

**DIRECTORS' & OFFICERS' LIABILITY AND COMPANY
REIMBURSEMENT INSURANCE**

PROPOSAL FORM

This is a proposal form for a policy relating only to claims made against the insured party during the currency of the said policy. Unless otherwise stated this Proposal should be completed in respect of the Company and all Subsidiaries thereof. For definitions of these terms please refer to the applicable policy wording which can be obtained from Howden Insurance Brokers India Pvt. Ltd.

Please answer all questions fully (if there is insufficient space please use a separate sheet).

1) General Information

- (i) Name of Company :
Address :

Names of all subsidiary companies to be insured

- (ii) Country of Registration:
(iii) Date from which Company has continually been in business –
(v) Business activity of the Company and its subsidiaries:
(vi) Website:

2) Requested Coverage

- (i) Limit of Liability in the aggregate: INR
(ii) Jurisdiction : India Worldwide excluding USA/Canada
 Worldwide including USA/Canada
(iii) Effective date:

3) Details of Ownership

- (i) Is the Company: Public Private Not-for-Profit
(ii) Are the shares of the Company or any of its Subsidiaries publicly traded? Yes No

If yes, please specify the exchange(s) on which they are listed:

(if the Company has any of its shares in an unsponsored American Depository Receipt ADR program, please indicate):

If yes, please specify percentage of shares traded: %

- (iii) Are there any shareholders (including Directors) owning, directly indirectly or beneficially 10% or more of the shares? Yes No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Name	% of Shares	% of voting shares

4) Subsidiary / Outside Entity Information

- i. Is coverage to include all Subsidiaries: Yes No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Name	Business	% Owned

- ii. Do any Directors, Officers or Employees hold any Outside Board positions at the behest of the Company: Yes No

If yes, is coverage for such positions desired: Yes No

If yes, please provide details: (if there is insufficient space please use a separate sheet)

Organization Name	Territory	# D&O's

5) History of Company

- i. During the last five years has:
- the name of the Company changed? Yes No
 - any acquisition or merger taken place? Yes No
 - any Subsidiary been sold or acquired? Yes No
 - the Company changed its external auditors or external legal advisers? Yes No
 - the Company been in breach of any of its debts, covenants or loan agreements? Yes No

If yes, to any of the above please provide details:

- ii. During the last 12 months have any of the Directors and/or Officers of the Company resigned or been replaced? Yes No

If yes, please provide details:

6) North America

This section is only to be completed if cover is required for claims made in the United States of America or Canada or claims made elsewhere arising out of the Company's operations in the United States of America or Canada

- i. What are the total gross assets of the Company in North America?
- ii. Does the Company have any shares, bonds Yes No

debt or equity instruments in North America not previously indicated in question 3) (ii)?

If yes, on what date was the last offering made?

If yes, was the offering subject to regulation with the Securities Laws of North America? Yes No

If yes, please attach full details:

7) Policies and Procedures

i. Has the Company ever restated its financial results? Yes No

If yes, please provide details:

ii. Does the Company anticipate having to take a significant one-time change to earnings, or restatement of earnings within the next 12 months? Yes No

If yes, please provide details:

iii. If permitted by law, has the Company adopted a provision eliminating or limiting the liabilities of its Directors or Officers? Yes No Not Permitted

If yes, have the shareholders duly approved such provisions? Yes No Not Required by Law

Please provide a copy of the indemnification provisions in the Memorandum of Articles of Association or other Corporate Bylaws.

iv. Has the Company adopted any anti-takeover provisions dealing with corporate control in their Memorandum and Articles of Association or Corporate Bylaws? Yes No Not permitted by Law

8) Forward Looking

i. Has the Company any acquisition, tender offer or merger pending or under consideration? Yes No

If yes, please provide details:

ii. Is the Company aware of any proposal relating to its acquisition by another company? Yes No

If yes, please provide details:

iii. Is the Company intending a new private offering within the next year? Yes No

If yes, please provide details:

- iv. Is the Company currently involved in or considering filing for bankruptcy? Yes No

If yes, please provide details:

9) Investigations/Inquiries

- Has any official inquiry been undertaken by any regulatory governmental, professional or other authorized body into the activities of any or all of the Directors and/or Officers in any capacity? Yes No

If yes, please provide details:

10) Previous Insurance

- i. Does the Company on behalf of its Directors or Officers have Directors & Officers Liability Insurance currently in force? Yes No

If yes, please provide

- i. Limit of Liability:
ii. Insurer(s):

- ii. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors and Officers Liability Insurance? Yes No

If yes, please provide details:

11) Claims Information

- i. Has the Company, or anyone for whom this insurance is intended, been involved in the following:

any antitrust, copyright or patent litigation? Yes No

any civil or criminal action or administrative proceeding alleging a violation of any security law or regulation relating to securities? Yes No

any representative actions, class actions, or derivative suits? Yes No

If yes, to any of the above please provide details:

- (ii) 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? Yes No

If yes, to any of the above please provide details:

- (iii) 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? Yes No

If yes, to any of the above please provide details:

12) Prior Knowledge

- Does anyone for whom this insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a claim which may fall within the scope of this proposed insurance? Yes No

If yes, to any of the above please provide details:

The undersigned authorized officer of the COMPANY declares, on behalf of the COMPANY for himself/herself and after enquiry of and with the express consent of each of the individuals proposed to be covered under this insurance that, to the best of his/her knowledge and belief the statements and declarations contained herein (and any material submitted herewith) are true.

Signing of the proposal form does not bind the undersigned to complete this insurance, but it is agreed that this proposal form together with any material submitted herewith (which shall be retained on file by the insurer and shall be deemed to be attached hereto) shall be the basis of a contract should a policy be issued and shall be deemed to be attached to and form part of the policy.

Date _____ Signature _____
Name _____
Capacity _____

As an attachment to this proposal form, please include the following (where applicable):

- Most recent report and accounts/financial statements (annual report), and/or form with the USA regulatory authorities
- Latest available interim financial statements / annual report.
- Most SEC filings (if applicable)

