

RBI/2008-2009/313

DBOD.No.BP.BC.94 /08.12.001/2008-09

December 08, 2008

The Chairman & Managing Directors /
Chief Executive Officers of
All Scheduled Commercial Banks
(Excluding RRBs and LABs)

Dear Sir,

Lending under Consortium Arrangement / Multiple Banking Arrangements

Please refer to our circular RBI/2008-2009/183/DBOD.No.BP.BC.46/08.12.001/2008- 09 dated September 19, 2008 on the captioned subject.

2. The formats for declaration of information by the borrower at the time of applying for a credit facility to a bank (**Annex I**) and the format for exchange of information among the banks in respect of borrowers enjoying credit facilities from more than one bank (**Annex II**), enclosed to the aforesaid circular have been revised to reflect information relating to the derivatives transactions entered into by banks with the borrowers and the unhedged foreign currency exposures of the borrowers.

3. Banks are advised to use the revised formats with immediate effect.

Yours faithfully,

(Prashant Saran)
Chief General Manager-in-Charge

**Minimum Information to be Declared by Borrowing Entities to
Banks while Approaching for Finance under Multiple Banking Arrangement**

**A. Details of borrowing arrangements from other banks
(institution-wise and facility-wise)**

I.	Name and address of bank / institution	
II.	Facilities availed	
A.	<i>Fund-based credit facilities</i> (Indicate the nature of facilities e.g. working capital / demand loan / term loan / short term loan) / foreign currency loan, corporate loan / line of credit / Channel financing, bill discounting etc. amount and the purpose)	
B.	<i>Non-fund-based facilities other than derivatives</i> (Indicate the nature of facilities e.g. L/C, BG, DPG (I & F) etc. amount and the purpose)	
C.	<i>Derivatives contracts entered into with the bank</i> (Indicate the nature of the contract, maturity, amount and the purpose)	
III.	Date of sanction	
IV.	Present outstanding (In the case of derivatives contracts, negative MTM i.e which is not due for settlement may be indicated)	
V.	Overdues position, if any (In the case of derivatives contracts, the negative MTM i.e. amount payable to the bank under the contract but not yet paid may be indicated)	

VI.	Repayment terms (for demand loans, term loans, corporate loans, project - wise finance)	
VII.	Security offered (complete details of security both primary and collateral including specific cash flows assigned to project wise finance / loan raised & personal / corporate guarantee, to be furnished)	
VIII.	Requests for facilities which are under process	
[The information to be given for domestic and overseas borrowings from commercial banks, Financial Institutions and NBFCs]		

B. Miscellaneous Details

(Rs. in crore)

I.	CPs raised during the year and current outstanding	
II.	Details of financing outside banking system e.g. L/C Bills discounting	
III	Amount of un-hedged foreign currency exposures(please give currency-wise position in the format given below)	
(i)	<i>Short term exposures (less than one year)</i>	
(a)	Long positions	
(b)	Short positions	
(c)	Net Short term Exposure (a-b)	
(ii)	<i>Long term exposures (one year and beyond)</i>	
(a)	Long positions	
(b)	Short positions	
(c)	Net Long term exposure a-b)	
(iii)	Overall Net Position (i-ii) for each currency	
(iv)	Overall Net Position across all currencies	
III.	Main and allied activities with locations	

IV.	Territory of sales and market share	
V.	Details of financial aspects incl. DSCR Projections wherever applicable as per requirement of bank - Imp. Financial covenants, if any, agreed to / accepted with other lenders.	
VI.	CID A/Cs, within / outside financing Banks, being operated, if any	
VII.	Demands by statutory authorities / current status thereof	
VIII.	Pending litigations	
IX.	A declaration authorizing the bank to share information with other financing banks	

Annex - II

Revised Format under Multiple Banking Arrangement _____ Credit Information Exchange

Part – I

Bio Data of the Company

I.	Borrowing party's name and address	
II.	Constitution	
III.	Names of Directors / Partners	
IV.	Business activity	
	* Main	
	* Allied	
V.	Names of other financing Banks	
VI.	Net worth of Directors / Partners	
VII.	Group affiliation, if any	
VIII.	Date on associate concerns, if banking with the same bank	
IX.	Changes in shareholding and management from the previous report, if any	

Part - II

Major credit quality indicators

I.	IRAC Classification	
II.	Internal Credit rating with narration	
III.	External Credit rating, if any	
IV.	Latest available Annual Report of the borrower	As on -----

Part – III

Exposure Details other than Derivatives

(Rs. in crore)

I.	Type of credit facilities, e.g. working capital loan / demand loan / term loan / short term loan / foreign currency loan, corporate loan / line of credit / Channel financing, contingent facilities like LC, BG & DPG (I & F) etc. Also, state L/C bills discounting / project wise finance availed).	
II.	Purpose of loan	
III.	Date of loan facilities (including temporary facilities)	
IV.	Amount sanctioned (facility wise)	
V.	Balance outstanding (facility wise)	
VI.	Repayment terms	
VII.	Security offered	
	* Primary	
	* Collateral	
	* Personal / Corporate Guarantees	
	* Extent of control over cash flow	
VIII.	Defaults in term commitments / lease rentals / others	
IX.	Any other special information like court cases, statutory dues, major defaults, adverse internal / external audit observations	

Part - IV

Exposure Details – Derivatives Transactions

(Rs. in crore)

Sr. No.	Nature of the derivatives Transactions	Notional Amount of contracts	Weighted - average maturity of contracts	Amount of positive MTM for the bank (Not due for settlement)	Amount of contracts classified as NPA	Notional Amount of outstanding contracts which have been restructured	Major reasons for restructuring (in brief)
A.	Plain Vanilla Contracts						
1.	Forex Forward contracts						
2.	Interest rate Swaps						
3.	Foreign Currency Options						
4.	Any other contracts (Please specify)						
B.	Complex derivatives including various types of option combinations designed as cost reduction/zero cost structures						
1.	Contracts involving <u>only</u> interest rate derivatives.						
2.	Other contracts including those involving foreign currency derivatives						

3.	Any other contracts (Please specify)						
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Part – V

Un-hedged foreign currency exposures of the borrowee with currency-wise details

(Rs. in crore)

I	Short term exposures (less than one year)	
(a)	Long positions	
(b)	Short positions	
(c)	Net short- term exposure (a-b)	
II	Long term exposures (one year and beyond)	
(a)	Long positions	
(b)	Short positions	
(c)	Net long-term exposure (a-b)	
III	Overall Net Position (I –II) for each currency (Please give Overall Net Position in this format for each currency)	
IV	Overall Net Position across all currencies	

Part – VI

Experience with the borrower

I.	Conduct of funded facilities (based on cash management / tendency to overdraw)	
II.	Conduct of contingent facilities (based on payment history)	
III.	Compliance with financial covenants	
IV.	Company's internal systems & procedures	
V.	Quality of management	
VI.	Overall Assessment	
(The above to be rated as good, satisfactory or below par only)		
(*) Broad guidelines for incorporating comments under this head is furnished in the next page		

**Broad Guidelines for Incorporating Comments under Part - VI
(Experience) of the Credit Information Report**

		Good	Satisfactory	Below Par
I.	Conduct of funded facilities			
	* Over-drawings (No. of times)	Upto 4 times	5 to 6 times	Above 6 times
	* Average period of adjustment	Within 1 month	Within 2 months	Beyond 2 months
	* Extent of overdrawings (% of limit)	Upto 10%	10 to 20%	Above 20%
II.	Conduct of contingent facilities (Other than Derivatives)			
	* No. of Defaults	Upto 2 times	3 to 4 times	Above 4 times
	* Average period of adjustment	Within 1 week	Within 2 weeks	Beyond 2 weeks
III	Conduct of Derivatives Transactions			
	* No. of contracts where the positive MTM value due to the bank remained overdue for more than 30 days	<25% of total number of contracts	25-50% of total number of contracts	> 50% of total number of contracts
	* No. of contracts where the positive MTM value due to the bank remained overdue for more than 90 days and the account had to be classified as NPA (but later on regularized and is not NPA as on the date of exchange of information) Note: All cases where any of the contracts has been classified as NPA and continues to be NPA as on the date of the exchange of information should be shown as Below Par)	<1% of total number of contracts	1-5% of total number of contracts	> 5% of total number of contracts
	* No. of contracts restructured during the relevant period	<25% of total number of contracts	25-50% of total number of contracts	> 50% of total number of contracts
IV.	Compliance with financial covenants			
	* Stock statement / Financial data	Timely	Delay upto 15 days	Delay over 15 days
	* Creation of charge	Prompt	Delay upto 2 months	Delay over 2 months

V. Company's internal systems and procedures				
*	Inventory Management	Adequate systems are in place	Adequate systems are in place but not adhered	Adequate systems are not in place
*	Receivables Management	- do -	- do -	- do -
*	Resource Allocation	- do -	- do -	- do -
*	Control over Information	- do -	- do -	- do -
VI. Quality of management				
*	Integrity	Reliable	Nothing adverse	Cannot be categorized in previous columns
*	Expertise Competence / Commitments	Professional & visionary	Have necessary experience	-do-
*	Tract Record	Timely	Executions /	-do-

Annex - III

Part - I

Diligence Report

To,

The

Manager,

_____ (Name of the Bank)

I / We have examined the registers, records, books and papers of _____ Limited (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder, the provisions of various statutes, wherever applicable, the provisions contained in the Memorandum and Articles of Association of the Company as well as the provisions contained in the Listing Agreement/s, if any, entered into by the Company with the recognized stock exchange/s, as may be applicable for the half year ended on _____. In my / our opinion and to the best of my / our information and according to the examination carried out by me / us and explanations furnished to me / us by the Company, its officers and agents. I / We report that in respect of the aforesaid period :

1. (a) The management of the Company is carried out by the Board of Directors comprising the following persons :

(b) During the period under review the following changes took place :
2. (a) The shareholding pattern of the company is as under :

(b) During the period under review the following changes took place:
3. The company has altered the following provisions of
 - (i) the Memorandum of Association during the period under review and has complied with the provisions of the Act.
 - (ii) the following Articles of Association during the period under review and has complied with the provisions of the Act.
4. The company has during the period under review, entered into the following transactions with business entities in which directors are interested.
5. The company has during the period under review, advanced loans, given guarantees and provided securities amounting to Rs. _____ to its directors and / or persons or firms or companies in which directors are interested.
6. The Company has during the period under review, made loans and investments; or given guarantees or provided securities to other business entities as under :
7. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the period under review is / are within the borrowing limits of the Company. The break-up of the company's borrowings is as under:
8. The Company has during the period under review, not defaulted in the repayment of any public deposits or unsecured loans and the Company or its Directors are not under the Defaulter's list of Reserve Bank of India or in the Specific Approval List of ECGC.
9. The Company has during the period under review, created, modified or satisfied charges on the assets of the company as under :
10. The Forex Exposure and Overseas Borrowings of the company are as under"

11. The Company has issued, offered and allotted all the securities to the persons entitled thereto and has also issued letters, coupons, warrants and certificates thereof to the concerned persons and also redeemed its preference shares / debentures and bought back its shares (wherever applicable) in compliance with the specified procedures and within the stipulated time.
12. The Company has insured all its assets including the secured assets.
13. The Company has complied with the terms and conditions, set forth by the lending institution at the time of availing the facility and also during the currency of the loan and has utilized the funds for the purposes for which these were borrowed.
14. The Company has declared and paid dividends to its shareholders as per the provisions of the Companies Act, 1956.
15. The Company has paid all its statutory dues and that there are no arrears.
16. The Company has complied with the provisions stipulated in Section 372 A of the Companies Act in respect of its Inter Corporate loans and Investments.
17. The Company has complied with the applicable and mandatory Accounting Standards issued by the Institute of Chartered Accountants of India.
18. The Company has credited and paid to the Investor Education and Protection Fund all the unpaid dividends and other amounts required to be so credited.
19. A list of prosecutions initiated against or show cause notices received by the Company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the Company in such cases is attached.
20. The Company has complied with the various clauses of the Listing Agreement, if applicable.
21. The Company has deposited both Employees' and Employer's contribution to Provident Fund with the prescribed authorities.

Note : The qualification, reservation or adverse remarks, if any, may be stated at the relevant place(s).

Place :

Signature :

Date :

Name of Company Secretary :

C.P. No.:

Part - II

Certification of Borrowal Companies by Chartered Accountants / Company Secretaries

- i. Terms of reference for stock audit are to be spelt out clearly by the Banks, so that the Chartered Accountants can give focused attention to such areas.
- ii. End-use verification of funds lent, if certified by Statutory Auditors, will be a good comfort to the Banks.
- iii. As Banks quite often deal with unlisted companies, disclosure requirements for such companies above a specific turnover may be made akin to those for listed companies, viz. consolidated balance sheet, segmental reporting etc. Information on large shareholding also will be useful.
- iv. Further, the following additional certification either from Chartered Accountant or Company Secretary may also be thought of :-
 - (a) Company Directors not figuring in defaulters list (RBI / ECGC) / willful defaulters list etc.)
 - (b) Details of litigation above a specified cut off limit.
 - (c) A specific certificate, probably from the Company Secretary, regarding compliance with Sec. 372 (a) of the Companies Act.
 - (d) Details of creation / modification / satisfaction of charges on the assets of the company, position regarding insurance, show cause notices received, finds and penalties awarded.
- v. As regards rotation of Auditors, for the sake of operational convenience, it is suggested they may be changed once every 5 years instead of every 3 years.
- vi. In order to avoid concentration, group companies may have different Statutory / Internal Auditors in case group turnover exceeds Rs.100 crores.