

MAGMA HDI GENERAL INSURANCE COMPANY LTD.

PROPOSAL FORM - DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY

(COMMERCIAL)

Proposer Details

1. Name of Company

2. Address of Head

Office _____

3. Country of

Incorporation/Registration _____

4. What is your principal

business: _____

5. a) How long has the Company been in the above business?

b) State other business activities (if any) of the Company and its subsidiaries? _____

6. During the last five years has :

a) The name of the Parent Company changed? Yes No

b) Any acquisition or merger taken place? Yes No

c) Any Subsidiary company been sold or ceased trading? Yes No

d) The capital structure of the Parent Company changed? Yes No

If 'Yes' to any of the above, please give details.

7. a) Has the Company any acquisition, tender offer or merger pending or under consideration Yes No

Directors and Officers Liability Insurance Policy (Commercial)

UIN – IRDAN149CP0002V01201314

Magma HDI General Insurance Co. Ltd. | www.magmahdi.com | E-mail: customercare@magma-hdi.co.in | Toll Free: 1800 266 3202 | Registered Office: Development House, 24 Park Street, Kolkata – 700016. | CIN: U66000WB2009PLC136327 | IRDAI Reg. No. 149 dated 22nd May, 2012 |

- b) Is the Company aware of any proposal relating to its acquisition by another company? Yes No
- c) Is the Company intending a new public offering of Securities within the next year in India, or elsewhere? Yes No
8. Is the Company
- a) Private Limited Yes No
- b) Public Limited Yes No
- c) Listed on any Indian Stock Exchange ? Yes No
- d) Listed on foreign Stock Exchange ? Yes No
- Please specify the exchange(s) _____ Yes No
-
- e) Listed on the Unlisted Securities Market Yes No
- f) Traded in any other way ?
9. Please list
- a) Total number of shareholders _____
- b) Total numbers of shares issued _____
- c) Total number of shares held by Directors and Officers (both direct and beneficial) _____
-
- d) All holdings representing 15% or more of the Ordinary Share Capital of the Company giving the holder and the percentage held by each. _____
-
10. Please give details of any change to the list of Directors and Officers given in the Company's last Report and Accounts.

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11. Give complete list of all subsidiary companies including country of registration and percentage owned by Parent Company other than those shown in the last Report and Accounts.

12. Does the Company or any Director or Officer have Directors & Officers Liability Insurance currently in force? Yes No

If 'Yes' please state:

a) Name of Insurer _____

b) Indemnity Limit _____

c) Expiry Date _____

13. Has any insurer ever declined /refused a proposal/ renewal or cancelled a Directors & Officers Liability Insurance? If 'yes' please give details

Yes No

North American Cover

Questions 13,14, 15 and 16 are to be completed only if cover is required for claims made in the United State of America or Canada or claims made elsewhere arising out of the Company's operations in United State of America or Canada.

14. Please give the total gross assets of the Group in North America

15. a) Please list those subsidiaries in North America that are not wholly owned together with Company's percentage interest in each

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b) For each company ,please specify who owns the minority stock? _____

16. a) Does the Company or any of its subsidiaries have any stock, shares or debentures in North America? Yes No

i) On what date was the last offer/tender/issue made?

ii) Was the Offer subject to The United States Securities Act of 1933 and/or The Securities Exchange Act of 1934 and/or any amendments thereto? Yes No

iii) If any stocks or shares are traded in form of ADR's please advise :

(1) Whether they are sponsored or un- sponsored?

(2) The percentage traded as a total of issued share capital ?

(3) The number of ADR shareholders ?

b) Does the Company or any of its subsidiaries have any debt Instruments or commercial paper in North America? I 'yes' please give details

17. Has a 20-F filing been made to the USA regulatory authorities Yes No

If no, please conform reasons _____

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The following questions are to be completed by all proposers

Claims Information

18. Have claims ever been made against any past or present Director or Officer of the Company or its subsidiaries? If 'Yes' please give details. Yes No

19. Is the Proposer aware, after enquiry, of any circumstances or incident which may give rise to a claim? If 'Yes' please give details. Yes No

Indemnity Limit (Company Reimbursement coverage is inclusive in the limit)

20. Amount of Indemnity required Rs. _____

Employment Practice Liability

21. Do you require Employment Practice Liability cover. If 'yes' please complete question 21-27 on the supplementary sheet attached. These questions form part of the proposal Document. Yes No

Employment Practices Liability

Questions 21-27 are only to be completed if cover is required in respect of Employment Practice Liability

22. Does the Proposer have a Human Resource Department? If 'Yes', how many employees are Yes No

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there in this department? If No', how is the function handled?

23. How many officers and other employees have resigned, been terminated (with or without cause) or have taken early retirement within the last 24 months:

a) Employees _____ b) Officers _____

23. a) Does the Proposer have a written human resources manual or equivalent written management guidelines. Yes No

b) Please tick box if the manual/guidelines indicate a Policy on procedures with respect to the following events:

- | | | | |
|--|--------------------------|---------------------------------|--------------------------|
| • Written application for employment | <input type="checkbox"/> | • Employee appraisals / reviews | <input type="checkbox"/> |
| • Legally prohibited discrimination | <input type="checkbox"/> | • Confidential treatment of | <input type="checkbox"/> |
| • Compliance with statutes | <input type="checkbox"/> | • Medical examinations | <input type="checkbox"/> |
| • Redundancies, termination of Employment and early retirement | <input type="checkbox"/> | • Sexual harassment | <input type="checkbox"/> |
| | | • Employee disciplinary actions | <input type="checkbox"/> |
| | | • Employee out-patient services | <input type="checkbox"/> |

c) Please tick relevant box (es) if decisions regarding these events are always subject to prior review by the Proposer's human resources department, legal department, or outside legal adviser. Individual decisions are always reviewed by:

	<u>Human Resource Dept.</u>	<u>Legal Dept.</u>	<u>External Legal Advisor</u>
1. Written application for employment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Confidential treatment of medical examinations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 3. Legally prohibited discrimination | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Sexual harassment | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Compliance with statutes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Employees disciplinary actions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Redundancies, termination of employment and early retirement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Employee out-placement services | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Employee appraisals/reviews | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

d) Does the Proposer have an employee handbook which is distributed to all employee _____ If 'Yes', please attach such handbook to this proposal

Yes No

24. Is the Proposer currently undergoing, or does the Proposer contemplate undergoing during the next 12 months, any from and any type of company restructuring office, plant, or store closure? If 'Yes', please attach full details.

Yes No

25. Please provide on a separate attachment full details of all wrongful termination, discrimination and sexual harassment claims made against the proposer or any of its directors, officers or employees during past five years including amounts of any judgments or settlements and costs of defence? If no such claim, please tick on "NO".

Yes No

26. Please provide on a separate attachment full details of all inquiries, investigation, grievances filings or other administrative hearings previously filed with or currently before any local or government agency governing employer responsibility to employees.

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27. Are there now or have been any employment practices claim(s) against the Proposer or any of its subsidiaries? If 'Yes', please give details. Yes No

SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE.

DECLARATION

I/We the undersigned, declare on behalf of the Proposer and acting as the sole agent of all directors and officers that to best of my/our knowledge and belief the statements set forth herein are true and correct, and agree that this proposal and any supplementary information requested by the Company and furnished in connection herewith shall form the basis of and be incorporated into any Contract of Insurance which may be concluded between the Proposer and the Company.

I/We undertake to inform the Company of any material alteration to these facts occurring before completion of the Contract of Insurance.

I/We hereby also declare and undertake that the amount paid by me/us as premium for the aforementioned proposal is out of my/our lawful and declared source of Income.

I hereby consent to and authorize Magma HDI General Insurance Company Limited to make welcome calls, service calls or any other communication (electronic or otherwise) with respect to the proposed or existing policy of Company from time to time and subject to the provisions of applicable law.

I wish to get all policy related communications on my Whatsapp (other app) number.

Signed _____

Title _____

(To be signed by Chairman/Chief Executive Officer/Company Secretary)

Company

Date

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Please enclose with this Proposal Form

- The last three Annual Reports and Accounts for the Company
- If the Annual Reports are not prepared on a consolidated basis, the annual Reports of all subsidiaries listed in the Subsidiary enclosure.
- The last two interim Statements (if applicable)
- A copy of any provision under which the directors and officers may be indemnified.
- Any offer Documents/Listing particulars published in the last 12 months.

INSURANCE ACT 1938 SECTION 41- Prohibition of Rebates

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 of 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 a policy accept any rebate, except such rebate as may be allowed in accordance with the published prospectus or tables of the insurer.

Any person making default in complying with the provisions of this section shall be punishable with fine which may extend to ten lakhs rupees.

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