

CIRCULAR

SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/023

February 06, 2023

To,

**All Issuers who have listed/ propose to list green debt securities,
Recognized Stock Exchanges,
All Registered Merchant Bankers,
All Registered Debenture Trustees,
All Registered Credit Rating Agencies**

Madam/ Sir,

Sub: Review of Chapter IX – Green Debt Securities of the Operational Circular for issue and listing of Non-Convertible Securities (NCS), Securitised Debt Instruments (SDI), Security Receipts (SR), Municipal Debt Securities and Commercial Paper (CP) dated August 10, 2021 (hereinafter referred to as the ‘NCS Operational Circular’), as amended from time to time

1. Chapter IX of the SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 (updated as on April 13, 2022) specifies the following with reference to issuers of green debt securities:
 - (a) Additional disclosure requirements in the offer document;
 - (b) Continuous disclosure requirements in annual report and financial results; and
 - (c) Responsibilities of the issuer
2. In the backdrop of increasing interest in sustainable finance in India as well as around the globe, and with a view to align the extant framework for green debt securities with the updated Green Bond Principles (GBP) recognised by IOSCO, SEBI undertook a review of the regulatory framework for green debt securities.
3. Accordingly, the Chapter IX of the NCS Operational Circular shall be replaced with the following:
“

Initial disclosure requirements for issue and listing of green debt securities

1. *An issuer desirous of issuing green debt securities shall make the following additional disclosures in the offer document for public issues / private placements:*
 - 1.1 *A statement on environmental sustainability objectives of the issue of green debt securities;*
 - 1.2 *Brief details of decision-making process followed/proposed for determining the eligibility of project(s) and/or asset(s), for which the proceeds are being raised through issuance of green debt securities, such as:*

- a) *Process followed/ to be followed for determining how the project(s) and/or asset(s) fit within the eligible green projects categories as defined under Regulation 2 (1) (q) of NCS Regulations,*
 - b) *The criteria making the project(s) and/ or asset(s) eligible for using the green debt securities proceeds; and*
 - c) *Details of taxonomies, green standards or certifications both Indian and global, if any referenced and the alignment of projects with said taxonomies, related eligibility criteria, and exclusion criteria, if applicable.*
 - d) *Details of the alignment of the objective of the issue with the India's Intended Nationally Determined Contributions in case of the proceeds raised through issuance of transition bonds*
- 1.3 *Details of the system/procedures to be employed for tracking the deployment of the proceeds of the issue.*
- 1.4 *Details of the project(s) and/or asset(s) or areas where the issuer, proposes to utilise the proceeds of the issue of green debt securities, including towards refinancing of existing green project(s) and/or asset(s), if any.*
- 1.5 *Details of an indicative estimate of distribution of proceeds raised through issuance of green debt security between financing and refinancing of project(s) and/ or asset(s); if applicable.*
- 1.6 *Details of the intended types of temporary placement of the unallocated and unutilised net proceeds from the issue of green debt securities*
- 1.7 *Details related to the perceived social and environmental risks and proposed mitigation plan associated with the project(s) proposed to be financed/ refinanced through the proceeds from the issue of green debt securities*
- 1.8 *The issuer shall appoint an independent third party reviewer/ certifier, for reviewing/certifying the processes including project evaluation and selection criteria, project categories eligible for financing by green debt securities, etc.*

The said requirement of appointing a third party reviewer/ certifier is applicable on a 'comply or explain' basis for a period of two years. 'Comply or explain' for the purpose of the above, shall mean that the issuer shall endeavour to comply with the provisions and achieve full compliance by two years from the date of issuance of the circular. In case the entity is not able to achieve full compliance with the provisions till such time, the issuer shall in its annual report, explain the reasons for such non-compliance/ partial compliance and the steps initiated to achieve full compliance

Continuous disclosure requirements for listed green debt securities:

2. An issuer who has listed green debt securities, shall provide following additional disclosures along with its annual report and financial results:

2.1 Utilisation of the proceeds of the issue, as per the tracking done by the issuer using the internal process as disclosed in offer document. Utilisation of the proceeds shall be verified by the report of an external auditor, to verify the internal tracking method and the allocation of funds towards the project(s) and/or asset(s), from the proceeds of green debt securities.

2.2 Details of unutilized proceeds including the temporary placement/utilization of unallocated and unutilized proceeds from each ISIN of green debt security issued by the issuer.

2.3 The following additional disclosures shall be made in the Annual Report:

a) List of project(s) and/or asset(s) to which proceeds of the Green Debt Securities have been allocated/invested including a brief description of such project(s) and/or asset(s) and the amounts disbursed.

b) Qualitative performance indicators and, where feasible, quantitative performance measures of the environmental impact of the project(s) and/or asset(s). If the quantitative benefits/impact cannot be ascertained, then the said fact may be appropriately disclosed along with the reasons for non-ascertainment of the benefits/impact on the environment

c) Methods and the key underlying assumptions used in preparation of the performance indicators and metrics;

d) Details of the deployment of the mitigation plan (as disclosed in the offer documents) for the perceived social and environmental risks

2.4 **Impact Reporting:** Information, on a project-by-project basis, pertaining to reporting of the environmental impact of the projects financed by the green debt securities. Reporting standards or taxonomies followed by the issuer with regard to reporting of environmental impact, if any, shall also be disclosed.

2.5 Disclosures of major elements of Business Responsibility and Sustainability Reporting (BRSR) as mentioned in Annex I to this circular.

3. An issuer shall appoint a third party reviewer/ certifier for a green debt security for the following:

3.1 Post-issue management of the use of proceeds from the green debt security,

3.2 Verification of the internal tracking and impact reporting.

The said requirement of appointing a third party reviewer/ certifier is applicable on a 'comply or explain' basis for a period of two years. 'Comply or explain' for the purpose of the above, shall mean that the issuer shall endeavour to comply with the provisions and achieve full compliance by two years from the date of issuance of the circular. In case the entity is not able to achieve full compliance with the provisions till such time, the issuer shall in its annual report, explain the reasons for such non-compliance/ partial compliance and the steps initiated to achieve full compliance

Responsibilities of the issuer:

4. An issuer of green debt securities shall:
 - 4.1 Maintain a decision-making process which it uses to determine the continuing eligibility of the project(s) and/or asset(s). This includes, without limitation statement on the environmental objectives of the green debt securities and a process to determine whether the project(s) and/or asset(s) meet the eligibility requirements;
 - 4.2 Ensure that all project(s) and/or asset(s) funded by the proceeds of green debt securities, meet the documented objectives of green debt securities;
 - 4.3 Utilise the proceeds only for the stated purpose, as disclosed in the offer document; and
 - 4.4 Ensure compliance with the SEBI circular SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/020 dated February 03, 2023 on "Dos and don'ts relating to green debt securities to avoid occurrences of greenwashing"
4. The provisions of this circular shall come into force for all issues of green debt securities launched on or after April 1, 2023.
5. The Circular is issued in exercise of the powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 read with Regulation 55 (1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, to protect the interest of investors in securities and to promote the development of, and to regulate the securities market.
6. This Circular is available at www.sebi.gov.in under the link "Legal→Circulars".

Yours faithfully,

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Format for disclosure of major elements of BRSR**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|---|--|---|
| Total electricity consumption (A) | | |
| Total fuel consumption (B) | | |
| Energy consumption through other sources (C) | | |
| Total energy consumption (A+B+C) | | |
| Energy intensity per rupee of turnover (<i>Total energy consumption/ turnover in rupees</i>) | | |
| Energy intensity (<i>optional</i>) – the relevant metric may be selected by the entity | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. Does the entity have any sites/ facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|--|--|---|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | | |
| (ii) Groundwater | | |
| (iii) Third party water | | |
| (iv) Seawater / desalinated water | | |
| (v) Others | | |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | | |
| Total volume of water consumption (in kilolitres) | | |
| Water intensity per rupee of turnover (<i>Water consumed / turnover</i>) | | |
| Water intensity (<i>optional</i>) – the relevant metric may be selected by the entity | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.
5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|-------------------------------------|----------------------------|--|---|
| NOx | | | |
| SOx | | | |
| Particulate matter (PM) | | | |
| Persistent organic pollutants (POP) | | | |
| Volatile organic compounds (VOC) | | | |
| Hazardous air pollutants (HAP) | | | |
| Others – please specify | | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|---|--|--|---|
| Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | <i>Metric tonnes of CO2 equivalent</i> | | |
| Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | <i>Metric tonnes of CO2 equivalent</i> | | |
| Total Scope 1 and Scope 2 emissions per rupee of turnover | | | |
| Total Scope 1 and Scope 2 emission intensity (<i>optional</i>) – the relevant metric may be selected by the entity | | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.
8. Provide details related to waste management by the entity, in the following format:

| Parameter | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|---|--|---|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste (A) | | |
| E-waste (B) | | |

| | | |
|--|--|--|
| Bio-medical waste (C) | | |
| Construction and demolition waste (D) | | |
| Battery waste (E) | | |
| Radioactive waste (F) | | |
| Other Hazardous waste. Please specify, if any. (G) | | |
| Other Non-hazardous waste generated (H) . Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | | |
| Total (A+B + C + D + E + F + G + H) | | |

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste

| | | |
|---------------------------------|--|--|
| (i) Recycled | | |
| (ii) Re-used | | |
| (iii) Other recovery operations | | |
| Total | | |

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste

| | | |
|---------------------------------|--|--|
| (i) Incineration | | |
| (ii) Landfilling | | |
| (iii) Other disposal operations | | |
| Total | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--------|--------------------------------|--------------------|--|
| | | | |

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|-----------------------------------|----------------------|------|---|--|-------------------|
| | | | | | |
| | | | | | |

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

| S. No. | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|--------|---|---------------------------------------|---|---------------------------------|
| | | | | |

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

| Parameter | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|---|--------------------------------------|---------------------------------------|
| From renewable sources | | |
| Total electricity consumption (A) | | |
| Total fuel consumption (B) | | |
| Energy consumption through other sources (C) | | |
| Total energy consumed from renewable sources (A+B+C) | | |
| From non-renewable sources | | |
| Total electricity consumption (D) | | |
| Total fuel consumption (E) | | |
| Energy consumption through other sources (F) | | |
| Total energy consumed from non-renewable sources (D+E+F) | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. Provide the following details related to water discharged:

| Parameter | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|--|--|---|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (ii) To Groundwater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iii) To Seawater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iv) Sent to third-parties | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (v) Others | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| Total water discharged (in kilolitres) | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

| Parameter | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|---|--|---|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | | |
| (ii) Groundwater | | |
| (iii) Third party water | | |
| (iv) Seawater / desalinated water | | |
| (v) Others | | |

| | | |
|---|--|--|
| Total volume of water withdrawal (in kilolitres) | | |
| Total volume of water consumption (in kilolitres) | | |
| Water intensity per rupee of turnover (<i>Water consumed / turnover</i>) | | |
| Water intensity (optional) – the relevant metric may be selected by the entity | | |
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) Into Surface water | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (ii) Into Groundwater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iii) Into Seawater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iv) Sent to third-parties | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (v) Others | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| Total water discharged (in kilolitres) | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter | Unit | FY _____ (Current Financial Year) | FY _____ (Previous Financial Year) |
|---|---|--|---|
| Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | <i>Metric tonnes of CO₂ equivalent</i> | | |
| Total Scope 3 emissions per rupee of turnover | | | |

| | | | |
|--|--|--|--|
| Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity | | | |
|--|--|--|--|

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.
6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| Sr. No | Initiative undertaken | Details of the initiative (<i>Web-link, if any, may be provided along-with summary</i>) | Outcome of the initiative |
|--------|-----------------------|---|---------------------------|
| | | | |

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.
8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.
9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.