the corresponding half year in the preceding year, the limited review or audit of such comparative half yearly results is not mandatory.
- (iii) With regard to the comparative financial results for the preceding full year, the submission of such comparative full year results is not mandatory. However, if the listed entity opts to submit such comparative full year results, then limited review or audit of such comparative full year results is not mandatory

In the aforementioned cases wherein the comparative half yearly results and/or comparative full year results are not subjected to limited review or audit, the listed entity shall disclose with due prominence that the said comparative results have not been subjected to limited review or audit. The listed entity shall further disclose that the management has exercised necessary due diligence to ensure that the said comparative results provide a true and fair view of its affairs.

Clarifications with regard to implementation of Ind AS and other issues:

2.9. The listed entities in order to comply with the requirements of paragraph 32 of Ind AS 101 - 'First time Adoption of Ind AS', shall provide a reconciliation of its equity and net profit / loss, in the following manner, for enabling the investors to understand the material adjustments to the Balance Sheet and Statement of Profit and Loss on account of transition from the previous Indian GAAP to Ind AS:

- (i) Reconciliation of Equity for the previous year (i.e. for the year immediately before Ind AS adoption), shall be provided while submitting the annual financial results for the first year of adoption.

Further, if the listed entity opts to submit comparative full year results along with the financial results for the first half year of the adoption of Ind AS in terms of Paragraph 2.8 (iii) above, then such Reconciliation of Equity for the previous year shall be provided while submitting the aforesaid half yearly financial results also.

- (ii) Reconciliation of net profit / loss shall be provided only for the corresponding half year in the preceding year.

2.10. In some circumstances, a listed entity may prepare financial statements for a period different from the normal 12 month period (For instance, a listed company may now be required to prepare financial statements for a period different from the normal 12 month period for coinciding with 31st day of March as prescribed under Section 2 (41) of the Companies Act, 2013).

In the aforementioned circumstances, the financial results may have comparative information for a shorter or longer period. The listed entity, in such cases, shall disclose a suitable note, with due prominence, that comparative figures presented in the half-yearly / annual financial results are not entirely comparable because of the above reasons.

- 2.11. In case of any technical difficulty in disclosure of any specific item in the formats or implementation of this circular while publishing the financial results, the listed entities, shall be guided by the relevant provisions of the Ind AS Rules / AS Rules, Schedule III to the Companies Act, 2013 and pertinent provisions/guidelines under the relevant Act/Statute under which the listed entity was created, and may make suitable modifications, as applicable. The listed entities shall also provide suitable explanations and clarifications, wherever felt necessary.
3. This Circular shall come into force with immediate effect and the contents of the Circular No. CIR/IMD/DF1/9/2015 dated November 27, 2015, shall stand modified to the extent stated under this Circular.
 4. The Stock Exchanges are advised to bring the provisions of this circular to the notice of listed entities and also to disseminate the same on its website.
 5. This Circular is being issued in exercise of powers conferred under Section 11 and Section 11A of the SEBI Act, 1992 read with Regulation 52, Regulation 101 (2) and Regulation 102 of the Listing Regulations.
 6. This circular is available on SEBI website at <http://www.sebi.gov.in> under the category "Circulars".

Yours faithfully,

Richa Goel Agarwal
Deputy General Manager
Investment Management Department
richag@sebi.gov.in

ANNEXURE I

Format for publishing financial results in newspapers

[Regulation 52 (8), read with Regulation 52 (4), of the SEBI (LODR) Regulations, 2015]

Sl. No.	Particulars	Half year ending / Current Year ended	Corresponding half year ended in the previous year (Applicable only in case of half yearly results)	Previous year ended
1.	Total Income from Operations			
2.	Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items#)			
3.	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items#)			
4.	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items#)			
5.	Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]			
6.	Paid up Equity Share Capital			
7.	Reserves (excluding Revaluation Reserve)			
8.	Net worth			
9.	Paid up Debt Capital / Outstanding Debt			
10.	Outstanding Redeemable Preference Shares *			
11.	Debt Equity Ratio *			
12.	Earnings Per Share (of Rs. ___/- each) (for continuing and discontinued operations) - 1. Basic: 2. Diluted:			
13.	Capital Redemption Reserve *			
14.	Debenture Redemption Reserve *			
15.	Debt Service Coverage Ratio *			
16.	Interest Service Coverage Ratio *			

Note:

- The above is an extract of the detailed format of half yearly/annual financial results filed with the Stock Exchanges under Regulation 52 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the half yearly/annual financial results are available on the websites of the Stock Exchange(s) and the listed entity. (URL of the filings).
- For the items referred in sub-clauses (a), (b), (d) and (e) of the Regulation 52 (4) of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015, the pertinent disclosures have been made to the Stock Exchange(s) (specify names of Stock Exchanges) and can be accessed on the URL (specify URL).
- The impact on net profit / loss, total comprehensive income or any other relevant financial item(s) due to change(s) in accounting policies shall be disclosed by means of a footnote.
- # - Exceptional and/or Extraordinary items adjusted in the Statement of Profit and Loss in accordance with Ind AS Rules / AS Rules, whichever is applicable.
- * - The pertinent items need to be disclosed if the said disclosure is required as per Regulation 52 (4) of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015.

**Format as per SEBI Circular No.
CIR/IMD/DF1/9/2015 DATED 27.11.2015**

Annexure I

Format for submitting the half yearly financial results by companies other than banks and NBFCs

(Rs. In Lacs)

Particulars	6 months ended (dd/mm/yyyy)	Corresponding 6 months ended in the previous year (dd/mm/yyyy)	Year to Date Figurs for Current Period Ended (dd/mm/yyyy)	Previous accounting year ended (dd/mm/yyyy)
	Audited/ Unaudited*	Audited/ Unaudited*	Audited / Unaudited*	Audited / Unaudited*
1. (a) Net Sales/Income from Operations (b) Other Operating Income				
2. Expenditure (a). Increase/decrease in stock in trade and work in progress (b). Consumption of raw materials (c). Purchase of traded goods (d). Employees cost (e). Depreciation (f). Other expenditure (g). Total (Any item exceeding 10% of the total expenditure to be shown separately)				
3. Profit from Operations before Other Income, Interest and Exceptional Items (1-2)				
4. Other Income				
5. Profit before Interest & Exceptional Items (3+4)				
6. Interest				
7. Exceptional items				
8. Profit (+)/ Loss (-) from Ordinary Activities before tax (3) - (4+5+6)				
9. Tax expense				
10. Net Profit (+)/ Loss (-) from Ordinary Activities after tax (7-8)				
11. Extraordinary Items (net of tax expense Rs.)				
12. Net Profit(+)/ Loss(-) for the period (9-10)				
13. Paid-up equity share capital (Face Value of the Share shall be indicated)				
14. Paid up Debt Capital				
15. Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year				
16. Debenture Redemption Reserve				
17. Earnings Per Share (EPS)				
18. Debt Equity Ratio				
19. Debt Service Coverage Ratio				
20. Interest Service Coverage Ratio				

Note: Suggested definition for Coverage Ratios: ISCR = Earnings before Interest and Tax / Interest Expense. DSCR = Earnings before Interest and Tax/ (Interest + Principal Repayment). Formula used for actual computation of the ratios shall be disclosed in the footnotes.



Annexure II

Format for submitting the half yearly financial results by banks and NBFCs

(Rs. In lacs)

Particulars	6 months ended (dd/mm/yyyy)	Corresponding 6 months ended in the previous year (dd/mm/yyyy)	Year to Date Figurs for Current Period Ended (dd/mm/yyyy)	Previous accounting year ended (dd/mm/yyyy)
	Audited/ Unaudited*	Audited/ Unaudited*	Audited / Unaudited*	Audited /Unaudited*
1. Interest earned (a)+(b)+(c)+(d)				
(a) Interest/disc. on advances/ bills				
(b) Income on investments				
(c) Interest on balances with Reserve Bank of India and other interbank funds				
(d) Others				
2. Other Income				
3. Total Income (1+2)				
4. Interest Expended				
5. Operating Expenses (i)+(ii)				
(i) Employees cost				
(ii) Other operating expenses (All items exceeding 10% of the total expenditure excluding interest expenditure may be shown separately)				
6. Total Expenditure ((4+5) excluding provisions and contingencies				
7. Operating Profit before Provisions and Contingencies (3-6)				
8. Provisions (other than tax) and Contingencies				
9. Exceptional Items				
10. Profit (+)/ Loss (-) from Ordinary Activities before tax (7-8-9)				
11. Tax expense				
12. Net Profit(+)/ Loss(-) from Ordinary Activities after tax (10-11)				
13. Extraordinary items (net of tax expense)				
14. Net Profit (+)/ Loss (-) for the period (12-13)				
15. Paid-up equity share capital (Face Value of the Share shall be indicated)				
16. Reserves excluding Revaluation Reserves (as per balance sheet of previous accounting year)				
17. Analytical Ratios				
(i) Capital Adequacy Ratio				
(ii) Earnings Per Share (EPS)				
18) NPA Ratios				
a) Gross/Net NPA				
b) % of Gross/Net NPA				
c) Return on Assets				

*strike off whichever is not applicable

Notes (as per RBI requirements)

- Employee cost under Operating expenses to include all forms of consideration given by the bank in Exchange for services rendered by employees. It should also include provisions for post-employment benefits such as gratuity, pension, other retirement benefits, etc.
- Extraordinary items as defined in Accounting Standard 5 as income or expenses that arise from the ordinary activities of the enterprise and therefore, are not expected to recur frequently or regularly.



Annexure III

Format for submitting the half yearly financial results by companies other than Banks and NBFCs eligible for alternative format

(Rs. lakh)

Particulars	3 months ended (dd/mm/yyyy)	Corresponding 3 months ended in the previous year (dd/mm/yyyy)	Year to Date Figurs for Current Period Ended (dd/mm/yyyy)	Year to Date Figurs for the previous year ended (dd/mm/yyyy)	Previous accounting year ended (dd/mm/yyyy)
	Audited/ Unaudited*	Audited/ Unaudited*	Audited / Unaudited*	Audited / Unaudited*	Audited /Unaudited*
1. Net Income from Sales and Services					
2. Cost of sales/services					
(a) Increase/decrease in stock in trade and work in progress					
(b) Consumption of raw materials					
(c) Purchase of traded goods					
(d) Other expenditure					
3 Gross Profit (1-2)					
4 General Administrative Expenses					
5 Selling and Distribution Expenses					
6. Depreciation					
7 Operating Profit before interest (3) – (4+5+6)					
8 Interest					
9 Exceptional Items					
10 Operating Profit after interest and Exceptional Items (7-8-9)					
11 Other Income					
12 Profit (+)/Loss (-) from Ordinary Activities before tax (10-11)					
13 Tax Expenses					
14 Net Profit (+)/ Loss (-) from Ordinary Activities after tax (12-13)					
15 Extraordinary items (net of tax expense)					
16 Profit (+)/Loss(-) for the period(14-15)					
17. Paid-up equity share capital (Face Value of the Share shall be indicated)					
18. Paid up Debt Capital					
19. Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year					
20. Debenture Redemption Reserve					
21. Earnings Per Share (EPS)					
22. Debt Equity Ratio					
23. Debt Service Coverage Ratio					
24. Interest Service Coverage Ratio					

*Strike of whichever is not applicable

Notes: (1) Total expenditure incurred on (1) Employee Cost or (2) Any item of expenditure which exceeds 10% of the total expenditure, shall be given as a note.

(2) Suggested definition for Coverage Ratios: ISCR = Earnings before Interest and Tax / Interest Expense. DSCR = Earnings before Interest and Tax/ (Interest + Principal Repayment). Formula used for actual computation of the ratios shall be disclosed in the footnotes.



Annexure IV

Format for the limited review report for companies other than banks and NBFCs

Review Report to

We have reviewed the accompanying statement of unaudited financial results of _____ (Name of the Company) for the period ended _____. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

For XYZ & Co.
Chartered Accountants

Signature
(Name of the member signing the audit report)
(Designation)¹
(Membership Number)

Place of signature
Date

¹ Partner or proprietor, as the case may be.



Format for the limited review report for Banks and NBFCs

Review Report to

We have reviewed the accompanying statement of unaudited financial results of _____ (Name of the Company) for the period ended _____. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

In the conduct of our Review we have relied on the review reports in respect of non-performing assets received from concurrent auditors of _____ branches, inspection teams of the bank of _____ branches and other firms of auditors of _____ branches specifically appointed for this purpose. These review reports cover _____ per cent of the advances portfolio of the bank. Apart from these review reports, in the conduct of our review, we have also relied upon various returns received from the branches of the bank.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters."

For XYZ & Co.
Chartered Accountants

Signature
(Name of the member signing the audit report)
(Designation)¹
(Membership Number)

Place of signature
Date

¹Partner or proprietor, as the case may be.