

PFRDA/MASTERCIRCULAR/2023/02/PF-02

Date: 22nd September, 2023

MASTER CIRCULAR

To

- CEOs of All Pension Funds and NPS Trust

Dear Sir/Madam,

SUBJECT: Master Circular on Investment Guidelines for NPS Tier-I & Tier-II {Other than Central/State Government, Corporate CG, NPS Lite and APY}.

1. This circular is being issued in exercise of powers of the Authority under sub-clause (b) of sub-section (2) of Section 14 read with Section 23 of the PFRDA Act, 2013 and sub-regulation (1) of Regulation 14 of PFRDA (Pension Fund) Regulations, 2015 as amended from time to time.

2. This master circular supersedes the earlier circulars no. PFRDA/2021/29/REG-PF/3 dated 20.07.2021, PFRDA/2021/32/REG-PF/4 dated 27.07.2021, PFRDA/2021/39/REG-PF/5 dated 16.09.2021, PFRDA/2021/47/REG-PF/09 dated 30.11.2021, PFRDA/2021/48/REG-PF/10 dated 02.12.2021, PFRDA/2022/10/REG-PF/02 dated 28.04.2022, PFRDA/2022/34/REG-PF/6 dated 18.11.2022, PFRDA/2022/35/REG-PF/7 dated 18.11.2022, PFRDA/2023/13/REG-PF/01 dated 20.04.2023 and letters no. PFRDA/16/3/29/0118/2017-REG-PF-Part(1) dated 03.06.2020 and PFRDA/16/3/29/0118/2017-REG-PF-Part(1) dated 16.07.2020 and is a consolidation of the aforementioned circulars/letters. The effective date of applicability mentioned in respective circulars/letters would remain unchanged.

3. The Investment Guidelines for NPS Schemes Tier-I & Tier-II {Other than Central/State Government, Corporate CG, NPS Lite and APY} are as under:

Scheme / Asset Class G (Tier-I & Tier-II)

(a) Government Securities.

(b) Other Securities {‘Securities’ as defined in section 2(h) of the Securities Contracts (Regulation) Act, 1956} the principal whereof and interest whereon is fully and unconditionally guaranteed by the Central Government or any State Government and also includes “Govt. of India - Fully Serviced Bonds” issued by Public Sector Undertakings under Extra Budgetary Resources after 3rd Jun 2020.

Provided that investments under this sub-category of securities shall not exceed 10% of the AUM under Scheme/Asset Class G at any point of time.

(c) Units of Mutual Funds set up as dedicated funds for investment in Govt. securities and regulated by Securities and Exchange Board of India.

Provided that the investments in such mutual funds shall not exceed 5% of the AUM under Scheme/Asset Class G at any point of time.

Scheme / Asset Class C (Tier-I & Tier-II)

(a) Listed (or proposed to be listed in case of fresh issue) debt securities issued by body corporates, including banks and public financial institutions (*Public Financial Institutions as defined under Section 2 of the Companies Act, 2013*).

(b) Rupee Bonds issued by the International Bank for Reconstruction and Development, International Finance Corporation and Asian Development Bank.

(c) Term Deposit receipts of more than one year duration issued by scheduled commercial banks, which meets the regulatory requirement of Net-worth and Capital to Risk Weighted Asset Ratio as stipulated by Reserve Bank of India and additionally satisfy the following conditions on the basis of published annual report(s) for the most recent years, as required to have been published by them under law:

- (i) having declared profit in the immediately preceding three financial years;
- (ii) having net non-performing assets of not more than 4% of the net advances;

Provided that such Term Deposits with any one scheduled commercial bank including its subsidiaries shall not exceed 10% of the AUM under Scheme/Asset Class C at any point of time.

(d) Units of Debt Schemes of Mutual Funds as regulated by Securities and Exchange Board of India

Provided that these schemes shall exclude schemes of mutual funds having investment in short term debt securities with Macaulay Duration of less than 1 year.

Provided further that the portfolio invested in such mutual funds shall not exceed 5% of the AUM under Scheme/ Asset Class C at any point of time.

Scheme / Asset Class C (Tier-I & Tier-II)

(e) Debt securities issued by Real Estate Investment Trusts (REIT) regulated by Securities and Exchange Board of India.

(f) Debt securities issued by Infrastructure Investment Trusts (InVIT) regulated by Securities and Exchange Board of India.

(g) The following infrastructure related debt instruments:

(i) Listed (*or proposed to be listed in case of fresh issue*) debt securities issued by body corporates engaged mainly in the business of development or operation and maintenance of infrastructure, or development, construction or finance of affordable housing.

Further, this category shall also include securities issued by Indian Railways or any of the body corporates in which it has majority shareholding.

This category shall also include securities issued by any Authority of the Government which is not a body corporate and has been formed mainly with the purpose of promoting development of infrastructure.

It is further clarified that any structural obligation undertaken or letter of comfort issued by the Central Government, Indian Railways or any Authority of the Central Government, for any security issued by a body corporate engaged in the business of infrastructure, which notwithstanding the terms in the letter of comfort or the obligation undertaken, fails to enable its inclusion as security covered under 'Other Securities of Scheme/Asset Class G', shall be treated as an eligible security under this sub-category.

(ii) Infrastructure and affordable housing Bonds issued by any scheduled commercial bank, which meets the conditions specified in sub-category (c) above.

(iii) Listed (*or proposed to be listed in case of fresh issue*) securities issued by Infrastructure Debt Funds operating as a Non-Banking Financial Company and regulated by Reserve Bank of India.

(iv) Listed (*or proposed to be listed in case of fresh issue*) units issued by Infrastructure Debt Funds operating as a Mutual Fund and regulated by Securities and Exchange Board of India.

It is clarified that, barring exceptions mentioned above, for the purpose of this sub-category (g), a sector shall be treated as part of infrastructure as per Government of India's harmonized master-list of infrastructure sub-sectors.

(h) Listed or proposed to be listed credit rated Municipal Bonds.

(i) Investment in units of Debt ETFs issued by Government of India specifically meant to invest in bonds issued by Government owned entities such as CPSEs, CPSUs/CPFIs and other Government organizations, etc.

Scheme / Asset Class C (Tier-I & Tier-II)

Provided that the portfolio invested in such Debt ETFs shall not exceed 5% of the AUM under Scheme/Asset Class C at any point of time.

Provided that the investment under the sub-categories (a), (g) (i) to (iii) and (h) of Scheme/Asset Class C shall be made in such securities with atleast AA rating or equivalent in the applicable rating scale from at least two credit rating agencies registered with Securities and Exchange Board of India.

Provided further that in case of the sub-category (g) (iii) the ratings shall relate to the Non-Banking Financial Company.

Provided further that under sub-category (g), Pension Fund can make investment in infrastructure companies rated not less than 'A' alongwith an Expected Loss Rating of 'EL1'.

Further, though investments in Scheme/Asset Class C require atleast AA rating as specified above, Pension Fund can invest in securities having investment grade rating below 'AA', provided that, investments in securities rated from 'AA-' to 'A' shall not exceed 10% of the AUM under Scheme/Asset Class C while making such investment. Any investments in securities rated below 'AA' in excess of 10% of the of the AUM under Scheme/Asset Class C the risk of default for such securities shall be fully covered with Credit Default Swaps (CDSs) issued under Guidelines of the Reserve Bank of India and purchased along with the underlying securities. Purchase amount of such Swaps shall be considered to be investment made under this category.

Provided further that if the securities/entities have been rated by more than two rating agencies, the two lowest of all the ratings shall be considered.

For sub-category (b) a single rating of AA or above by a domestic or international rating agency will be acceptable.

For sub-category (a) and (b), the investments made in debt securities and Rupee Bonds with residual maturity period of less than three years on the date of investment shall be limited to 10% of the investments made in Scheme/Asset Class C during the preceding 12 months.

In case of securities where the principal is to be repaid in a single payout, the maturity of the securities shall mean residual maturity. In case the principal is to be repaid in more than one payout, then the maturity of the securities shall be calculated on the basis of weighted average maturity of the security.

For sub-category (e) and (f), the Trust should be rated as 'AA' or equivalent in the applicable rating scale by at least two credit rating agencies registered with SEBI.

It is clarified that debt securities covered under 'Other Securities of Scheme/Asset Class G' are excluded from Scheme/Asset Class C. However "Govt. of India - Fully Serviced Bonds" issued by Public Sector Undertakings under Extra Budgetary Resources prior to 3rd Jun 2020 may be retained under this category.

Scheme / Asset Class E (Tier-I & Tier-II)

(a) Shares of body corporates listed on Bombay Stock Exchange (BSE) or National Stock Exchange (NSE), which are in top 200 stocks in terms of full market capitalization as on the date of investment.

(b) Units of equity schemes of mutual funds regulated by Securities and Exchange Board of India, which have minimum 65% of their investment in shares of body corporates listed on BSE or NSE.

Provided that investment under such mutual funds shall not exceed 5% of the AUM under Scheme/Asset Class E at any point in time and the fresh investment in such mutual funds shall not exceed 5% of the fresh inflows invested in the year.

(c) Exchange Traded Funds (ETFs)/Index Funds regulated by Securities and Exchange Board of India that replicate the portfolio of either BSE Sensex Index or NSE Nifty 50 Index.

(d) Exchange Traded Funds regulated by Securities and Exchange Board of India that are constructed specifically for disinvestment of shareholding of the Government of India in body corporates.

(e) Exchange Traded Derivatives regulated by Securities and Exchange Board of India having the underlying of any permissible listed stock (list of top 200 stocks prepared by NPS Trust) or any of the permissible indices (BSE Sensex Index or NSE Nifty 50 Index), with the sole purpose of hedging.

Provided that the portfolio invested in derivatives in terms of contract value not exceed 5% of the AUM under Scheme/Asset Class E at any point of time.

(f) Initial Public Offering (IPO), Follow on Public Offer (FPO) and Offer for Sale (OFS) of companies, approved by Securities and Exchange Board of India subject to fulfilment of the following conditions: -

(i) Equity offering through IPO are proposed to be "listed" in BSE or NSE and full float market capitalization calculated at lower band of IPO issue price should be greater than the market capitalization of the 200th company as per the list of Top 200 stocks provided by NPS Trust (last published).

(ii) Shares offered under Follow on Public Offer (FPO)/Offer for Sale (OFS) should be listed on BSE or NSE and constituent in the list of Top 200 stocks provided by NPS Trust (last published).

(iii) Board approved Investment Policy of Pension Funds should contain detailed guidelines/procedure for investments in IPO. Investments in Equity Shares through IPO/FPO or OFS shall be reported to NPS Trust within 30 days from the date of investment.

Scheme / Asset Class E (Tier-I & Tier-II)
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| <p>(iv) In case a Pension Fund have invested through IPO and the prescribed market capitalization condition does not get fulfilled post listing of the IPO or it fails to be in the latest published list of Top 200 stock provided by NPS Trust, a time period of maximum one year from the date of listing shall be provided to the Pension Fund for making a decision on selling such shares.</p> |
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Pension Fund shall adopt the list of top 200 stocks prepared by NPS Trust in this regard and NPS Trust would adhere to the following points while preparing the list:-

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| <p>(i) If a stock is listed on more than one recognized stock exchange, an average of full market capitalization of the stock on all such stock exchanges, will be computed;</p> |
| <p>(ii) In case a stock is listed on only one of the recognized stock exchanges, the full market capitalization of that stock on such an exchange will be considered.</p> |
| <p>(iii) The list of stocks under (i) and (ii) above, would be circulated by NPS Trust and the same would be updated every six months based on the data as on the end of June and December of each year. The list shall be circulated by NPS Trust within 5 calendar days from the end of the 6 months period.</p> |
| <p>(iv) While preparing the single consolidated list of stocks, average full market capitalization of the previous six month of the stocks shall be considered. Subsequent to any updation in the list, Pension Funds would have to rebalance their portfolios (if required) in line with updated list, within a period of six months. The decision to hold such stocks in the portfolio shall have to be approved by the Investment Committee of the Pension Fund and also to be informed to the Board of Pension Fund. NPS Trust shall monitor the compliance of the above provision and inform PFRDA at regular interval.</p> |

Scheme / Asset Class A (Tier-I)
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| <p>(a) Commercial mortgage based securities or Residential mortgage based securities.</p> |
| <p>(b) Asset Backed Securities regulated by Securities and Exchange Board of India.</p> |
| <p>(c) Units issued by Real Estate Investment Trusts regulated by Securities and Exchange Board of India.</p> |
| <p>(d) Units of Infrastructure Investment Trusts regulated by Securities and Exchange Board of India.</p> |
| <p>(e) Investment in SEBI Regulated 'Alternative Investment Funds' (Category I and Category II only) as defined under the SEBI (Alternative Investment Fund) Regulations, 2012.</p> |

Scheme / Asset Class A (Tier-I)

(f) Listed (or proposed to be listed in case of initial offering) Basel III Tier-I bonds issued by scheduled commercial banks under RBI guidelines.

Provided that investment shall only be in listed instruments or fresh issues that are proposed to be listed except in case of sub-category (a) and (b) above.

Provided further that investment under sub-category (a) to (d) & (f) above shall be made only in such securities which have minimum 'AA' or equivalent rating in the applicable rating scale. For sub-category (c), (d) & (f) the rating should be from atleast two credit rating agencies registered with the Securities and Exchange Board of India and if the securities/entities have been rated by more than two rating agencies, the two lowest of the ratings shall be considered and for sub-category (a) and (b) rating from only one credit rating agency will be sufficient.

Provided further that in case of sub-category (c) and (d), the Trust should have minimum rating of 'AA' or equivalent rating in the applicable rating scale from atleast two credit rating agencies registered by Securities and Exchange Board of India.

Investments in sub-category (e) (i.e. AIF – Cat. I and Cat. II) is allowed subject to:-

- (i) The permitted funds under category I are Start-up Funds, Infrastructure Funds, SME Funds, Venture Capital Funds and Social Venture Capital Funds as detailed in Alternative Investment Funds Regulations, 2012 by SEBI.
- (ii) For category II AIF as per Alternative Investment Funds Regulations, 2012 by SEBI, at least 51% of the funds of such AIF shall be invested in either of the Start-up entities, infrastructure entities or SMEs or venture capital or social welfare entities.
- (iii) Pension Fund shall invest only in those AIFs whose corpus is equal to or more than Rs.100 crore.
- (iv) The exposure to single AIF shall not exceed 10% of the AIF size.
- (v) Pension Funds to ensure that funds should not be invested in securities of the companies or Funds incorporated and operated outside the India in violation of Section 25 of the PFRDA Act 2013.
- (vi) The sponsors of the Alternative investment funds should not be the promoter in Pension Fund or the promoter group of the Pension Fund.
- (vii) The AIFs shall not be managed by Investment manager, who is directly or indirectly controlled or managed by Pension Fund or the promoter group of the Pension Fund.

Investment in sub-category (f) is allowed provided

- (i) at any point of time, the total portfolio invested in this sub-category shall not exceed 5% of the total AUM managed by the Pension Fund under Scheme/Asset Class G, C, E, & A for both Tier-I & Tier-II.

Scheme / Asset Class A (Tier-I)

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| <p>(ii) No investment in this sub-category in initial offerings shall exceed 20% of the initial offering. Further, at any point of time, the aggregate value of Tier I bonds of any particular Bank held across all schemes managed by the Pension Fund shall not exceed 20% of such Tier I Bonds issued by that Bank.</p> <p>(iii) The investment by Pension Fund in a single issuer shall not exceed 10% of the AUM under Scheme/Asset Class A.</p> |
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Pension Funds are required to ensure due diligence in the best interest of subscribers before investing in Scheme/Asset Class A. Pension Funds are advised to consider all the risks such as liquidity risk, integrity risk, operational risk and control issues and conflicts of interest while making a decision to invest in Scheme/Asset Class A and these are to be documented while making such decisions.

Asset Class A shall not be available to NPS subscribers under NPS Tier-II.

In addition to the permissible instruments of investments as mentioned above for each Scheme/Asset Class, Pension Fund can temporarily park the inflows/funds in short-term debt instruments and related investments as noted below subject to the following limits;

- (i) 10% of AUM for each of the Scheme/Asset Class under NPS Tier-I
- (ii) 20% of AUM for each of the Scheme/Asset Class under NPS Tier-II
- (iii) the aforesaid limits shall not be applicable till the AUM of the respective Scheme/Asset Class reaches Rs 5 crore.

Short-term debt instruments and related investments

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| <p>(a) Money market instruments comprising of Treasury Bills, Commercial Paper and Certificates of Deposit</p> |
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Provided that investment in Commercial Paper issued by body corporates shall be made only in such instruments which have minimum rating of A1 + by at least two credit rating agencies registered with the Securities and Exchange Board of India.

Provided further that if Commercial Paper has been rated by more than two rating agencies, the two lowest of the ratings shall be considered.

Provided further that investment in this sub-category in Certificates of Deposit of up to one year duration issued by scheduled commercial banks, will require the bank to satisfy all conditions mentioned in point no. (c) of Scheme/Asset Class C'

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| <p>(b) Term Deposit Receipts of up to one year duration issued by such scheduled commercial banks which satisfy all conditions mentioned in point no. (c) of Scheme/Asset Class C'.</p> |
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Short-term debt instruments and related investments

(c) Investments in units of a debt scheme of a mutual fund as regulated by Securities and Exchange Board of India where investment is in short term securities with Macaulay duration of less than 1 year viz. Overnight fund, Liquid Fund, Ultra Short Duration Fund and Low duration fund with the condition that the average total asset under management of AMC for the most recent six-month period should be at least Rs. 5,000 crore.

(d) Investments in Government Securities as Lender in Triparty Repo conducted over the Triparty Repo (Dealing) System (TREPS) provided by RBI through Clearing Corporation of India Limited (CCIL).

4. At any given point of time the portfolio under each Scheme/Asset Class should adhere to the permissible instruments of investments and also should not exceed the maximum limit prescribed for the sub-categories, if any. However, asset switch because of any RBI mandated Government debt switch would not be covered under this restriction.

5. If for any of the instruments mentioned above, the rating falls below the minimum permissible grade prescribed for investment in that instrument when it was purchased, as confirmed by one credit rating agency, the option of exit shall be considered and exercised, as appropriate, in a manner that is in the best interest of the subscribers.

6. The prudent investment of the inflows/funds within the prescribed pattern is the fiduciary responsibility of the Pension Fund. NPS Trust shall monitor the investment decisions of the Pension Funds with utmost due diligence.

7. The Pension Fund and NPS Trust will take suitable steps to control and optimize the cost of management of the schemes.

8. The NPS Trust and Pension Fund will ensure that the process of investment is accountable and transparent. It should be ensured that due diligence is carried out to assess risks associated with any particular asset before investment is made by the Pension Fund in that particular asset and also during the period over which it is held in the scheme. The requirement of ratings as mandated in this circular merely intends to limit the risk associated with investments at a broad and general level. Accordingly, it should not be construed in any manner as an endorsement for investment in any asset satisfying the minimum prescribed rating or a substitute for the due diligence prescribed for being carried out by the Pension Fund.

9. For equity investments through stock brokers, the amount of brokerage that can be debited to the schemes shall not exceed 0.03% of the equity transaction amount inclusive of stamp duty and applicable taxes.

10. The following restrictions/filters/exposure norms would be applicable to reduce concentration risks. It would, however, not be applicable to any of the Scheme/Asset Class under NPS Tier-I & II till the Scheme/Asset Class AUM reaches Rs 5 crore and to Scheme/Asset Class A till the AUM reaches Rs 15 crore.

- a) NPS Equity investments have been restricted to 5% of the 'paid up equity capital'* of all the sponsor** group*** companies or 5% of the total AUM managed by the Pension Fund under Scheme/Asset Class G, C, E, & A for both Tier-I & Tier-II, whichever is lower, in each respective scheme and 15% in the paid up equity capital of all the non-sponsor group companies or 15% of the Scheme AUM whichever is lower, in each respective scheme.

*'Paid up share capital': Paid up share capital means market value of paid up and subscribed equity capital.

**'Sponsor' shall mean an entity described as "Sponsor" under Pension Fund Regulatory and Development Authority (Pension Fund) Regulations, 2015 and subsequent amendments thereto.

***'Group' means two or more individuals, association of individuals, firms, trusts, trustees or bodies corporate, or any combination thereof, which exercises, or is established to be in a position to exercise, significant influence and / or control, directly or indirectly, over any associate as defined in Accounting Standard (AS), body corporate, firm or trust, or use of common brand names, Associated persons, as may be stipulated by the Authority.

Explanation: Use of common brand names in conjunction with other parameters of significant influence and / or control whether direct or indirect shall be reckoned for determination for inclusion as forming part of the group or otherwise.

All Pension Funds shall publish on their respective website a list of their group companies and those of their sponsor.

- b) NPS Debt investments have been restricted to 5% of the 'net-worth'[#] of all the sponsor group companies or 5% of the Scheme AUM whichever is lower in each respective scheme and 10% of the net-worth of all the non-sponsor group companies or 10% of the Scheme AUM whichever is lower, in each respective scheme.

[#]Net Worth: Net worth would comprise of Paid-up capital plus Free Reserves including Share Premium but excluding Revaluation Reserves, plus Investment Fluctuation Reserve and credit balance in Profit & Loss account, less debit balance in Profit and Loss account, Accumulated Losses and Intangible Assets.

- c) Investment exposure to a single Industry shall be restricted to 15% of AUM under all Schemes managed by each Pension Fund as per Level-5 of NIC classification. Investment in scheduled commercial bank FDs would be exempted from exposure to Banking Sector.

- d) For investments made in Index Funds/ETF/Debt MF, the exposure limits under such Index Funds/ETF/Debt MF shall not be considered for compliance of the prescribed Industry Concentration, Sponsor/ Non Sponsor group norms under these guidelines.
- e) Investment exposure norms for InvITs/REITs shall be as under:
- (i) Cumulative Investments in Units and Debt Instruments of InvITs and REITs shall not exceed 3% of total AUM of the Pension Fund at any point of time.
 - (ii) Pension Fund shall not invest more than 15% of the total outstanding debt instruments issued by single InvIT/REIT issuer.
 - (iii) Pension Fund shall not invest more than 5% of the Units issued by a single InvIT/REIT issue.

11. The value of funds invested by Pension Fund in any mutual funds mentioned in any of the categories or ETFs or Index Funds shall be reduced from the respective scheme AUM before computation of investment management fees payable to them, to avoid double incidence of costs. However, investments made by Pension Funds in ETFs/Index Funds for the purpose of disinvestment of shareholding of the Government of India in body corporates, Bharat Bond ETF/Debt ETF issued by Government of India in respect of bonds issued by CPSEs, CPSUs, CPFIs and other Government organizations and all short duration mutual funds (liquid mutual fund, overnight fund ultra-short duration fund etc.) as permitted by SEBI, would be eligible for payment of investment management fee.

12. Transfer of securities within schemes or inter scheme are allowed only if such transfers are done at the prevailing market price for traded instruments or at the valuation price for non-traded instruments and the securities so transferred are in conformity with the investment objective of the scheme to which such transfer has been made. Such transfers may be allowed in following scenarios:

- (i) To meet liquidity requirement in a scheme in case of unanticipated redemption pressure
- (ii) To adjust securities received through corporate action.

The inter scheme transfers are allowed only on exceptional basis. The Pension Fund shall inform NPS Trust and Authority upon exercise of this option.

13. Pension Fund are permitted to keep securities as margin with the CCIL for margin requirements for investment in Government securities and Triparty Repo (Dealing) System (TREPS).



14. For National Pension Scheme Tier II - Tax Saver Scheme, 2020 (NPS-TTS) which is available for subscription only by Central Government employees, the following investments limits will apply:

Asset Class	Limits
Equity (as per Asset Class E of NPS Tier-II)	10% - 25%
Debt (as per Asset Class C & G NPS Tier-II)	Upto 90%
Cash/Money Market, Liquid Mutual Funds*	Upto 20%

** this limit shall be applicable only after the scheme corpus reaches Rs 5 crore.*

Yours sincerely,



(Mono MG Phukon)
Chief General Manager