



CRISIL RATINGS

CODE OF CONDUCT

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Introduction

CRISIL Ratings' mission is to provide high-quality, objective, independent, and rigorous analytical information to the marketplace. In order to achieve its mission, CRISIL Ratings strives for analytic excellence at all times, evaluates its rating criteria, methodologies and procedures on a regular basis, and modifies or enhances them as necessary to respond to the needs of the Indian capital markets.

CRISIL Ratings endeavours to conduct the rating and surveillance processes in a manner that is transparent and credible and that also ensures that the integrity and independence of such processes are not compromised by conflicts of interest, abuse of confidential information or other undue influences.

This Code of Conduct (the "Code") replaces the CRISIL Ratings Code of Conduct dated December 2006. CRISIL Ratings has updated this Code and amended it in order to align its policies and procedures with the amendments in Code of Conduct Fundamentals for Credit Rating Agencies published in December 2004, as amended in May 2008 (the "IOSCO Code"), by the International Organization of Securities Commissions ("IOSCO"). As requested by the IOSCO Code, exceptions to the IOSCO Code are set forth in Section 7 of this Code.

In order to disclose this Code to the public, this Code is available without charge to the public on CRISIL's public website, www.crisil.com.

However, by making this Code available to the public, CRISIL Ratings does not assume any responsibility or liability to any third party arising out of or relating to this Code. This Code shall not form a part of any contract with any third party and no third party shall have any right (contractual or otherwise) to enforce any of this Code's provisions, either directly or indirectly. CRISIL Ratings in its sole discretion may revise this Code to reflect changes in market, legal and regulatory circumstances and changes to CRISIL Ratings' controls, policies and procedures.

CRISIL Ratings expects all employees to comply with this Code and the related policies, procedures, and guidelines. Any exceptions to this Code or the related policies, procedures, and guidelines should be approved in writing by the Senior Director in charge of CRISIL Ratings or her/his designee who shall be responsible for the interpretation of this Code and the related policies, procedures, and guidelines. Each year all CRISIL Ratings employees shall be required to read the Code and affirm their compliance with the Code and all related CRISIL Ratings policies and guidelines by signing an Affirmation Statement.

Failure to comply with this Code and the related policies, procedures, and guidelines could be sufficient reason for disciplinary action, including discharge and possible legal sanctions.

Capitalised terms used herein are defined in Section 5 of this Code.

What are Ratings?

Ratings are current opinions regarding the future creditworthiness of issuers or issues. Ratings are based on information supplied to CRISIL Ratings by the issuer or its agents and information obtained by CRISIL Ratings from other sources it considers reliable. CRISIL Ratings relies on the Issuer, its accountants, counsel, advisors and other experts for the accuracy, completeness and timeliness of the information submitted in connection with the rating and surveillance processes.

Ratings do not constitute investment, financial or other advice. Ratings are not recommendations to purchase, hold or sell a particular security or to make any other investment decision. Ratings and other opinions do not comment on the suitability of an investment for a particular investor and should not be the only factor that is relied on when making any investment decision. CRISIL Ratings does not act as an investment, financial, or other advisor to, and does not have a fiduciary relationship with, an issuer, investor or any other person.

CRISIL Ratings is not obligated to perform any due diligence or independent verification of any information submitted to, or obtained by, CRISIL Ratings in connection with the rating and surveillance processes. CRISIL Ratings does not perform an audit and does not undertake to verify that the information submitted to, or obtained by CRISIL Ratings is complete. Ratings are not verifiable statements of fact. The assignment of a rating to an issuer or an issue by CRISIL Ratings should not be viewed as a guarantee of the accuracy, completeness, or timeliness of the information relied on in connection with the rating or the results obtained from the use of such information.

CRISIL Ratings reserves the right at any time to suspend, modify, lower, raise, or withdraw a rating or place a rating on Rating Watch in accordance with its policies, guidelines, and procedures.

1. Quality and integrity of the Rating Process

A. Quality of the Rating Process

- 1.1 Each rating shall be based on a thorough analysis of all information known to CRISIL Ratings and believed by CRISIL Ratings to be relevant to its analysis according to CRISIL Ratings' established criteria and methodology.
- 1.2 CRISIL Ratings shall use rating criteria and methodologies that take into consideration CRISIL Ratings' goal of maintaining rigorous analysis and systematic processes, and, where possible, result in ratings that can be subjected to some form of objective validation based on historical experience.
- 1.3 In assessing the creditworthiness of an issuer or issue, Analysts involved in the preparation or review of any Rating Action shall use criteria and methodologies established by CRISIL Ratings. Analysts shall consistently apply the then existing rating criteria and methodologies in the analytical process for any Rating Action, in each case, as determined by CRISIL Ratings.
- 1.4 Credit ratings shall be assigned by a vote of a rating committee comprising competent and experienced professionals and not by any individual Analyst. The composition of the Rating Committee shall be appropriate to meaningfully assess the risks that underlie the rating. Ratings shall reflect all information known, and believed to be relevant, to the rating committee, consistent with CRISIL Ratings' established criteria and methodologies. CRISIL Ratings shall use Analysts who, individually or collectively, have the appropriate knowledge and experience in developing a rating opinion for the type of credit being applied.

- 1.5 CRISIL Ratings shall maintain internal records to support its credit opinions for a reasonable period of time or in accordance with applicable law.
- 1.6 CRISIL Ratings and its Analysts shall take steps to avoid publishing any credit analyses or reports that contain misrepresentations or are otherwise misleading as to the general creditworthiness of an issuer or issue.
- 1.7 CRISIL Ratings shall ensure that it has and devotes sufficient resources to perform credible credit assessments for all issuers and issues it rates. When deciding whether to rate or continue rating an issuer or issue, CRISIL Ratings shall assess whether it is able to devote sufficient Analysts with sufficient skill sets to make a credible credit assessment, and whether its Analysts likely will have access to sufficient information needed in order to make such an assessment, including when the credit assessment involves a type of financial product presenting limited historical data. Although CRISIL Ratings undertakes no duty to audit or otherwise verify information it receives, CRISIL Ratings shall adopt reasonable measures so that the information it uses in assigning a rating is of sufficient quality to support a credible rating.
 - 1.7-1 CRISIL Ratings shall establish a review function made up of one or more senior managers with appropriate experience to review the feasibility of providing a credit rating for a type of structure that is materially different from the structures CRISIL Ratings currently rates.
 - 1.7-2 CRISIL Ratings shall establish and implement a rigorous and formal review function made up of one or more senior managers with appropriate experience that will periodically review the methodologies and models it uses and significant changes to them. Where feasible and appropriate, this function shall be independent of the business lines that are principally responsible for rating various classes of issuers and obligations.
 - 1.7-3 CRISIL Ratings shall assess whether existing methodologies and models for determining credit ratings of structured products are appropriate when the risk characteristics of the assets underlying a structured product change materially. CRISIL Ratings shall only issue ratings when it has sufficient information and data.
- 1.8 CRISIL Ratings shall endeavour to structure its rating teams of Analysts in a manner that promotes continuity and the high quality and integrity of the rating process.

B. Monitoring and Updating

- 1.9 CRISIL Ratings shall allocate adequate personnel and financial resources to monitoring and updating its ratings. In accordance with CRISIL Ratings' established policies, procedures, and guidelines for surveillance, once a rating is accepted by the issuer CRISIL Ratings shall monitor on an ongoing basis and update the rating by:
 - a. regularly reviewing the issuer's creditworthiness;
 - b. initiating a review of the status of the rating upon becoming aware of any information that might reasonably be expected to result in a Rating Action (including withdrawal of a rating), consistent with the applicable rating criteria and methodology; and,
 - c. updating on a timely basis the rating, as appropriate, based on the results of such review.

Where appropriate, subsequent monitoring shall incorporate all cumulative experience obtained. Changes in ratings criteria and assumptions shall be applied where appropriate to both initial

ratings and subsequent ratings.

- 1.9-1 If CRISIL Ratings uses separate analytical teams for determining initial ratings and for subsequent monitoring of structured finance products, each team shall have the requisite level of expertise and resources to perform its respective functions in a timely manner.
- 1.10 A rating is typically withdrawn only when the rated instrument is fully redeemed or if there is no instrument or facility outstanding against the rating. Where CRISIL Ratings makes its ratings available to the public, CRISIL Ratings shall publicly announce if it withdraws a rating from an issuer or issue. Where CRISIL Ratings' ratings are provided only to its subscribers, CRISIL Ratings shall announce to its subscribers if it withdraws a rating from an issuer or issue. In both cases, continued publications by CRISIL of the withdrawn rating will indicate the date the rating was last updated and the fact that the rating is no longer being updated.

C. Integrity of the Rating Process

- 1.11 CRISIL Ratings and its employees shall comply with all applicable laws and regulations governing CRISIL Ratings' activities in each jurisdiction in which it operates.
- 1.12 CRISIL Ratings and its employees shall deal fairly and honestly with issuers, investors, other market participants, and the public.
- 1.13 Analysts shall be held to high standards of integrity, and CRISIL Ratings shall not employ individuals where there is evidence that they have compromised integrity.
- 1.14 CRISIL Ratings and its Analysts shall not, either implicitly or explicitly, give any assurance or guarantee of a particular rating prior to the determination of the rating by the applicable rating committee. This does not preclude CRISIL Ratings from developing prospective assessments used in structured finance and similar transactions.
- 1.14-1 CRISIL Ratings Analysts are prohibited from making proposals or recommendations regarding the design of structured finance products that CRISIL Ratings rates. In assessing the credit risk of a structured finance transaction, however, Analysts may properly hold a series of discussions with the issuer or its agents in order to (i) understand and incorporate into their analysis the particular facts and features of the structured finance transaction, and any modification, as proposed by the issuer or its agents, and (ii) explain to the issuer and its agents the credit rating implications of CRISIL Ratings' criteria and methodologies as applied to the issuer's proposed facts and features.
- 1.15 CRISIL's Compliance Officer shall be responsible for reviewing the compliance of CRISIL Ratings and CRISIL Ratings' employees with the provisions of this Code and with applicable laws and regulations. In fulfilling this role, CRISIL's Compliance Officer is assisted by others in the Compliance Department, CRISIL's Legal Department, and personnel in CRISIL Ratings responsible for analytical quality, criteria, and policymaking. The reporting lines and determination of the amount of compensation for CRISIL's Compliance Officer and the Compliance Department shall be independent of CRISIL Ratings' rating operations.
- 1.16 An employee who becomes aware of any conduct by another employee or entity under common control with CRISIL Ratings in violation of this Code; the related policies, procedures, and guidelines; any law applicable to CRISIL Ratings; or that is unethical has a responsibility to promptly report such conduct to (i) in the case of analytical matters, the employee's direct manager or a director in CRISIL Ratings and (ii) in the case of all other matters, the Compliance

Officer. Any employee's manager, CRISIL Ratings director or Compliance Officer who receives such, report from an employee shall take appropriate action, as determined by the laws and regulations of the applicable jurisdiction and the applicable rules and guidelines set forth by CRISIL Ratings. CRISIL Ratings prohibits any form of retaliation against an employee who in good faith reports such conduct or who in good faith assists in the investigation of such conduct. An employee that retaliates against another employee for either of these reasons shall be subject to disciplinary action up to and including termination.

- 1.17 In order to maintain CRISIL Ratings' independence, objectivity and credibility, CRISIL Ratings shall maintain complete editorial control at all times over Rating Actions and all other materials it disseminates to the public, including, but not limited to, rating definitions and criteria, reports, research updates, studies, commentaries, media releases, rating opinions or any other information relating to its ratings. CRISIL Ratings' editorial control shall include decisions as to when, or even if, any Rating Actions and such other materials and information should be disseminated.

2. Independence and Avoidance of Conflicts of Interest

A. General

- 2.1 CRISIL Ratings shall not forbear or refrain from taking a Rating Action, if appropriate, based on the potential effect (economic, political, or otherwise) of the Rating Action on CRISIL Ratings, an issuer, an investor, or other market participant.
- 2.2 CRISIL Ratings and its Analysts shall use care and analytic judgment to maintain both the substance and appearance of independence and objectivity.
- 2.3 The determination of a rating by a rating committee shall be based only on factors known to the rating committee that are believed by it to be relevant to the credit analysis.
- 2.4 Ratings assigned by CRISIL Ratings to an issuer or issue shall not be affected by the existence of, or potential for, a business relationship between CRISIL Ratings (or any Non-Ratings Business) and the issuer (or its affiliates) or any other party, or the non-existence of such a relationship.
- 2.5 CRISIL Ltd has separated, operationally (with the exception of certain shared services) and legally, its credit rating business and CRA analysts, from its infrastructure advisory business and its risk consulting business. CRISIL Ratings shall ensure that ancillary business operations which do not necessarily present conflicts of interest with the rating business have in place procedures and mechanisms designed to minimize the likelihood that conflicts of interest will arise. CRISIL Ratings shall establish a firewall policy governing firewalls and operations between CRISIL Ratings and Non-Ratings Businesses to effectively manage conflicts of interest.

B. CRISIL Ratings' Procedures and Policies

- 2.6 CRISIL Ratings shall adopt written internal procedures and mechanisms to (1) identify, and (2) eliminate, or manage and disclose, as appropriate, any actual or potential conflicts of interest that may influence the opinion and analyses CRISIL Ratings makes or the judgment and analyses of Analysts. CRISIL Ratings shall disclose such conflict avoidance and management measures without charge to the public on CRISIL's public website, www.crisil.com.
- 2.7 CRISIL Ratings' disclosures of actual and potential conflicts of interest should be complete, timely, clear, concise, specific and prominent.

- 2.8 CRISIL Ratings shall disclose the general nature of its compensation arrangements with rated entities.
- a. Where CRISIL Ratings receives from a rated entity compensation unrelated to its ratings service, such as compensation for consulting services, CRISIL Ratings shall disclose the proportion that such non-rating fees constitute against the fees CRISIL Ratings receives from the entity for rating services.
 - b. CRISIL Ratings shall disclose if, in the most recently ended fiscal year, it received 10 percent or more of its total net revenue from a single issuer, originator, arranger, client, or subscriber for the fiscal year.
 - c. CRISIL Ratings shall encourage structured finance issuers and originators of structured finance products to publicly disclose all relevant information regarding these products so that investors and other credit rating agencies can conduct their own analyses independently of CRISIL Ratings' ratings.
- 2.9 CRISIL Ratings prohibits its employees from engaging in any Securities trading presenting actual conflicts of interest with CRISIL Ratings' rating activities.
- 2.10 In instances where rated entities (e.g., governments) have, or are simultaneously pursuing, oversight functions related to CRISIL Ratings, CRISIL Ratings shall use different employees to conduct its Rating Actions than those employees involved in its oversight issues.

C. Analyst and Employee Independence

- 2.11 Reporting lines for Analysts and their compensation arrangements shall be structured to eliminate or effectively manage actual and potential conflicts of interest.
- a. An Analyst shall not be compensated or evaluated on the basis of the amount of revenue that CRISIL Ratings derives from issuers or issues that the Analyst rates or with which the Analyst regularly interacts.
 - b. CRISIL Ratings shall conduct formal and periodic reviews of compensation policies and practices for its Analysts and other employees who participate in or might otherwise have an effect on the rating process to confirm that these policies and practices do not compromise the objectivity of CRISIL Ratings' rating process.
- 2.12 CRISIL Ratings shall not have Analysts who are directly involved in the rating process initiate, or participate in, discussions regarding fees or payments with any entity they rate.
- 2.13 No Analyst/Rating Committee member shall participate in or otherwise influence the determination of a rating in a rating committee for any particular issuer or issue if:
- a. The Analyst or a member of the Analyst's Immediate Family own Securities of the rated entity;
 - b. The Analyst or a member of the Analyst's Immediate Family own Securities of any entity related to a rated entity, the ownership of which may cause or may be perceived as causing a conflict of interest;
 - c. Within the six months immediately preceding the date of the meeting of the rating committee,

the Analyst has had a recent employment or other significant business relationship with the rated entity that may cause or may be perceived as causing a conflict of interest;

- d. The Analyst has an Immediate Family member that currently works for the rated entity; or
 - e. The Analyst has, or had within the six months immediately preceding the date of the meeting of the rating committee, any other relationship with the rated entity or any related entity thereof that may cause or may be perceived as causing a conflict of interest.
- 2.14 Analysts and anyone involved in the rating process (or any member of their Immediate Family) shall not buy or sell or engage in any transaction in any Security based on a security issued, guaranteed, or otherwise supported by any entity within such Analyst's area of primary analytical responsibility, except as permitted under CRISIL Ratings' internal securities trading policy.
- 2.15 Employees are prohibited from soliciting money, gifts or favours from anyone with whom CRISIL Ratings does business and are prohibited from accepting gifts offered in the form of cash or any gifts exceeding a minimal monetary value.
- 2.16 Subject to applicable law, any Analyst who becomes involved in any personal relationship that creates the potential for any real or apparent conflict of interest shall disclose such relationship to the appropriate manager or officer of CRISIL Ratings.
- 2.17 CRISIL Ratings shall establish policies, procedures, and guidelines for reviewing the past work of Analysts who leave the employment of CRISIL Ratings and join an issuer with which the Analyst has been significantly involved in rating, or a financial firm with which the Analyst has had significant dealings as part of his or her duties at CRISIL Ratings.

3. Responsibilities to the Investing Public and Issuers

A. Transparency and Timeliness of Ratings Disclosure

- 3.1 CRISIL Ratings shall distribute in a timely manner its Ratings Actions regarding the issuers and issues it rates.
- 3.2 CRISIL Ratings shall publicly disclose its policies for distributing ratings, reports, and updates.
- 3.3 CRISIL Ratings shall make available for public ratings the date of the most recent upgrade, downgrade, or Rating Watch action, if any, for issues and issuers. Each announcement, if any, of a Rating Action shall also indicate that CRISIL Ratings' rating criteria are generally available without charge to the public on the CRISIL public Web site, www.crisil.com. Each announcement, if any, of an initial rating, upgrade, downgrade, or Rating Watch action for issues and issuers shall include a statement of the analytic rationale for such action.
- 3.4 CRISIL Ratings shall make Rating Actions available to the public without charge. Rating Actions shall be disseminated via real-time posts on CRISIL's public website, www.crisil.com and to the news media as well as via electronic or print subscription services. The public shall be able to obtain a current public rating for any issuer or issue without charge. Rating Actions and the short explanation of the basis for the Rating Action, if any, shall remain on CRISIL's public website for a minimum of twenty-four hours. Upon the request of an issuer, and in CRISIL Ratings' sole discretion, CRISIL Ratings may agree to keep a rating confidential, and evidence this agreement in the engagement letter with the issuer. If a rating is already public, a subsequent Rating Action

shall also be public.

- 3.5 CRISIL Ratings shall publish sufficient information about its procedures, methodologies and assumptions (including financial statement adjustments that deviate materially from those contained in the issuer's published financial statements and a description of the rating committee process, if applicable) so that outside parties can understand how a rating was arrived at by CRISIL Ratings. This information will include (but not be limited to) the meaning of each rating category and the definition of default or recovery, and the time horizon CRISIL Ratings used when making a rating decision.
- a. Where CRISIL Ratings assigns an initial rating to a structured finance product, it shall provide investors and/or subscribers (depending on CRISIL Ratings' business model) with a brief statement of its analytic rationale.
 - b. CRISIL Ratings differentiates ratings of structured finance products from traditional corporate bond ratings, through a different rating symbology. CRISIL Ratings also discloses how this differentiation functions. CRISIL Ratings clearly defines all its rating symbols and applies them in a consistent manner for all types of securities to which those symbols are assigned.
 - c. CRISIL Ratings shall assist investors in developing a greater understanding of what a rating is and the limitations of ratings. CRISIL Ratings shall indicate in its ratings reports the attributes and limitations of its ratings and that CRISIL Ratings does not audit or otherwise verify information provided to it by issuers or originators of a security rated by CRISIL Ratings.
- 3.6 When publishing a rating, CRISIL Ratings shall explain in its press releases and reports, if any, the key elements underlying the rating, subject to any restrictions imposed by applicable confidentiality agreements and any applicable laws regarding the release of Confidential Information.
- 3.7 Where feasible and appropriate, prior to issuing or revising a rating, CRISIL Ratings shall inform the issuer of the critical information and principal considerations upon which a rating is based and, if appropriate, afford the issuer an opportunity to clarify any likely factual misperceptions or other matters that CRISIL Ratings would wish to be made aware of in order to produce a credible rating. CRISIL Ratings shall duly evaluate the response. Where in particular circumstances CRISIL Ratings has not informed the issuer prior to issuing or revising a rating, CRISIL Ratings shall inform the issuer as soon as practical thereafter.
- 3.8 CRISIL Ratings shall conduct periodic default and transition studies on its ratings. CRISIL Ratings' default and transition studies shall contain information as to the bases of its default analyses, key assumptions and methodologies, all of which shall be designed to demonstrate to the marketplace the performance of its credit ratings and track record. Default and transition studies shall be conducted annually and may be conducted on a more frequent basis if appropriate for a particular market. These studies shall be based on robust methodologies, and shall incorporate historical data that is verifiable and quantifiable. The default and transition studies shall be available without charge to the public on CRISIL's public website, www.crisil.com.
- 3.9 CRISIL Ratings does not assign unsolicited ratings, i.e. ratings that are arrived at without the participation of issuers in the rating process.
- 3.10 CRISIL Ratings shall make material modifications to its methodologies and significant practices, procedures, and processes available without charge to the public on CRISIL's public website, www.crisil.com. Where feasible and appropriate, disclosure of such material modifications shall

be made prior to their going into effect. CRISIL Ratings shall carefully consider the various uses of ratings before modifying its methodologies, practices, procedures and processes.

B. The Treatment of Confidential Information

- 3.11 CRISIL Ratings and its employees shall protect the confidentiality of Confidential Information communicated to them by an issuer or its agents. Unless otherwise permitted by an agreement with the issuer, CRISIL Ratings and its employees shall refrain from disclosing Confidential Information in press releases, through research conferences, or in conversations with investors, other issuers, or any other persons. Notwithstanding the foregoing, CRISIL Ratings shall not be restricted from: (a) publishing any Rating Action or other opinion regarding a particular issuer or issue which incorporates Confidential Information without specifically disclosing it; or (b) using third party contractors or agents bound by appropriate confidentiality obligations to assist in any aspect of the rating process or related business activities.
- 3.12 CRISIL Ratings shall use Confidential Information only for purposes related to its rating activities or otherwise in accordance with any confidentiality agreements with the issuer.
- 3.13 Employees shall take all reasonable measures to protect all property and records belonging to or in possession of CRISIL Ratings from fraud, theft or misuse.
- 3.14 Employees shall not engage in transactions in Securities when they possess Confidential Information concerning the issuer of such Security.
- 3.15 Employees shall familiarise themselves with the internal securities trading policies maintained by CRISIL Ratings, and are required to periodically certify their compliance as required by such policies.
- 3.16 Employees shall not disclose any (i) of CRISIL Ratings' ratings-related non-public information, or (ii) non-public information about Rating Actions or possible future Rating Actions, except in the case of clause (ii) to related issuers and their designated agents.
- 3.17 Employees shall not share Confidential Information entrusted to CRISIL Ratings with employees of any Non-Ratings Business without the prior written consent of the issuer. Except for legitimate business reasons arising in connection with the delivery of ratings or related products, employees shall not share Confidential Information with other employees of CRISIL Ratings.
- 3.18 CRISIL Ratings' employees shall not use or share Confidential Information for the purpose of trading Securities, or for any other purpose except the conduct of CRISIL Ratings' business.

4. Enforcement of Code and Communication with Market Participants

A. General

- 4.1 The Senior Director in charge of CRISIL Ratings has determined that the CRISIL Ratings Directors shall be responsible for enforcing this Code and the related policies and procedures to the extent provisions herein and therein relate to analytical matters and the CRISIL Compliance Department shall be responsible for enforcing all other provisions of this Code and the related policies, procedures, and guidelines.
- 4.2 The Rating Desk team within the Rating Administration Department shall be responsible for

communicating with market participants and the public about any questions, concerns or complaints that CRISIL Ratings may receive. The Compliance team within CRISIL shall help to ensure that CRISIL Ratings' officers and management are informed of those issues that CRISIL Ratings officers and management would want to be made aware of when setting CRISIL Ratings policies.

- 4.3 CRISIL Ratings shall publish in a prominent position CRISIL's public Web site, www.crisil.com, Web page links to (1) the Code, (2) a description of the methodologies that CRISIL Ratings uses, and (3) CRISIL Ratings performance studies on its ratings.

5. Definitions

For purposes of this Code, the terms set forth below shall have the following meanings:

"Analyst" shall mean, with respect to any issuer or issue, an employee who (i) has been assigned to determine and/or vote on ratings relating to such issuer or issue' and (ii) is not involved in any commercial discussions with such issuer or relating to such issue.

"Ancillary Business" shall mean those products and services offered by CRISIL that are related to rating services, including, but not limited to, credit estimates, credit assessments, private credit analysis, recovery ratings, research, and other similar products and services, but are not credit ratings.

"Code" shall have the meaning set forth in the Introduction.

"Confidential Information" shall mean information received by CRISIL Ratings from an issuer or its accountants, attorneys, or other agents which has been marked "Proprietary and Confidential" or in respect of which CRISIL Ratings has received from the issuer specific written notice of its proprietary and confidential nature. Notwithstanding the foregoing, information disclosed by the issuer or its accountants, attorneys, or other agents shall not be deemed to be Confidential Information if such information (i) was substantially known by CRISIL Ratings at the time of such disclosure, (ii) was known to the public at the time of such disclosure, (iii) becomes known to the public (other than by CRISIL Ratings' act) subsequent to such disclosure, (iv) is disclosed lawfully to CRISIL Ratings by a third party subsequent to such disclosure, (v) is developed independently by CRISIL Ratings without reference to the Confidential Information, (vi) is approved in writing by the issuer for public disclosure, or (vii) is required to be disclosed by any law, rule or regulation or is disclosed at the request of any governmental agency or authority.

"Immediate Family" shall mean an employee's spouse, minor children, and other dependents, and any entity or trust owned or controlled by any of these people.

"IOSCO" shall have the meaning set forth in the Introduction.

"IOSCO Code" shall have the meaning set forth in the Introduction.

"Non-Ratings Business" shall mean all segments and operating groups of CRISIL Ltd. as well as segments and operating groups of CRISIL's subsidiaries, other than CRISIL Ratings.

"Rating Action" shall mean any initial rating, any change, withdrawal, or suspension of an existing rating, any RatingWatch action or the assignment of a new Outlook.

"Security" has the meaning assigned to it in Section 2 of the Securities Contracts Regulation Act, 1956.

For the purposes of this Code, a Security shall not include the following:

- (i) futures, with the exception of single stock futures;
- (ii) personal insurance policies, such as homeowners, life, auto, disability, and individual annuity policies;
- (iii) deposits in and certificates of deposit of banks, savings and loans, and credit unions
- (iv) ownership in a housing co-op, property owners association, or similar not-for profit association or corporation related to the ownership or enjoyment of the property;
- (v) investments in any retirement plan, employee stock purchase plan, or savings and investment plan sponsored by The McGraw-Hill Companies, Inc., any former employer of a CRISIL Ratings employee, or by any current or former employer of a member of the employee's Immediate Family if the employee or Immediate Family member cannot direct the plan's investment specific Securities;
- (vi) ownership of a partnership interest, membership interest or stock in an LLC, or similar interest that is an integral part of a person's employment in such partnership or LLC;
- (vii) open-end mutual fund units
- (viii) investments in equity shares of CRISIL Ltd under the CRISIL ESOP scheme

6. Code of Conduct contained in Securities and Exchange Board of India Regulations

CRISIL Ratings abides by the Code of Conduct contained in the Third Schedule of the Securities and Exchange Board of India (Credit Rating Agencies) Regulations, 1999, as amended ("SEBI Code"). CRISIL Ratings supports and actively works towards fulfilment of the objectives of the SEBI Code.

7. IOSCO Code of Conduct Fundamentals for Credit Rating Agencies

CRISIL Ratings fully supports the essential purpose of the IOSCO Code, which is to promote investor protection by safeguarding the integrity of the rating process. CRISIL Ratings believes that the Code is consistent with the IOSCO Code and appropriately implements IOSCO's Statement of Principles Regarding the Activities of Credit Rating Agencies published in September 2003.

There is one area in which the provisions of the Code differ from the provision of the IOSCO Code: CRISIL Ratings operation and legal separation, and disclosure by issuers. Notwithstanding these differences, CRISIL Ratings believes that the independence, integrity, credibility and objectivity of the rating and surveillance processes is not affected and, therefore, the IOSCO Code's essential purpose will be achieved.

Operational and Legal Separation

CRISIL Ratings operates in multiple locations as a division of CRISIL Ltd. CRISIL Ltd provides shared services to all of its segments, units or divisions, including legal, information technology, human resources and finance functions. CRISIL Ratings has implemented a firewall policy to ensure that the rating and surveillance processes are not compromised by conflicts of interest, abuse of confidential information or any other improper influence. *(See Section 2.5 of the IOSCO Code.)*

Disclosure by Issuers

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