



Brickwork Ratings **Rating Withdrawal policy**

Dec 2022



Rating withdrawal Policy (updated / revised)

The facilities/instruments rated by BWR remain under continuous surveillance over the life of such facilities/instruments. The facilities/instruments with scheduled repayment dates (such as term loans or bonds) cease to exist after maturity/redemption or pre-payment and their ratings may be normally withdrawn on such maturity/redemption or pre-payment. In such cases, BWR relies on independent written confirmation (No Dues Certificate (NDC) from the banks/lenders, debenture trustees, auditors, or any other independent sources to determine whether the rated obligations have been repaid fully. Ratings may also be withdrawn at the written request of the issuer/borrower, even when the facilities/instruments continue to remain in currency, subject to certain conditions including availability of a No Objection Certificate (NOC) from the lender/s/Debenture Trustee/s. Such written request and independent confirmation / NDC/NOC shall be on the official letter head of the borrower/issuer and bank/lender/Debenture Trustee (as applicable) duly signed by an authorized signatory with seal, or through an e-mail from the official email ID of the Lender / Bank / Debenture Trustee .

The cessation of legal existence of the issuer/borrower may also be a reason for rating withdrawal. The procedure to be followed in respect of withdrawal of ratings is detailed below:

1. Withdrawal of rating in respect of securities (NCDs/bonds or Listed Securities/ Proposed to be listed Securities on a recognized stock exchange) on full redemption:

- a. Withdrawal of rating in respect of all NCDs/bonds or Listed Securities/ Proposed to be listed Securities on a recognized stock exchange which are fully redeemed on the due date or prematurely, should be done on receiving intimation of such redemption. Documents normally provided by the issuers in evidence of redemption are:
 - i. Written confirmation from the issuer for having redeemed the instrument;
 - ii. Disclosure of redemption by the issuer in a public website (like that of NSDL or stock exchanges);
 - iii. Written confirmation from the investor/s for having received full payment;
 - iv. Written confirmation from the Debenture Trustee stating that the instrument is redeemed in full.
- b. A written confirmation from the Issuer/Investor and No due Certificate (NDC) / confirmation of redemption from the Debenture Trustee are essential documents and cannot be dispensed with. Where there are

multiple investors, Debenture Trustee's written confirmation relating to full redemption of the instrument/s and that there are no obligations against the rated securities, is adequate.

2. Withdrawal of rating where the NCDs/bonds or Listed Securities/ Proposed to be listed Securities on a recognized stock exchange are not fully redeemed:

- a. Ratings of NCDs/bonds or Listed Securities/ Proposed to be listed Securities on a recognized stock exchange which are not fully redeemed can be withdrawn by BWR subject to the following:
 - i) Written request from the issuer for withdrawal of rating;
 - ii) BWR has rated the instrument continuously for five years or fifty percent of the contracted tenure of the instrument, whichever is higher;
 - iii) BWR has received an undertaking from the issuer that another rating is available on that instrument. In addition, an independent verification may be done by the Rating Team.
 - iv) While withdrawing the rating, BWR shall review the rating based on available information and mention such rating (which may be different from the existing outstanding rating) in the rationale / press release for withdrawal of rating.

3. Withdrawal of Perpetual Debt Securities that are listed or proposed to be listed on a recognized stock exchange:

Ratings of perpetual debt securities may be withdrawn by BWR subject to the following:

BWR has rated the instrument continuously for a period of 5 years

- a. BWR has received an undertaking from the issuer that another rating is available on such security/securities. In addition, an independent verification may be done by the Rating Team.
- b. BWR has obtained an undertaking from other CRA(s) that a rating is available on the said instrument or a valid rating letter has been obtained which shows the availability of an alternate rating

4. Withdrawal of rating where the NCDs/bonds or Listed Securities/ Proposed to be listed Securities on a recognized stock exchange have ratings from multiple credit rating agencies (CRAs) and are not fully redeemed:

- a. In case of multiple ratings on an instrument, where there is no regulatory requirement for multiple ratings, rating by BWR may be withdrawn before redemption, provided BWR has:

- i. rated the instrument continuously for three years or fifty percent of the tenure of the instrument, whichever is higher;
- ii. received NOC from seventy five percent of bondholders of the outstanding debt for withdrawal of rating;
- iii. Received an undertaking from the issuer that another rating is available on that instrument. In addition, an independent verification may be done by the Rating Team.
- iv. While withdrawing the rating, BWR shall review the rating based on available information and mention such rating (which may be different from the existing outstanding rating) in the rationale / press release for withdrawal of rating.

Note: *In line with SEBI Circular SEBI/HO/DDHS/DDHS-RACPOD2/ P/ CIR/ 2022/ 113 dated 25th August 2022 and earlier directions, while withdrawing the rating of listed/proposed to be listed securities, BWR shall review the rating based on available information and mention such rating (which may be different from the existing outstanding rating) in the rationale / press release for withdrawal of rating.*

5. Withdrawal of rating in respect of Money Market Instruments:

A credit rating for money market instruments (such as commercial papers, certificates of deposit etc.) can be withdrawn if there are no obligations outstanding against the rated instruments. BWR will rely on the following to ascertain if the rated obligations have been repaid fully:

- a. Written confirmation from the Issuing and Paying Agent (IPA) or Debenture Trustees (as the case may be) depending upon the nature of the instrument.
- b. Written confirmation from the issuer about the redemption of the instrument.

Both these documents would be required for withdrawal of the rating of the instrument.

6. Withdrawal of rating in respect of Fixed Deposits or Public Deposits:

In such cases, rating may be withdrawn under the following conditions;

- a. **If the deposits are fully redeemed as per original terms** - BWR shall withdraw the rating based on a written withdrawal request from the entity and a certificate from the auditor that all investors have been paid off (in case of unsecured FD)/ a certificate from the trustee that all investors have been paid off (in case of secured FD)

- b. **Prepayment of all outstanding fixed deposit obligations directly to the investors** - BWR shall withdraw the rating based on a written withdrawal request from the entity and a certificate from the auditor that all investors have been paid off (in case of unsecured FD)/ a certificate from the trustee that all investors have been paid off (in case of secured FD).
- c. **If the issuer has set aside in an escrow account, an amount that BWR considers adequate for the payment of principal and interest to the depositors** - Rating can be withdrawn at the written request of the entity and submission of auditors' certificate about adequacy of amount in the escrow account to meet the deposit obligations. While withdrawing the rating, BWR shall review the rating based on available information and mention such rating (which may be different from the existing outstanding rating) in the rationale / press release for withdrawal of rating.
- d. **If the issuer gives a written request for withdrawal of rating to BWR and confirms non-usage of rating for raising fresh FDs** - The rating is placed on notice of withdrawal for a period of 3 months, after which the rating is withdrawn.
- e. **If the requirement of rating for some classes of fixed deposits has been removed by some statutory/regulatory action subject to fulfilment of certain terms and conditions** - In such cases, the issuer shall submit the written request for withdrawal, along with documentary evidence of full compliance with all the statutory/regulatory provisions under which the requirement for rating has been removed. The issuer shall also submit the No Objection Certificate (NOC) from at least 75% of FD investors by value for withdrawal of such rating; While withdrawing the rating, BWR shall review the rating based on available information and mention such rating (which may be different from the existing outstanding rating) in the rationale / press release for withdrawal of rating.
- f. **If the rated instrument is in default category (BWR D) for more than 3 years** - the rating shall be placed on a Notice of Withdrawal for 3 months and withdrawn thereafter.

7. Withdrawal of rating in respect of Bank Loans/ Facilities:

- a. When the rated Bank Loan facilities have been fully repaid the following procedure shall be followed:
 - i. A written confirmation from the entity of having fully repaid the rated loan/s along with a request in writing for withdrawal of the rating;

- ii. Written confirmation of having received the full payment towards all the loan obligations from all the Lenders (**No Dues Certificate/No Objection Certificate certifying liquidation of the loans in full**).
- b. When there is a request for withdrawal of rating of a rated proposed Bank Loan facility, the rating can be withdrawn by obtaining an undertaking from the entity that the BWR Rating has not been used for raising any such loan and no amount is outstanding against the rated instrument/facility. Any additional verification, as required in individual cases, may also be carried out.
- c. In respect of other cases (**where the loan/s may still be outstanding**), the rating can be withdrawn by following the undermentioned guidelines. This is also applicable for cases which are presently in RNR or INC category:
 - i. The entity should make a request in writing for withdrawal of the rating;
 - ii. 'No Objection Certificate' (NOC) for withdrawal of the rating as follows:
 - 1. in case of a sole banker/lender, from the sole bank/lender
 - 2. In case of a consortium lending arrangement, from all the banks/lenders or from the lead banker/lender who must also certify that it is authorized to provide an NOC on behalf of all the consortium lenders.
 - 3. In case of a multiple banking/lending arrangement, from all the banks/lenders or the top two banks/lenders having the highest exposure.
 - iii. While withdrawing the rating and where the obligations are still outstanding, BWR shall review the rating based on available information and mention such rating (which may be different from the existing outstanding rating) in the rationale / press release for withdrawal of rating.
 - iv. A suitable press release should be published specifying the reason for withdrawal of the rating, and duly disclosing the rating (as assessed by BWR, based on available information) at the time of withdrawal.

8. Withdrawal of rating in respect of Issuer Rating:

- a. Issuer Ratings which are not specific to any debt obligation are valid for 12 months. If a mandate for surveillance of the issuer rating is not received even after 13 months from the date of earlier rating letter, a Notice of Withdrawal shall be served on the Issuer. If there is no response within 15 days from the date of such notice, a 'Notice of withdrawal' should be published on BWR website. After waiting for a period of 3 months from the date of publication on the website, and if no objections are received, the rating shall be withdrawn, duly mentioning a rating based on available information. However, if there is any objection, the matter shall be referred to the Issuer concerned and dealt with appropriately.
- b. A suitable press release shall be issued about the withdrawal, thereafter, mentioning the rating at the time of withdrawal.
- c. However, if an issuer, at any point in time, during the validity of the Issuer rating, requests for withdrawal of the Issuer Rating, Brickwork Ratings (BWR) would proceed with the process of rating withdrawal without placing the rating on Notice of Withdrawal. Further, if the issuer requests for withdrawal of the issuer rating during the withdrawal notice period, the rating may be withdrawn without waiting for the completion of the Notice period.
- d. In line with extant regulatory guidelines, BWR would assign a rating on the basis of the available information at the time of withdrawal of issuer rating.

9. Withdrawal of rating in respect of Pooled Investment Schemes:

- a. Mutual fund schemes (closed-ended or open-ended), alternative investment funds (AIFs, closed-ended or open-ended) and capital protection-oriented schemes come under pooled investment schemes.
 - i. Open ended mutual funds, AIF or the capital protection-oriented schemes being perpetual in nature and having no specified maturity, withdrawal of rating of such schemes is permitted. Ratings of such securities can be withdrawn after receiving a request for withdrawal from the Asset Management Company (AMC). However, as units of such schemes are held by many investors, such ratings shall be placed on notice of withdrawal for a period of 30 days on BWR's website, where after the ratings can be withdrawn, subject to there being no objections to withdraw the rating received within the notice period. If there is any objection, the matter should be referred to the AMC concerned and dealt with appropriately.

- ii. At the time of withdrawal of rating of open-ended mutual fund, AIF or the capital protection-oriented schemes, BWR shall assign a rating for the security based on available information, and issue a press release, indicating the reasons for withdrawal and rating assigned.
- iii. For the closed-ended mutual fund schemes, AIFs or the capital protection-oriented schemes, the credit rating can be withdrawn upon the maturity of the rated schemes/ fund and the redemption of the units. BWR relies on the written confirmation of redemption of the scheme/fund by the AMC and redemption-related details available on the website of the sponsor concerned or other third-party sources to determine if the units of the scheme/ fund have been fully redeemed.

10. Withdrawal of rating in respect of Security Receipts:

- a. Withdrawal of rating of Security Receipts (SR) can happen under the following circumstances -(i) Security receipts are fully redeemed or provided for (ii) the life of the trust where the stressed asset has been parked has expired (at the end of 5 years from the date of formation of the trust, or 8 years if the life has been extended) (iii) Before they are fully redeemed, on receipt of a NOC from all the investors or at the written request of the trustee, provided that such request is accompanied by an undertaking from the trustee that a rating is available on that security receipt from another credit rating agency.
- b. Where the SRs have been fully redeemed, the rating can be withdrawn on a written confirmation from the Trustee, which usually is the ARC creating the trust for parking the stressed asset acquired.
- c. In the second case, as per regulations, the validity of a trust is 5 (five) years from the date of formation, and the validity can be extended by another 3 (three) years by the trustee following a due process. Once the tenor is over, the rating can be withdrawn on the basis of an application from the trustee requesting for withdrawal on account of expiry of validity.
- d. The rating can also be withdrawn prior to redemption of the Security Receipts, on either the receipt of an NOC from all the investors or at the written request of the trustee, provided that such request is accompanied by an undertaking from the trustee that a rating is available on that security receipt from another credit rating agency.

11. Withdrawal of rating in respect of Expected Loss Rating for operational infrastructure assets:

- a. Such rating may be withdrawn at the written request of the rated entity.
- b. In such cases, it is placed on 'Notice of Withdrawal' for at least one month, before being withdrawn at the end of the withdrawal notice period.

12. Withdrawal of rating in respect of Provisional Rating:

- a. Initial assignment of provisional rating may be withdrawn under the following circumstances:
 - i. In case there are material changes in the terms of the transaction after the initial assignment of the provisional rating and when the debt issuance is yet to happen, BWR shall withdraw the existing provisional rating, duly stating that the provisional rating is being withdrawn as there are material changes in the terms of the transaction after the initial assignment of the provisional rating.
 - ii. In case there are material changes in the terms of the transaction after the initial assignment of the provisional rating and post the completion of the debt issuance (corresponding to the part that has been issued), BWR would withdraw the existing provisional rating and concurrently assign a fresh rating basis the revised terms of the transaction. The withdrawal of the earlier rating and the concurrent assignment of the fresh rating would be communicated via the same rating rationale.
 - iii. In cases where the documentation has not been completed and the instrument/facility has not yet been issued/raised even at the end of 6 months from the date of assignment of provisional rating, BWR may continue the provisional rating for another six months, upon receipt of a written request from the issuer / entity for continuance of the rating in view of their intention to complete the documentation and the fundraising within the next six months. BWR may grant a maximum of two extensions of six months each, based on specific written requests for each extension from the issuer/entity i.e., for a maximum of 18 months from the date of assignment of provisional rating. If after the expiry of such extensions, the debt is not yet issued/raised, then BWR would withdraw the rating.
 - iv. In the absence of such written requests for extensions from the issuer, the rating shall be placed on a Notice of Withdrawal for 15 days on BWR website, whereafter the rating shall be withdrawn.

- v. If at any point in time, the entity informs BWR that it does not intend to issue the proposed debt instrument/ avail the proposed borrowing, and has not used the provisional rating for any other purpose, the provisional rating shall be withdrawn.

(For more details, please refer to BWR's Provisional Rating Policy available on www.brickworkratings.com)

13. Withdrawal of rating in case of merger / amalgamation / bankruptcy / winding up/liquidation etc:

- a. BWR shall withdraw the rating assigned to the facilities/instruments of such entity/fund/scheme which have ceased to have legal existence due to merger / amalgamation / liquidation/winding up etc. or for which the bankruptcy proceedings are underway before the competent authority. In such cases, it may no longer be useful or necessary for BWR to maintain a rating on the rated entity's obligations.
- b. The withdrawal of rating is subject to the receipt of a written request from the entity/fund/scheme and a copy of the order of the court/competent statutory authority or independent reliable public sources (as specified above). However, in case the written withdrawal request is not received due to liquidation/winding up of the entity, the withdrawal may be done on the basis of a copy of the relevant order of the court/competent statutory authority.
- c. A new rating may be issued based on any rating request by the new entity arising out of such merger / amalgamation / bankruptcy / liquidation etc.

14. Other indicative cases for withdrawing the rating

- a. When there is a request for withdrawal of rating of a rated proposed security, the request may be acceded to by obtaining a written undertaking from the entity that the BWR Rating has not been used for raising any such security and no amount is outstanding against the rated instrument.
- b. There may be cases where a rating factors in some form of explicit third-party credit support (or some structural features), but subsequently it is observed that either the support becomes redundant, or is no longer available (or vice-versa), or the terms are amended. In such cases, BWR may withdraw the rating and simultaneously assign a fresh rating after taking into account the revised terms/ circumstances. The withdrawal of the earlier rating and the concurrent assignment of the fresh rating would be communicated via the same rating rationale.

- c. In case of one time rating exercise with a pre-specified validity period of rating(s)(ULB ratings/Government Bodies rating etc), the rating(s) may be withdrawn at the end of the validity period. The procedure for withdrawal of such ratings shall be similar to that followed for Issuer Ratings.

In respect of Withdrawal of ratings under all the different scenarios mentioned above, a suitable press release/rating rationale shall be issued on BWR's website and a letter communicating the withdrawal of the Rating shall be sent to the issuer.

15. Withdrawal of Credit Enhanced Bank Loan Ratings (Bank Loan CE ratings)

In line with RBI guidance note (DOR.CRG(STR). No. S408/21.06.008/2022-23 dated April 22, 2022) regarding Credit Enhancement for Bank Loan Ratings and subsequent FAQs for the guidance note detailed in communication. DOR.CRG(STR). No. S2617/21.06.008/2022-23) dated 26th July 2022, an option to withdraw the Credit Enhanced rating of Bank Loans may be given under the following conditions only :

- a. The withdrawal of the Bank Loan CE rating is solicited by the rated entity and
- b. At the time of withdrawal, a press release shall be done by BWR communicating the reason of withdrawal and standalone bank loan rating of the rated entity (borrower) as per latest assessment by BWR

The above option to withdraw Bank Loan CE ratings is a one-time measure and effective only till the revised BWR policy on Bank Loan CE ratings is in place. Such withdrawal shall be subject to specific regulatory guidance (if any).

Withdrawal of Ratings is subject to payment of the surveillance fees by the issuer/borrower to BWR in accordance with the Rating Agreement failing which appropriate rating action shall be taken in terms of the Rating Agreement and Rating Policy.