

**PROPOSAL FORM  
DIRECTORS & OFFICERS LIABILITY INSURANCE**

**INSTRUCTIONS**

1. Please answer all questions fully and correctly. Where any question does not apply, please mention clearly that the same is not applicable (mark N.A.).
2. Insurance is a contract of Utmost Good Faith requiring the Insured not only to disclose all material facts but also not to suppress any material facts in response to the questions in the proposal form. If you think any fact is material, please disclose the same.
3. The Policy shall become voidable at the option of the Insurer, in the event of any untrue or incorrect statement, misrepresentation, non-description or on non-disclosure in any material particular in the proposal form/personal statement, declaration and connected documents, or any material information having been withheld by the proposer or any one acting on his behalf.
4. Kindly contact us or Agents for any doubts or clarifications on the proposal form.
5. To provide any additional information relevant to the policy, please use additional sheets if space is not sufficient to complete details.

**NOTE: The liability of the Company does not commence until this proposal has been accepted by the Company and premium paid.**

**For Office Use only:**

|                          |  |      |  |
|--------------------------|--|------|--|
| Branch office Code       |  |      |  |
| Broker/Agent Name & code |  | Code |  |

Put a (✓) mark wherever applicable

**I. PROPOSER'S DETAILS**

|  |   |   |          |   |   |   |   |   |   |   |   |   |
|--|---|---|----------|---|---|---|---|---|---|---|---|---|
| 1. Name of the Proposer  |   |   |          |   |   |   |   |   |   |   |   |   |
| 2. Address of the Proposer<br><br>Communication Address (Please tick)<br><br>( ) Registered Office Address<br><br>( ) Business Address | <b>Registered Office Address</b>  |   |          |   |   |   |   |   |   |   |   |   |
|  | Plot No/Door No.  |   | Building |   |   |   |   |   |   |   |   |   |
|  | Road  |   |          |   |   |   |   |   |   |   |   |   |
|  | Area  |   |          |   |   |   |   |   |   |   |   |   |
|  | City  |   | Pincode  |   | 0 | 0 | 0 | 0 | 0 | 0 | 0 |   |
|  | State   |   |          |   |   |   |   |   |   |   |   |   |
|  | Phone No.   | S | T        | D | - | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
|  | E-mail Id   |   |          |   |   |   |   |   |   |   |   |   |
|  | Website   |   |          |   |   |   |   |   |   |   |   |   |
|  | <b>Business Address. ( ) please tick here if it is same as registered address</b>   |   |          |   |   |   |   |   |   |   |   |   |
|  | Plot No/Door No.  |   | Building |   |   |   |   |   |   |   |   |   |
|  | Road  |   |          |   |   |   |   |   |   |   |   |   |
|  | Area  |   |          |   |   |   |   |   |   |   |   |   |
|  | City  |   | Pincode  |   | 0 | 0 | 0 | 0 | 0 | 0 | 0 |   |
| State  |   |   |          |   |   |   |   |   |   |   |   |   |
| Phone No.  | S   | T | D        | - | 0 | 0 | 0 | 0 | 0 | 0 | 0 |   |
| E-mail Id  |   |   |          |   |   |   |   |   |   |   |   |   |
| Website  |   |   |          |   |   |   |   |   |   |   |   |   |
| 3. Proposer's Trade or Business  |   |   |          |   |   |   |   |   |   |   |   |   |
| 4. Type of Organisation  | <input type="checkbox"/> Public <input type="checkbox"/> Private <input type="checkbox"/> Charitable Trust<br><input type="checkbox"/> Non-Profit Organisation <input type="checkbox"/> Statutory Body<br><input type="checkbox"/> Housing Society <input type="checkbox"/> Other (Please specify): _____ |   |          |   |   |   |   |   |   |   |   |   |

|   |                           |                            |                             |   |                                       |                         |
|---|---------------------------|----------------------------|-----------------------------|---|---------------------------------------|-------------------------|
| 5. How long have you been in business (in years):   |                           |                            |                             |   |                                       |                         |
| 6. Total Turnover   |                           |                            |                             |   |                                       |                         |
|   | Particulars               | Domestic                   | Non OECD Exports            | OECD Exports  | USA & Canada Exports                  | Total                   |
|   | Last Year(20__)           | INR                        | INR                         | INR   | INR                                   | INR                     |
|   | For Proposed Period       | INR                        | INR                         | INR   | INR                                   | INR                     |
| 7. Has Proposer operated under a different name and/or changed country of registration within the last five (5) years? If Yes please provide the details. |                           |                            |                             |   | ( ) Yes ( ) No                        |                         |
| <b>II. RISK DETAILS:</b>  |                           |                            |                             |   |                                       |                         |
| 8. No of locations  |                           | Located in country         | Offices                     | Manufacturing units/Plants  | Depots/Warehouses/Gowdown /Tank farms | Others (please specify) |
|   |                           | India                      |                             |   |                                       |                         |
|   |                           | OECD                       |                             |   |                                       |                         |
|   |                           | Non OECD                   |                             |   |                                       |                         |
|   |                           | USA & Canada               |                             |   |                                       |                         |
| 9. Net worth of the Proposer (Total Assets)   |                           |                            |                             | INR   |                                       |                         |
| a) Net worth of the Subsidiaries & affiliate entities based in USA & Canada.  |                           |                            |                             | INR   |                                       |                         |
| 10. Please provide details on   |                           |                            |                             |   |                                       |                         |
| 1. Global Market Capitalisation   |                           |                            |                             | INR   |                                       |                         |
| 2. USA Market Capitalisation  |                           |                            |                             | INR   |                                       |                         |
| 11. Details of Share Capital  |                           |                            |                             |   |                                       |                         |
|   | Class of Share            | Number of Shares issued    | Number of Shares Authorised | Number of shares owned by directors and officers (directly or beneficially) |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
| 12. Is coverage for subsidiaries required? If yes, please provide the following information   |                           |                            |                             |   | ( ) Yes ( ) No                        |                         |
|   | Name of subsidiary        | Business of the Subsidiary | Country of Registration     | % owned   | Assets & Revenue                      |                         |
|   |                           |                            |                             |   |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
| 13. Is Proposer or any of its subsidiaries listed   |                           |                            |                             |   |                                       |                         |
| i. Listed on any Stock Exchange?.....   |                           |                            |                             | ( ) Yes ( ) No  |                                       |                         |
| ii. Traded in any other way?.....   |                           |                            |                             | ( ) Yes ( ) No  |                                       |                         |
| If yes, please provide following details:   |                           |                            |                             |   |                                       |                         |
|   | Name of Subsidiary Entity | Type of Security Traded    | Exchange where listed       | Level of Listing (Direct, ADR, GDR, 144a etc)                               | Ticker/Stock Symbol                   |                         |
|   |                           |                            |                             |   |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
|   |                           |                            |                             |   |                                       |                         |
| 14. Describe fully any other class of securities convertible to ordinary shares and give the respective voting rights per class                           |                           |                            |                             |   |                                       |                         |

|   |                                       |   |
|---|---------------------------------------|---|
| 15. Number of Shares sold (directly or beneficially) by each Director during last 12 months:  |                                       |   |
| i. Did the Proposer repurchase shares directly from their Directors and Officers?   |                                       | ( ) Yes ( ) No                            |
| ii. If yes, were these shares purchased at then market value?   |                                       | ( ) Yes ( ) No                            |
| 16. Please provide the details of the shareholder controlling or owning (directly or beneficially) more than 5% of Proposer's share capital or voting rights  |                                       |   |
| Name  | % of Share Capital/voting rights held | Board Representation                      |
|   |                                       | ( ) Yes ( ) No                            |
|   |                                       | ( ) Yes ( ) No                            |
|   |                                       | ( ) Yes ( ) No                            |
|   |                                       | ( ) Yes ( ) No                            |
| 17. Is Proposer a subsidiary of another entity? If yes, provide the details   |                                       | ( ) Yes ( ) No                            |
| Name of Entity  | Business of the Holding Company       | Country of Registration                   |
|   |                                       | % owned                                   |
|   |                                       |   |
| 18. Has Proposer publicly revealed in the past 24 months or does it contemplate within next 12months, if any?   |                                       |   |
| i. Consolidation or merger with any other entity?   |                                       | ( ) Yes ( ) No                            |
| ii. Sale or distribution of assets or stock. Or assets, other than in ordinary course of action (if yes, please provide the details)  |                                       | ( ) Yes ( ) No                            |
| 19. Has Proposer filed in the past 18 months or does it contemplate filing within next 12months, any registration statement with government authority for offering of securities?   |                                       | ( ) Yes ( ) No                            |
| 20. If permitted by law, has the Company adopted a provision eliminating or limiting the liabilities of its Directors or Officers?  |                                       | ( ) Yes ( ) No<br>( ) Not Permitted       |
| a) If yes, have the shareholders duly approved such provisions?   |                                       | ( ) Yes ( ) No<br>( ) Not required by law |
| Please provide a copy of the indemnification provisions in the Memorandum of Articles of Association or other Corporate Bylaws.   |                                       |   |
| 21. Has Proposer adopted any anti-takeover provisions dealing with corporate control in their Memorandum and Articles of Association or Corporate Bylaws?   |                                       | ( ) Yes ( ) No<br>( ) Not Permitted       |
| If yes, please provide the details.   |                                       |   |
| 22. Do any of the Proposed Insured Company/ies or any of its Subsidiaries' Directors and Officers presently act in the capacity of a director, officer, trustee, regent, governor or employee of any outside Company? If yes and coverage is requested, please provide details as per related party disclosure in annual report |                                       | ( ) Yes ( ) No                            |
| 23. Has Proposer and/or any of its Subsidiaries and/or its Associate Companies at any time over the last three years been in breach of any of its debts, covenants or loan agreements? If yes, please provide the details   |                                       | ( ) Yes ( ) No                            |
| 24. Are you considering any legal or financial or Managerial reorganization/restructuring? If yes, please provide the details   |                                       | ( ) Yes ( ) No                            |
| 25. Have you at any time over last 3 years changed your auditors, external lawyers or if applicable, your external security counsel? If yes, please provide the details.  |                                       | ( ) Yes ( ) No                            |
| 26. Have you ever restated your financial results or have knowledge of a matter which may cause you to restate your financial statement in next 12 months?  |                                       | ( ) Yes ( ) No                            |

|   |   |      |    |            |            |
|---|---|------|----|------------|------------|
| 27. Have you been declared Sick or Potential Sick Company or have you made application to BIFR or equivalent body established under Sick Industrial Companies (Special Provisions) Repeal Act, 2003?  | ( ) Yes ( ) No  |      |    |            |            |
| 28. Do you have any express written policies on any of the following in place?<br>a) Corporate Governance Principles.....<br>b) Code of Business Conduct and Ethics Policy.....<br>c) Insider Trading Policy.....<br>d) Audit Committee Charter .....<br>e) Corporate Communication Policy.....<br>f) Risk Management Policy.....<br>g) Remuneration Committee Charter.....<br>h) Conflict of Interest Policy.....<br>i) Whistleblower Policy.....  | ( ) Yes ( ) No<br>( ) Yes ( ) No  |      |    |            |            |
| 29. Audit committee is in place? If yes, answer the following<br>a) Chairperson of the committee is non-executive director .....<br>b) Meets at regular interval and have at least 6 meeting during the year<br>c) Have minimum 3 members having knowledge of finance & company law   | ( ) Yes ( ) No<br>( ) Yes ( ) No<br>( ) Yes ( ) No<br>( ) Yes ( ) No  |      |    |            |            |
| 30. Board of Directors<br>a) Chairman of the company is .....<br>b) Total no of Directors.....<br>c) No of Independent Directors.....<br>d) Meets at regular interval and have at least 6 meeting during the year.....  | ( ) Executive Director or<br>( ) Non –Executive Director<br><br><br>( ) Yes ( ) No  |      |    |            |            |
| 31. Do you have written procedure and protocols in place to ensure that you comply with any continuous disclosure obligations arising pursuant to any legislation, listing rules or other law?<br><br>a) If yes, are all relevant directors, officers or employees<br>(i) Provided with a copy of the manual and/or guidelines.....<br>(ii) Have they received regular training in relation to the same.....<br>b) Who is responsible for ensuring compliance with continuous disclosure obligation | ( ) Yes ( ) No<br><br>( ) Yes ( ) No<br>( ) Yes ( ) No<br>( ) Yes ( ) No  |      |    |            |            |
| 32. Has any executive officer or member of the board of directors resigned or been forced to resign for reason other than retirement, poor health or promotions? If yes, please provide the details.  | ( ) Yes ( ) No  |      |    |            |            |
| 33. Has there been any fine or penalty imposed against you or any of your directors or officers within last 5 years? If yes, please provide the details.  | ( ) Yes ( ) No  |      |    |            |            |
| 34. Have you or any of your directors, officers or employee been involved in any of the following?<br>a) Any anti-competitive, price fixing, tax, copyright or patent litigation.....<br>b) Any civil, criminal, administrative or regulatory action, proceeding or investigation regarding any violation or potential violation or any central or state law and regulations.....<br>c) Any shareholder actions, class actions or derivative suits.....   | ( ) Yes ( ) No<br><br>( ) Yes ( ) No<br>( ) Yes ( ) No  |      |    |            |            |
| If your answer is Yes for any of above please furnish the details on the same.  |   |      |    |            |            |
| <b>III. COVER DETAILS:</b>  |   |      |    |            |            |
| 35. Period of Insurance   | <table border="1"> <tr> <td data-bbox="863 1962 1187 1995">From</td> <td data-bbox="1187 1962 1551 1995">To</td> </tr> <tr> <td data-bbox="863 1995 1187 2033">dd/mm/yyyy</td> <td data-bbox="1187 1995 1551 2033">dd/mm/yyyy</td> </tr> </table> | From | To | dd/mm/yyyy | dd/mm/yyyy |
| From  | To  |      |    |            |            |
| dd/mm/yyyy  | dd/mm/yyyy  |      |    |            |            |

|   |   |   |                         |                                      |   |
|---|---|---|-------------------------|--------------------------------------|---|
| 36. Retroactive Date  |   | dd/mm/yyyy  |                         |                                      |   |
| 37. Limit of Indemnity Required   |   |   |                         |                                      |   |
| Any one Accident Limit (AOA)  |   | INR   |                         |                                      |   |
| Aggregate during policy period (AOY)  |   | INR   |                         |                                      |   |
| AOA to AOY Ratio  |   | ( ) 1:1 ( ) 1:2 ( ) 1:3 ( ) 1:4                                 |                         |                                      |   |
| 38. Please indicate the Voluntary Excess opted for by the Insured (as as percentage of indemnity limit per accident)  |   |   |                         |                                      |   |
| 39. Territorial scope required  |   | ( ) India ( ) Worldwide<br>( ) Worldwide excluding USA & Canada |                         |                                      |   |
| 40. Jurisdiction required   |   | ( ) India ( ) Worldwide<br>( ) Worldwide excluding USA & Canada |                         |                                      |   |
| 41. Extensions Required (Please tick yes if you wish to have the following add on covers. Please note, these covers are available subject to additional premium payment by you)   |   |   |                         |                                      |   |
| (i) Coverage for Outside Directorship Liability. If yes please answer the following   |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| a. No. of outside directorships held (please provide the details of all the directorships held)   |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| b. is any director of your organisation a director of any outside entity which is registered in USA/Canada or have subsidiary/holding company in USA/Canada   |   |   |                         |                                      |   |
|   | Name of Organisation where Outside Directorship is Held | Business of the Company   | Country of Registration | No of Directors holding Directorship | Position Held in outside entity                     |
|   |   |   |                         |                                      |   |
|   |   |   |                         |                                      |   |
|   |   |   |                         |                                      |   |
| (ii) Employment Practices Cover. If yes, please provide the following information<br>Total no of Employees: _____ USA & Canada Employees: _____   |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| (iii) Crisis Management cover   |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| (iv) Pollution Defence Cost extension cover   |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| (v) Major Shareholder coverage.<br>If yes, cover is required for major shareholder holding share capital or voting rights up to.....  |   |   |                         |                                      | ( ) Yes ( ) No<br>( ) 5% ( ) 10%<br>( ) 15% ( ) 20% |
| <b>IV. PRIOR INSURANCE AND CLAIM DETAILS:</b>   |   |   |                         |                                      |   |
| 42. Please provide claim history for the last three years   |   |   |                         |                                      |   |
| Year  | Type of Loss  | Total Amount paid / Outstanding (INR)                           |                         | Defence cost (INR)                   |   |
|   |   |   |                         |                                      |   |
|   |   |   |                         |                                      |   |
|   |   |   |                         |                                      |   |
| 43. Are you aware of any any act, error, omission, fact or circumstance, incidents, conditions, which may result in a claim under this Policy? If yes please provide the details.   |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| 44. Has any insurer ever declined your fresh or renewal proposal? If yes please provide the details.  |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| 45. Has any insurer ever terminated your cover? If yes please provide the details.  |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| 46. Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? If yes attach complete details.  |   |   |                         |                                      | ( ) Yes ( ) No                                      |
| 47. Has anyone for whom this insurance is intended given notice under the provisions of any other previous or current similar insurance policy of any facts or circumstances which may give rise to a claim being made against the Company and/or any Director and/or Officer. If Yes, attach complete details. |   |   |                         |                                      | ( ) Yes ( ) No                                      |

| 48. Has anyone aware of any facts or circumstances which might affect the ability of the Proposer to meet its debts as and when they fall due? If yes, please provide the details   |                   |   |                                |                                |                             | ( ) Yes ( ) No |  |
|---|-------------------|---|--------------------------------|--------------------------------|-----------------------------|----------------|--|
| 49. Are you at present insured under Directors & Officers Liability Insurance cover? If yes, please provide the following details.  |                   |   |                                |                                |                             | ( ) Yes ( ) No |  |
| Name of Insurance company   | Policy Start Date | Policy end Date (DD/MM/YY)  | Limit of Indemnity (INR) (AOA) | Limit of Indemnity (INR) (AOY) | Retroactive date (DD/MM/YY) | Premium (INR)  |  |
|   | dd/mm/yy          | dd/mm/yy  |                                |                                | dd/mm/yy                    |                |  |
| <p>As an attachment to this Proposal Form, please include the following (where applicable):</p> <ol style="list-style-type: none"> <li>1. Most recent Report and Accounts, Annual Report, and/or Form 20-F filing with the USA regulatory authorities (if applicable).</li> <li>2. Latest available interim financial statements.</li> <li>3. The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.</li> <li>4. Most recent prospectus, Form F-1 and/or Form F-6 filing with the USA regulatory authorities (if applicable).</li> <li>5. Complete list of all Directors and Officers to be covered including their name and position.</li> </ol>  |                   |   |                                |                                |                             |                |  |
| <p>I/We desire to effect an insurance in terms of the Directors &amp; Officers Liability Insurance policy of the Company against the Limit of Indemnity mentioned above. I/We hereby declare that all statutory provisions relating to my/our business proposed for insurance are complied with.</p> <p>I/We the undersigned hereby declare that the above statements and particulars are true, accurate and complete and I/We have not omitted, suppressed, misrepresented or misstated any facts and information provided herein. I/We agree that this declaration shall be the basis of the contract between me/us and the Company and be incorporated herein.</p> <p>I/We agree that the Company may exchange, share or part with any information to or with other SBI Group Companies or any other person in connection with the Proposal, as may be determined by the Company and shall not hold the Company liable for such use/application.</p> |                   |   |                                |                                |                             |                |  |
| Place:  |                   |   |                                |                                |                             |                |  |
| Date:   | DD-MM-YYYY        | <div style="border-bottom: 1px solid black; width: 100%; margin-bottom: 5px;"></div> <b>Proposer's Signature</b><br>with company stamp<br>Name of Proposer<br>Designation of proposer |                                |                                |                             |                |  |

**STATUTORY WARNING**

**PROHIBITION OF REBATES**

**(Under Section 41 of Insurance Act 1938)**

1. No person shall allow or offer to allow, either directly or indirectly as an inducement to any person to take out or renew or continue an insurance in respect of any kind or risk relating to lives or property in India, any rebate of the whole or part of the commission payable or any rebate of the premium shown on the policy, nor shall any person taking out or renewing or continuing a policy, accept any rebate except such rebate as may be allowed in accordance with the prospectuses or tables of the Insurer
2. Any person making default in complying with the provisions of this section shall be liable for a penalty, which may extend to Ten Lakh rupees.

Initials of  
Proposer