**ANNEXURE- I**

**ISSUE OF COMMERCIAL PAPER (CP):**

 **FORMAT OF LETTER OF OFFER**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **PART I** |  |  |  |  |  |
| • | Proposed Date Of Issue | : |  |  |  |  |
| • | Credit Rating For CP | : | CRA - 1  |  | CRA-2 |  |
| • | Date of Rating | : |  |  |  |  |
| • | Validity for issuance | : |  |  |  |  |
| • | Validity period for rating | : |  |  |  |  |
| • | For Amount | : |  |  |  |  |
| • | Conditions (If Any) | : |  |  |  |  |
| • | Exact purpose Of Issue of CP | : |  |  |  |  |
| • | Credit Support (If Any) | : |  |  |  |  |
| • | Description of Instrument | : |  |  |  |  |
| • | Amount | : |  |  |  |  |
| • | Issued By | : |  |  |  |  |
| • | In Favour of | : | ISSUER OF CP / HOLDERS OF CP |  |
| • | Net Worth of the Guarantor Company | : | (name and address) |  |
|  | Names of Companies To Which Guarantor Has Issued Similar Guarantee  | : |  |  |  |  |
|  | Extent of The Guarantee Offered By The Guarantor Company | : |  |  |  |  |
|  | Conditions Under Which The Guarantee Will Be Invoked | : |  |  |  |  |
| • | Details of Current Tranche: | : |  |  |  |  |
|  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| ISIN | AMOUNT | MATURITY DATE | CURRENT CREDIT RATING | VALIDITY PERIOD OF RATING | CRA |
|  |  |  |  |  |  |

  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| • | Issuing and Paying Agent | : | (name and address) |  |
|  |  | : |  |  |  |  |
|  | Market Conventions | : | FIMMDA CONVENTIONS |  |
|  | CP Borrowing Limit : | : |  |  |  |  |
|  | Supporting Board Resolution for CP Borrowing - Resolution Dated  | : |  |  |  |  |
|  |  |  |  |  |  |  |
|  | Total CP Outstanding (As on Date) : | : |  |  |  |  |
|  | Details of CPs issued during the last 15 months: \* | : |  |  |  |  |
|  |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ISIN | ISSUE DATE | AMOUNT | MATURITY DATE | AMOUNT O/S | IPA | CRA | RATING | RATED AMOUNT |
|  |  |  |  |  |  |  |  |  |

 |
|  | \* Issuer’s liability under the CP will continue beyond due date, in case the CP is not redeemed on due date. |
|  | Details Of Other Debt Instruments Outstanding :  |  |  |  |  |  |
|  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| ISIN | ISSUE DATE | AMOUNT | MATURITY DATE | AMOUNT O/S |
|  |  |  |  |  |
|  |  |  |  |  |

 |
|  |  | : |  |  |  |  |
|  | Bank fund based facilities from banks/Financial institutions, if any :  | : |  |  |  |  |
|  |

|  |  |  |  |
| --- | --- | --- | --- |
| Name of the bank | Nature of facility | O/S amount/Limit | Asset classification |
|  |  |  |  |
|  |  |  |  |

 |
|  |  |  |  |  |  |  |
|  | Name And Address of Issuer | : |  |  |  |  |
|  | Line of Business | : |  |  |  |  |
|  | Chief Executive (Managing Director / President/ CEO / CFO/ Top Most Executive) |  |  |  |  |  |
|  | Group Affiliation (If Any) | : |  |  |  |  |
|  |  |  |  |  |  |  |
|  | Financial Summary |  | CURRENT YR | PREVIOUS YR |
|  |  |  | Last Q/ HY  | Year - 1 | Year - 2 | Year - 3 |
| • | Equity |  |  |  |  |  |
| • | Net worth |  |  |  |  |  |
| • | Investment In Subsidiaries/Affiliates  |  |  |  |  |  |
| • | Total Debt Outstanding -Short Term (< 1 Year) |  |  |  |  |  |
|  |  -Other Debt |  |  |  |  |  |
| • | Gross Income |  |  |  |  |  |
| • | Operating Profit (PBITD)  |  |  |  |  |  |
| • | Gross Profit (PBTD) |  |  |  |  |  |
| • | Net Profit (Post Tax) |  |  |  |  |  |
|  | Audit Qualifications (If Any) : |  |  |  |  |  |
|  | Material Litigation, If Any: |  |  |  |  |  |
|  | Regulatory Strictures, If Any : |  |  |  |  |  |
|  | Details of Default of CPs, Including Technical Delay in Redemption During Past Three Years: |  |  |
|  |  |  |  |  |  |  |
|  | Authorised Signatory of the Issuer : |  |  |  |
|  | Date  | : |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  | Original / Authenticated Copy Of Any Document Related To Above Information Will Be Made Available To The Investors On Request |  |

|  |  |
| --- | --- |
|  |  |

**ANNEXURE– III**

**Format (Specimen) of Jumbo Usance Promissory Note)**

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Specimen Copy STAMP DUTY

============= APPLICABLE UNDER

Sr No: INDIAN STAMP ACT, 1899

Xyz LTD

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(NAME OF ISSUING COMPANY/INSTITUTION)

Issued at Mumbai Date of issue:

(PLACE)

Date of Maturity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_without days of grace

*(If such date happens to fall on a holiday, payment shall be made on the immediate preceding Mumbai business day)*

*For value received\_\_\_\_Xyz Ltd \_\_\_\_\_\_\_\_\_\_\_\_hereby*

*(NAME OF THE ISSUING COMPANY/INSTITUTION*

***\****

*promises to pay -------------------------------- or their order (NAME OF INVESTOR)*

*UPON maturity date as specified above the sum of Rs. ……………………………*

*(Rupees One Hundred Crores only) upon presentation and surrender of the Commercial Paper at \_ABC Bank Mumbai\_\_\_\_*

*Note the below mentioned wording should appear within the marked block “Issuer has created electronic security against the UPN with NSDL (depository) bearing ISIN Number for the credit of investors account with DPs stated in Issuers letter dated … and this document is not available for trade in secondary market”*

*(NAME OF ISSUING AND paying agent)*

*For and on behalf of \_xyz LTD.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*

*NAME OF THE ISSUING COMPANY/INSTITUTION*

*AUTHORIZED SIGNATORY*

*Andhra Bank – 10.00 cr*

|  |  |  |
| --- | --- | --- |
| *ICICI Bank* | *-* | *80.00 cr.* |
| *IDBI Bank* | *-* | *10.00 cr* |
| *Total Rs.* | *100.00 crs* ***\**** |

For xyz Ltd. (AUTHORIZED SIGNATORY)

\* In above case stamp duty on FV Rs.100.00 Crs applicable for 6 months CP would be required to be affixed

**ANNEXURE –IV**

**Format of IPA Certificate**

IPA BANK’s NAME & ADDRESS

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  Date:\_\_\_\_\_\_\_\_\_\_\_ | ` |
| ToTHE INVESTORS IN COMMERCIAL PAPER |  |  |
| **IPA’s CP Securities A/C Details** |  |
| REF NO : | ISIN CODE : | **DP Name** |  |
| **DP ID** |  |
| MV of CP : Rs. | Units \_\_\_\_\_ |  |
| **Client Name** |  |
|  | **Client ID** |  |
| (1 unit = Rs.5.00 lacs) |  |
|  |  |

We hereby confirm that (issuer entity) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, the Issuers have appointed us as the Issuing and Paying Agent (IPA) for the CP under reference.

We have a valid IPA agreement with the issuer.

We have verified the documents viz:

1. Board Resolution of the Issuers authorizing the issue of CP
2. Details of Credit rating letters:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| CRA | Rating letter dt | Validity for issuance | Rating | Validity period for rating | Ceiling Amt |
| (1) | (2) | (3) | (4) | (5) | (6) |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

1. Details of Credit rating letter considered for ceiling and CPs issued thereunder:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| CRA | Rating letter dt | Validity for issuance | Rating | Validity period for rating | Ceiling Amt | out of (6) CPs issued and o/s  | CP issued now | Balance available(6-7-8) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|  |  |  |  |  |  |  |  |  |

1. Offer letter of issuer dated \_\_\_\_\_\_\_\_\_\_\_\_\_.

and certify that the documents are in order. Certified copies of original documents are held in our custody.

**We hold:**

1. Board resolution authorizing borrowal through CP issuance up to Rs. \_\_\_\_\_\_\_\_\_\_ Crores.
2. Original of duly stamped Jumbo Commercial Paper.
3. Original of Unconditional Credit Enhancement letter issued by Bank/ FI/Corporate for an amount covering this issue represented by ISIN number (above), (wherever applicable) and

 **We have obtained from the issuers:**

Confirmation that they have complied with Reserve Bank of India (RBI) requirements in respect of minimum net worth, wherever applicable, that their borrowings from all Banks/FIs are classified as standard assets, and further that the amount raised by means of CP including old outstanding is within the ceiling stated in the relevant letter of credit rating and powers delegated by board of issuer company, whichever is lower.

**Redemption:**

We will make the redemption payment, subject to the availability of funds in the CP issuer’s account, to the holders of CPs as at the end of one working day prior to the maturity date of CP as per the BENPOS report received from the depositories.

 SIGNATURTE OF AUTHORISED OFFICIAL

**ANNEXURE-V**

**FORMAT OF DEAL CONFIRMATION / CONTRACT NOTE**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **DATE OF CONTRACT** | : |  |  |  |
|  | **CP (MATURITY VALUE)** | : Rs. | **DUE DATE \*** : |  |
|  | **PRICE** | : Rs. | **DISC. RATE** : | % p a |
|  | ISSUE REFERENCE | : |  | ISIN CODE : |
|  | CREDIT RATING | : |  | ISSUED BY: ISSUED BY: |
| • | DATE OF RATING |  | : |  |  |
| • | VALIDITY FOR ISSUANCE |  | : |  |  |
| • | VALIDITY PERIOD FOR RATINGFOR AMOUNT |  | : |  |  |
| • | CONDITIONS (if any) |  | : |  |  |
|  | CREDIT SUPPORT (if any) | : |  |  |  |
| • | DESCRIPTION OF INSTRUMENT |  | : |  |
| • | AMOUNT |  | : |  |  |
| • | ISSUED BY |  | : |  |  |
| • | IN FAVOUR OF |  | : | *ISSUER OF CP / HOLDERS OF CP* |
| • | CONDITIONS IF ANY |  | : |  |  |

ISSUING AND PAYING AGENT : (name and address)

**\* Issuer’s liability under the CP will continue beyond due date, in case the CP is not redeemed on due date, even if the CP is in demat.**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | SELLER OF CP |  | : |  |
|  | PURCHASER OF CP |  | : |  |
|  | **SETTLEMENT INSTRUCTIONS** |  |  |
|  | VALUE DATE |  |  |  |
|  | FUNDS | -Please Credit to (A/c Details) /Issue DD/P.O fvg for Rs. |
|  |  |  |  |  |
|  | CP | -Please deliver to (DP A/c details) |
|  | MARKET CONVENTIONS |  | : | FIMMDA CONVENTIONS |
|  | ***THE DEAL IS DONE BY*** |  |  |  |
|  | *(ON BEHALF OF SELLER)* |  |  MR./MS. |
|  | *(ON BEHALF OF PURCHASER)* | MR./MS. |
|  | ON *(TRADE DATE*) |  | AT *(TIME)* | *OVER PHONE / IN PERSON* |

*NO RECOURSE IS AVAILABLE TO THE PURCHASER OF CP AGAINST PREVIOUS HOLDERS OF THE CP.*

THIS CONTRACT NOTE IS EXECUTED BY

(ON BEHALF OF SELLER OF CP) (ON BEHALF OF PURCHSER OF CP)

*NOTE: ISSUER IS THE SELLER OF CP IN CASE OF PRIMARY MARKET DEAL.*