

# CONFIDENTIALITY POLICY

(Version 1)

# CareEdge Global IFSC Limited

## Confidentiality Policy

### A. Introduction

CareEdge Global IFSC Limited (“the Company” or “CGIL”) is committed to maintain confidentiality of all non-public information received from rated entity or its authorized representative and non-public information about a credit rating action. The purpose of this policy is to protect any information that is not in public domain and proprietary/confidential to the Company.

It is important that the Company protects and safeguards the confidential information that it gathers, creates and possesses. Loss or misuse of confidential information could harm the company’s reputation, lead to loss of clients and have legal implications.

### B. Applicability of CGIL`s Confidentiality Policy

The Company’s Confidentiality Policy shall be applicable to all its employees, Directors, Rating Committee Members (Collectively referred as “Recipient”), unless specifically excluded.

All employees working at the Company are legally and morally bound to protect confidentiality of any non-public information that they may come into contact with during the course of their work. An employee will not, at any time during his/her employment with the Company or thereafter, divulge any of the affairs of the Company to any other company, person or persons, without previous written consent of the Company. He or she shall also not use or attempt to use any information acquired by him or her in the course of his/her employment for personal benefit in any manner.

### C. Definitions

The terms/abbreviations which are used in this Policy shall have the following meanings/descriptions:

<b>the Company</b>	:	The Company means CareEdge Global IFSC Limited, a wholly owned subsidiary of CARE Ratings Limited (CARE), a public limited company incorporated under the Companies Act, 2013 and a Rating Agency registered with International Financial Services Centres Authority.
<b>Client</b>	:	Means a Client of the Company.
<b>Issuer</b>	:	Means a person whose securities/debt facilities are proposed to be rated by the Company.
<b>Rating</b>	:	Includes Credit Rating as well as ESG Rating.
<b>Credit Rating</b>	:	Means an opinion regarding securities/debt facilities, expressed in the form of standard symbols or in any other standardized manner, assigned by a credit rating agency and used by the issuer of such securities/debt facilities.
<b>ESG Rating</b>	:	Means an opinion about an issuer or a security, regarding its Environment, Social & Governance (ESG) profile or characteristics or exposure to ESG risk, governance risk, social risk, climatic or environmental risks, or impact on society, climate and the environment, that are issued using a defined ranking system of rating categories, by a ESG Rating Providers and used by the issuer

- Employee** : Shall include:
- a) All the employees
  - b) Trainees
  - c) Employees on deputation and
  - d) Any other person as specified from time to time
- Director** : Means a member of the Board of Directors of the Company.
- Disclosure** : Includes any implicit or explicit written or oral communication of information in the possession of the Company and/or employee.

**D. Maintaining confidentiality of issuer/client data and of the rating process**

During the rating process, all Recipients of the Company receive confidential and non-public information from issuers or clients. It is imperative that all Recipients who come in contact with such information maintain its confidentiality.

All Recipients shall use the information only for the purpose of rating activities provided by the Company. They shall take all reasonable steps to protect confidential and/or material non-public information from fraud, theft, misuse or inadvertent disclosure. Further, the employees shall disclose the information to other employees only on a "need-to-know" basis. Recipients of such information must also respect that the information has been given to them in confidence.

Confidential information about issuer/client shall also not be disclosed to any employee of the Company or to any other employee of CARE Ratings Limited (Holding Company) or its subsidiaries.

The following specific practices shall be adopted by all employees:

1. Recipients shall not discuss confidential information in a manner that they can be heard by others. They shall especially take precautions while conducting discussions in public places, which inter alia include buses, taxis, autos, trains, airplanes, elevators, subways, malls, restaurants etc. Further, they will also exercise caution while talking on mobile phones while in public places.
2. Employees shall ensure that all issuer/client data, their analytical notes and workings are appropriately maintained so that the same are not subject to fraud, theft, misuse or inadvertent disclosure. Employees should file all data available in hard copy in the respective issuer's/client's files and store the hard files at the designated locations; data available in soft form shall be maintained on the server in the appropriate locations.

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password. Employees shall follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Company from time to time in consultation with the person in charge of the IT department.

Further, employees shall not leave loose sheets of data on their desks and also lock their laptops/desktops/ tablets with passwords when not in use.

3. Rating data shall not be shared with the non-rating employees of the Company.
4. No Recipient shall disclose issuer/client data to any third party without the written permission of

the Company and issuer/client as the case may be. However, any information can be disclosed to a judicial, legislative or regulatory authority like SEBI, RBI, Government authorities, court of law, etc. if they so desire. In such cases, the information shall be disclosed to the judicial, legislative or regulatory authority only in consultation with the Compliance Officer.

5. Recipients are prohibited from disclosing their views on Rating or rating recommendations to the issuer/client and any third party.
6. Recipients are also prohibited from disclosing any information about the Rating committee deliberations, including, but not restricted to, the opinion of the individual rating committee members or the fact that they agreed/disagreed with the analyst recommendations etc. Only the final rating decision of the rating committee shall be communicated to the issuer/client (in all cases) and disseminated to the public at large as per the Company's standard policy.
7. No employee of the Company shall disclose any unaccepted Ratings (except the details which are published by the Company on its website) and unpublished accepted ratings or unpublished Rating actions to any third party. Such information can only be disclosed to a Judicial, Legislative, Government or Regulatory authority like IFSCA, RBI, court of law, etc. In such cases, the information shall be disclosed to the Judicial, Legislative, Government or Regulatory authority only in consultation with the Compliance Officer.
8. Only authorized employees can discuss the rationale behind any Rating action which is in public domain with the investors, media or other third parties. While doing so, care should be taken that discussion pertains to only the information which is in public domain. No employee is allowed to disclose non-public information about any issuer/client to the investors, media or other third parties.
9. At times investors, media or other third parties may approach the Company's employees to find out the impact of the latest development on the Rating of an issuer/a client. Employees are prohibited from giving any indication or assurance as to what the Rating action will be, including the timelines of the Rating action. Further, if a Rating action has already been taken, but has not been disseminated to the public, employees are prohibited from disclosing such information to the investors, media or other third parties.
10. Employees must strictly adhere to the Code of Conduct of the Company.
11. No confidentiality agreements may be signed with the issuers/clients without following the process laid down by the Company from time to time.

**E. Use of personal electronic devices and email accounts**

Employees are prohibited from using their personal electronic devices or email accounts for storing, transferring or disclosing any confidential issuer/client data or data pertaining to the Rating process except as laid out in the IT Policy.

**F. Clarification/ interpretation of Confidentiality Policy**

In case of any clarifications/ interpretation of this policy, the employees should contact the Compliance Officer.

**G. Violation of Confidentiality Policy**

Any violation of the above policy will be viewed seriously and stern action may be taken, which may, inter-alia, include summary suspension from the services of the Company.

**H. Review**

This Policy shall be subject to review by the Board of Directors on a periodic basis and in accordance with any regulatory amendments.

**I. Amendments to the Policy**

The Board of Directors of the Company may review the Policy as and when it deems necessary.