

Bulletin #: 4

Policy on Business and Relationship Management

Effective Date: 12 September 2012

Version: 1

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I. INTRODUCTION

A. General Principles

1. All discussions with an issuer and the originator, arranger, sponsor, servicer or any other party that interacts with India Ratings on behalf of the issuer, including any person directly or indirectly linked to that issuer by control (collectively, the issuer's Agents) concerning rating fees and fee arrangements must be handled by members of the Business and Relationship Management (**BRM**) team. Although it is generally not possible to prevent issuers and their Agents from raising issues concerning fees with analysts, in such cases analysts must refer these inquiries to a member of the relevant BRM team.
2. Access to, and dissemination of, detailed fee information (at the issuer and transaction level) is limited to appropriate members of the BRM teams, India Ratings finance and accounting staff and, if requested, members of the Legal and Compliance Groups.
3. Receipt of group-level financial information — including revenues, P&L and market share data — is limited to Group Heads, appropriate members of the BRM teams and, if requested, members of the Legal and Compliance Groups.
4. Group heads may be consulted by BRM staff in developing revenue budgets, as part of the regular and ongoing financial reviews, in revising relevant fee schedules, and to understand the complexity of innovative transactions for fee-setting purposes.
5. Exceptions to this policy must be approved in advance by the CEO. However, no exceptions may be granted that conflict with the provisions of Sections 1.A.1, 1.A.2 or 1.A.3 of this policy.

II. FEE NEGOTIATION AND THE COMMENCEMENT OF THE ANALYTICAL PROCESS

A. Structured Finance

The following principles must be followed for all structured finance mandates:

1. Members of either the BRM team or the relevant analytical team may receive deal information from the issuer and/or its Agents. Whichever team receives the information is responsible for entering it into the appropriate database.
2. BRM is responsible for pricing each request for rating services and for entering the fee into the appropriate India Ratings system.
3. Only BRM staff may communicate with the issuer and/or its Agents regarding fees and other commercial terms relating to India Ratings' rating services.
4. Once all commercial terms are agreed, BRM is responsible for notifying the analytical team that they may start the assessment or rating assignment. This notification must make clear which analytical product is to be provided.
5. All questions regarding specific fees or general pricing policy received by credit analysts must be forwarded to the appropriate contact within BRM for resolution.

B. Corporate and Public Finance

The following principles must be followed for all corporate and public finance rating mandates:

1. BRM is responsible for pricing each request for rating services and for entering the fee into the appropriate India Ratings system.
2. Only BRM staff may communicate with the issuer and/or its Agents regarding fees and other commercial terms of India Ratings' rating services.
3. Once all commercial terms are agreed, BRM is responsible for notifying the analytical team that they may start the assessment or rating assignment. This notification must make clear which analytical product is to be provided.
4. All questions regarding specific fees or general pricing policy received by credit analysts must be forwarded to the appropriate contact within BRM for resolution.

III. THE PREPARATION AND DISSEMINATION OF REVENUE, BUDGET AND MARKET SHARE INFORMATION

A. Revenue and Budget Data

1. Finance and accounting staff may only provide and discuss information concerning individual fees for issuers and transactions with members of BRM and, if requested, the Legal and Compliance Groups.
2. BRM is responsible for preparing projected monthly revenue estimates and for providing these estimates to Accounts.
3. BRM is responsible for preparing annual budgets and fee schedules in consultation with appropriate global and regional group heads.
4. Finance and accounting staff are responsible for producing sector and group-level revenue information. This information may only be shared with applicable BRM staff, global and regional analytical group heads and, if requested, members of the Legal and Compliance Groups.

B. Market Share Information

1. Since considerations of market share and other business interests must not influence ratings, criteria, methodology or models, the distribution of consolidated market share

information must be limited to members of the BRM team, finance and accounting staff, global and regional analytical group heads and, if requested, members of the Legal and Compliance Groups.

IV. INTERACTION WITH ISSUERS, BANKERS AND INVESTORS

A. Interactions with Issuers

1. Any meetings, discussions or other interactions organized for the sole purpose of enabling India Ratings to secure new business, or future business from existing issuers, must be led by a member of the BRM team.
2. Analytical staff typically titled Director or above may attend meetings, discussions and interactions arranged solely to secure new or future business, but only for the purpose of discussing analytical views and credit considerations. Each regional group head has discretion to limit such participation to the level of Senior Director or higher.
3. No fee discussions may occur at any meetings, discussions or other interactions where analytical staff are present. Thus, as necessary, analytical staff must excuse themselves from the discussions.
4. If a meeting, discussion or other interaction is intended to cover both analytical and business topics, a BRM representative must attend. Analytical staff typically titled Director or above may attend unless the relevant group head has limited such participation to analytical staff titled Senior Director or higher. However, no fee discussions may occur while analytical staff are present. Thus, as necessary, analytical staff must excuse themselves from the discussions.
5. If a meeting is intended to cover only analytical topics, such as annual credit reviews, special reports or criteria or rating methodologies, BRM staff are not required to be present. However, they may attend where appropriate to address new developments at India Ratings, such as an expansion of India Ratings' rating coverage or India Ratings' impact in the market. Where broad topics of this nature regarding India Ratings itself are discussed with issuer management, they should form a discussion clearly separated from that carried out on analytical topics.
6. All inquiries regarding commercial issues received from issuers by analysts must be forwarded to, and addressed by, the appropriate person within BRM.
7. With the prior approval of their regional group head, analytical staff may invite an issuer's employee(s) to be their guest at appropriate business entertainment events (e.g., a business meal). No fee discussion or solicitation of new or future business may occur during the event. Analytical staff may seek reimbursement for the event in accordance with India Ratings' reimbursement policy.

B. Interaction with Agents

1. Any meetings, discussions or other interactions organized for the sole purpose of enabling India Ratings to secure new business or future business from Agents must be led by a member of the BRM team.
2. Analytical staff typically titled Director or above may attend meetings, discussions and interactions arranged solely to secure new or future business, but only for the

- purpose of discussing analytical views and credit considerations. Each group head has discretion to limit such participation to the level of Senior Director or higher.
3. No fee discussions may occur at any meetings, discussions or other interactions where analytical staff are present. Thus, as necessary, analytical staff must excuse themselves from the discussions.
 4. If a meeting, discussion or other interaction is intended to cover both analytical and business topics, a BRM representative must attend. Analytical staff typically titled Director or above may attend unless the relevant regional group head has limited such participation to analytical staff titled Senior Director or higher. However, no fee discussions may occur while analytical staff are present. Thus, as necessary, analytical staff must excuse themselves from the discussions.
 5. If a meeting is intended to cover only analytical topics, such as annual credit reviews, research for special reports or criteria or rating methodologies, BRM staff are not required to be present. However, they may attend where appropriate to address new developments at India Ratings, such as an expansion of India Ratings' rating coverage or India Ratings' impact in the market. Where broad topics of this nature regarding India Ratings itself are discussed with Agents, they should form a discussion clearly separated from that carried out on analytical topics.
 6. All inquiries regarding commercial issues received from Agents by analysts must be forwarded to, and addressed by, the appropriate person within BRM.
 7. With the prior approval of their regional group head, analytical staff may invite an Agent's employee(s) to be their guest at appropriate business entertainment events (e.g. a business meal). No fee discussion or solicitation of new or future business may occur during the event. Analytical staff may seek reimbursement for the event in accordance with India Ratings' reimbursement policy.

C. Interactions with Investors

1. Analytical staff are encouraged to be responsive to investor inquiries and should proactively interact with investors on analytical topics.
2. Analysts should refer to Section XXI of the relevant Credit Bulletin 2 (Rating Process Manual) for further instruction.
3. Associate Directors and above may attend one-on-one investor meetings.
4. With the prior approval of their regional group head, analytical staff may invite an investor's employee(s) to be their guest at appropriate business entertainment events (e.g., a business meal). No fee discussion or solicitation of new or future business may occur during the event. Analytical staff may seek reimbursement for the event in accordance with India Ratings' reimbursement policy.
5. All interaction must be documented in the appropriate Relationship Management System.

D. Conferences and Business Networking Events

1. Analytical staff titled Associate Director or above may speak at conferences, subject to the provisions of this policy, Section XXI of the relevant Credit Bulletin 2 (Rating Process Manual) and the approval of their regional group head.

2. Any analytical staff may attend conferences subject to the approval of their line manager.
3. Analytical staff titled Associate Director or above may attend receptions and social events hosted by issuers or bankers that are widely attended by a broad range of market participants subject to the approval of their line manager and subject to India Ratings' Confidentiality, Conflicts of Interest and Securities Trading Policy.

If an analyst has any question regarding this policy, the analyst shall address the question to his or her respective Group Head.