5-DAY TRAINING PROGRAMME

Corporate Project Financing & Corporate Client Handling

Bhutan Regulatory, Legal & Compliance Perspective

Designed for banking, financial-services, corporate finance, relationship-management, credit, risk, legal/compliance and project-finance professionals dealing with corporate clients in Bhutan.

1. Course Overview

This five-day programme integrates corporate project financing with end-to-end corporate client handling. It covers project origination, client due diligence, credit assessment, financial modelling, security and documentation, tax and foreign-exchange considerations, AML/CFT, regulatory approvals, disbursement controls, monitoring and relationship management. The programme is aligned, where applicable, with Bhutan's Companies Act 2016, Royal Monetary Authority (RMA) prudential requirements, Foreign Exchange Rules and Regulations 2025, External Commercial Borrowing Guidelines 2025, AML/CFT framework, tax requirements, and corporate-regulatory processes.

2. Course Objectives

- Understand the complete corporate project-finance lifecycle from client acquisition to loan closure.
- Evaluate project feasibility, sponsor strength, repayment capacity, cash flows, DSCR, IRR, NPV and sensitivity risks.
- Apply Bhutan-specific corporate, banking, tax, foreign-exchange and AML/CFT compliance considerations.
- Structure appropriate debt, equity, quasi-equity, security packages, covenants and disbursement mechanisms.
- Strengthen corporate client handling, KYC/CDD, stakeholder communication, negotiation and credit presentation skills.
- Establish effective post-disbursement monitoring, early-warning indicators and covenant-compliance processes.
- Use practical case studies and documentation checklists to make financing decisions.

DAY 1 – Corporate Client Onboarding, Project Origination & Bhutan Compliance Framework

Module 1: Corporate project-finance landscape in Bhutan

- • Project finance versus corporate finance; limited/non-recourse concepts; sponsor-backed financing; greenfield vs brownfield projects.
- • Key stakeholders: sponsor, borrower/SPV, lenders, government authorities, contractors, advisers, insurers and off-takers.
- • Project-finance lifecycle: origination → screening → due diligence → appraisal → sanction → documentation → financial close → disbursement → monitoring → exit.

Module 2: Corporate client acquisition and relationship management

- • Client segmentation and mapping of promoters, directors, beneficial owners and key decision-makers.
- • Understanding client business models, funding objectives, project economics and strategic priorities.
- • Relationship-manager call planning, discovery questions, information requests and expectation management.

Module 3: Corporate legal and regulatory due diligence

- • Companies Act 2016: incorporation, constitutional documents, directors, board authority and corporate actions.
- • CRA processes and corporate records; verification of company status and authority.
- • Trade licence, sector approvals, land/asset ownership, project approvals and material contracts.

Module 4: KYC, CDD and AML/CFT

- • Customer identification, beneficial ownership, source of funds/wealth and risk classification.
- • PEP, sanctions and adverse-information considerations; enhanced due diligence.
- • Suspicious transaction escalation, record keeping and ongoing monitoring.

Practical exercise: Corporate-client onboarding pack and project-finance pre-screening checklist.

DAY 2 – Project Feasibility & Credit Appraisal

Module 5: Project feasibility assessment

- • Technical, commercial, market, legal, environmental, operational and implementation due diligence.
- • Project assumptions, capacity, utilisation, pricing, operating costs, working capital and capex.
- • Construction risk, completion risk, supply/off-take risk and sponsor capability.

Module 6: Credit assessment and risk rating

- • Sponsor assessment, historical financial analysis and projected cash flows.
- • Debt capacity, leverage, repayment sources, secondary repayment sources and downside cases.
- • Sensitivity and scenario analysis: interest rate, FX, capex overrun, delay, volume and price shocks.

Module 8: Credit proposal and decision-making

- • Structuring a credit memo; executive summary; key risks and mitigants.
- • Conditions precedent, financial covenants, information covenants and monitoring triggers.

DAY 3 – Financing Structure, Security, Documentation & Financial Close

Module 8: Project-finance structuring

- • Debt/equity mix; senior debt, subordinated debt, working-capital lines and bridge financing.
- • Tenor, grace period, amortisation, pricing, fees and repayment profile.
- • Matching debt service with project cash generation.

Module 9: Security and collateral framework

- • Immovable and movable security; pledge, hypothecation, mortgage and floating charges.
- • Collateral valuation, insurance, perfection and priority considerations.
- • Registration of company charges with CRA; timing and consequences of non-registration.

Module 10: Financing documentation

- • Term sheet, sanction letter, facility agreement, security documents, guarantees and undertakings.
- • Conditions precedent/subsequent, representations, warranties, covenants, events of default and remedies.
- • Inter-creditor and account-control concepts for multi-lender structures.

Module 11: Financial close and disbursement controls

- • CP checklist, legal opinions, corporate approvals, insurance and project approvals.

- • End-use verification, milestone-based drawdowns and payment controls.
- • Disbursement controls, account routing and documentary evidence.

DAY 4 – Tax, Foreign Exchange, ECB, Compliance & Corporate Client Handling

Module 13: Bhutan tax considerations in project financing

- • Corporate Income Tax / Business Income Tax concepts and tax-clearance considerations.
- • Interest expense, withholding/TDS considerations, GST implications and tax documentation.
- • Tax due diligence in project cash-flow modelling and financing structure.

Module 14: Foreign exchange and cross-border financing

- • Foreign Exchange Rules and Regulations 2025: foreign-currency transactions, cross-border flows and approval considerations.
- • External Commercial Borrowing Guidelines 2025: eligibility, structure, reporting, changes in terms and tax considerations.
- • FX risk identification, hedging considerations and debt-service implications.

Module 15: Compliance risk management

- • AML/CFT controls throughout origination, sanction, disbursement and monitoring.
- • Regulatory reporting, client-information integrity and audit trail.
- • Fraud, misrepresentation, conflicts of interest and conduct-risk scenarios.

Module 16: Advanced corporate client handling

- • Negotiating pricing, tenor, security and covenants without compromising credit discipline.
- • Managing difficult clients, delayed information, covenant breaches and project delays.
- • Communicating credit decisions, conditions and remediation plans professionally.

DAY 5 – Project Monitoring, Early Warning, Restructuring & Capstone

Module 17: Post-disbursement project monitoring

- • Construction progress, cost-to-complete, cash-flow tracking and utilisation monitoring.
- • DSCR/covenant testing, management accounts, audited financials and project MIS.
- • Site visits, engineer reports, insurance, permits and milestone verification.

Module 18: Early-warning indicators and risk escalation

- • Cost overruns, delays, declining sales, liquidity stress, covenant breaches and sponsor deterioration.
- • Watch-listing, remedial action, escalation matrix and management reporting.

Module 19: Restructuring, workout and recovery considerations

- • Waiver versus restructuring; tenor extension, repayment rescheduling and additional security.
- • Viability assessment, stakeholder coordination and documentation of revised terms.
- • Enforcement and recovery considerations subject to applicable Bhutanese law and contractual rights.

Module 20: Corporate client relationship strategy

- • Portfolio profitability, cross-sell opportunities, client retention and risk-adjusted returns.
- • Relationship review dashboard: exposure, utilisation, profitability, compliance, risk grade and pipeline.

Module 21: Integrated capstone case study

- • Full corporate-project financing case: client onboarding → feasibility → model → credit memo → term sheet → security → compliance → monitoring plan.
- • Group presentations to a simulated credit committee.
- • Individual/group feedback and action plan.