SIMULEGUM

jsa
advocates & solicitors

Certificate Course on **Banking & Finance**

8 Weeks Certificate Course

Certificate of Appreciation/Participation

Internship to Top Performers at JSA's Discretion

Starting 19th **August 2023**

Up-to 15 hours of Practical Oriented Learning

12 Partners from JSA

Aditi Sehgal	Megha Saraf	Pratish Kumar	Nand Gopal Anand	Utsav Johri	Aashit Shah	Anish Mashruwala	Tirthankar Datta	Anjana Potti	Utkarsh Bandhu	Abhishek Ray	Sumitava Basu

1. Introduction to Banking Law

- Basic concepts:
  - Loans / debt / borrowing
  - Security
  - Guarantee
  - Event of default
  - Rights and remedies of lenders
- Applicable laws
- Different regulators
- Different type of lenders
- Different types of debt / borrowings

1.5 hours

2. Anatomy of a Loan Agreement

- Introduction to financing transaction structure
- Overview of loan agreement
  - Operational mechanics
  - Obligations
  - Boilerplates
- Operational mechanics
  - Description of the facility
  - Purpose
  - Conditions of Drawdown
    - Conditions Precedents
    - Conditions Subsequent
    - Other Conditions
  - Repayment
  - Prepayment
  - Intertest
  - Tax gross-up/deduction
  - Indemnity
  - Costs and expenses
  - Transfer of loans
- Key Obligations
  - Representation and Warranties
    - Overview and negotiation strategy
    - Discussions on key reps
  - Covenants
    - Overview and negotiation strategy
    - Discussions on key covenants
  - Event of Default
    - Overview and negotiation strategy
    - Discussions on key EODs
- Key boilerplates
  - Notices
  - Severability
  - Confidentiality
  - Amendments and Waivers
  - Governing law and jurisdiction

1-1.5 hours

3. Security: Creation and Perfection Requirement

- Legal aspects of mortgage, hypothecation and pledge under the Indian laws
- Various types of mortgages under the Transfer of Property Act, 1882
- Pledge – physical shares and demat shares
- Ranking of security – exclusive, *pari passu* and sub servient
- Fixed security vs floating security
- Negative lien – Is it a security?
- Requirements under security documents
- Stamp duty on security documents
- Registration and other perfection requirements for security under the Indian laws
- Impact of non-registration of security
- Release / discharge of security
- Issues in relation to creation of security in cross-border loan transactions (ECB + ODI and FDI pledge)

1.5 hours

4. External Commercial Borrowings

- Introduction to ECBs
- Forms of ECBs
- Key Parameters under ECB Framework
  - Recognised Lenders
  - Eligible Borrowers
  - Pricing
  - Minimum Average Maturity Period
  - End Use Restrictions
  - Borrowing Limit
  - Hedging
- Security and Guarantees
- Key Filings
- Practical Considerations
  - Transaction Structure
  - Process of availing ECB
  - Prepayment or refinancing
  - Change in certain terms of the ECB
  - ECB with green shoe option

1.5 hours

5. Non-convertible Debentures

- Basic concepts: What is a debenture?
- Types of Investors
- Documents
- Differences between Listed and Unlisted NCDs
- Stamp Duty
- Issue and Allotment Process
- Corporate Authorisations
- Companies Act Requirements
- SEBI Regulations
- Ongoing Compliances for Listed NCDs
- Investment Conditions by FVCI/FPIs/AIFs

1.5 hours

6. Project Finance

- Introduction to Project Finance – Distinction between Project and Project Financing
- Various types of Project Finance transactions
- Unique features of Project Finance transactions and differences from other types of loans/ financings
- Various types of security package and collateral provided to secure a Project Financing loan
- Various consents and approvals to be obtained for a Project Financing transaction
- Typical financing and security documentation for a Project Financing transaction
- Case Study

1.5 hours

7. Trade Finance

- Introduction to Trade Finance
- General Trade Finance
- Domestic and Cross Border
- Export Advance / APSAs
- Trade Credit: Buyer's Credit and Supplier's Credit
- Import Factoring and Export Factoring
- Supplier Chain Finance Programs
- Transaction Structures and Case Studies

1.5 hours

8. Securitisation

- Introduction – Definition, purpose, advantages, and benefits
- Legal Framework – SARFAESI, RBI Guidelines, SEBI Framework and Companies Act
- Main Players – Originator, SPV, Investor and Trustee
- Types of Assets – Standard (ABS and MBS) NPA and other assets
- Key Steps – Asset Pooling, Creation of Vehicle, Transfer of Assets, Issuance of PTCs, Servicing and Collection of Cash Flows, Reporting
- Regulatory Aspects
- Case Studies

1.5 hours

9. Real Estate Finance

- Real Estate – Nature and Considerations
- Residential
- Commercial
- Mixed Use
- Warehousing and Logistics
- Refresher on Legal Concepts of Lending
- Debt Obligations
- Repayment and Prepayment
- Interest
- Mortgage, Hypothecation, and Pledge
- Guarantee and other Contractual Comfort
- Regulatory Aspects
- Limits and Permissions
- End Use
- Cash Flows
- RERA
- Typical Funding and Security Structures
- Structured Funding to the Real Estate Sector
- Insolvency and Enforcement - the law and practice

1.5 hours