

DIRECTORS AND OFFICERS LIABILITY PROTECT

Proposal Form

GUIDELINES FOR COMPLETION OF THE PROPOSAL FORM

1. Please fill the proposal form in BLOCK LETTERS. All details with * are mandatory.
2. The Liability of the Company in relation to the subject matter of this Proposal does not commence until this Proposal has been accepted by the Company through the issuance of the Policy Document/Cover Note and subject to the receipt by the Company of the premium paid.
3. This Proposal will be the basis of any subsequent policy that we issue to you. It is therefore essential that you provide all the information in this Proposal FULLY, ACCURATELY AND CORRECTLY and that you provide us with any and all additional information relevant to risk to be insured or our decision as to acceptance of the risk or the terms upon which it should be accepted.
4. The Policy shall become voidable at the option of the Company, in the event of any untrue or incorrect or incomplete 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 proposed policyholder or any one acting on its behalf to obtain any benefit under this Policy.
5. If you require additional space to answer any question on this Proposal Form, please attach additional sheets of paper and indicate on the additional sheet the question number to which the information being provided pertains. (Information given herein will be treated in strict confidence).

Policy issuing office:

Policy servicing office:

Intermediary/Agent Name:

Intermediary License no /Agent code.:

Intermediary/Agent Contact No.:

Proposer Details

1. Name of Proposer

Company Website/URL:

2. Address of Head Office

Is the Communication address same as the Head Office address ?

If No, please provide below

Communication Address:

3. Country of Registration:

4. Date of incorporation/formation:
5. State the principal business activities of the Proposer and its subsidiaries?
6. Limit(s) of Liability & Jurisdiction(s) being requested:
7. Applicable Law:
8. Policy Period:
9. Give a complete list of all subsidiary companies not listed in the company's last annual report, including country of registration and percentage owned by Proposer. Please use attachment.

N.B. Hereinafter the Proposer and its subsidiaries shall be known as the "Company."

10. Territorial Scope of Cover required:
11. During the last twelve months has:
 - (a) the name of the Proposer changed? ☐ Yes ☐ No
 - (b) any acquisition or merger occurred involving the Proposer or any subsidiary? ☐ Yes ☐ No
 - (c) any subsidiary been sold or ceased activities? ☐ Yes ☐ No
 - (d) the Company undergone a Management buy out, Leveraged buy out or the Proposer undergone any other change in capital structure? ☐ Yes ☐ No

If "yes" to any of the above please give details.

12. Does the Company or any director or officer have Directors & Officers Liability Insurance currently in force? ☐ Yes ☐ No

If "yes" please state:

- (a) Insurer: _____
- (b) Policy Number:
- (c) Indemnity Limit:

(d) Expiry Date:

(e) Premium:

(f) Retention(s):

13. Has the Company ever had any Insurer decline a proposal or cancel or refuse to renew a Directors & Officers Liability Insurance? ☐ Yes ☐ No

If “yes” please give details.

14. Is the Proposer publicly traded (equity or debt)? ☐ Yes ☐ No

15. Is any subsidiary of the Proposer publicly traded (equity or debt)? ☐ Yes ☐ No

16. If “yes” to question 11 then please specify the following for the Proposer and/or any such subsidiary:

Name of entity	Country of formation or incorporation	Each country listed	Each securities exchange/ market per country	Type of listing (direct, ADR and level, OTC) and registration number	Percentage of all securities traded and type of security

17. Please list for the Company:

(a) Total number of shareholders:

(b) Total number of shares issued:

(c) Total number of shares (percentage) held by the directors and officers of the Company (both direct and beneficial), combined:

(d) Total number of shares (percentage) held by institutional investors:

(e) All security holders (**including parent/holding company**), holding a 5% or more ownership interest in the Proposer, or any subsidiary that is publicly traded, giving the shareholder’s name and the percentage held:

<u>Name of Holder & Location</u>	<u>Entity</u>	<u>Percentage of Ownership</u>

18.

- a. Is the Company considering any acquisition, tender offer, merger, buy-out or other change in equity structure? ☐ Yes ☐ No
- b. Is the Company aware of whether any other company or entity is considering an acquisition, tender offer, merger, buy-out or other change in equity structure of which the Proposer or any subsidiary would be a target? ☐ Yes ☐ No
- c. Is the Company intending either a new public offering of securities (equity or debt), or a change in the listing status of its existing securities, within the next year? ☐ Yes ☐ No

If “yes” to any of the above, please provide specific details. _____

19. (a) Have any Directors and / or Executive Officers of the Proposer or of any subsidiary of the Proposer incorporated or domiciled in the United States of America resigned or been replaced in the past 12 months? ☐ Yes ☐ No

If “Yes,” who, title and why?

- (b) Is the Company considering a replacement or addition of any Directors and Officers of the Proposer or of any subsidiary of the Proposer incorporated or domiciled in the United States of America? ☐ Yes ☐ No

If “Yes,” who, title and why?

20. Does the Company have an internal Audit Committee? ☐ Yes ☐ No

If yes:

- (a) are all members of the internal Audit Committee independent directors? ☐ Yes ☐ No
- (b) does the audit committee meet more than four times per year? ☐ Yes ☐ No
- (c) has any member of the internal audit committee resigned or been replaced within the past twelve months? ☐ Yes ☐ No

If “yes” to question 20 (c), who and why?

Solely for the purposes of this question 20 the term “Independent director(s)” means a person other than an officer or employee of the company who: (1) has not been an employee or officer

of the company for at least three years; and (2) is not a partner in, or controlling shareholders of, the Company.

21. (a) Has the Company changed its external auditing firm in the past three years? ☐ Yes ☐ No

If “yes,” why and when?

- (b) Does the Company have any plans to remove or replace its external auditor in the next 12 months? ☐ Yes ☐ No

If “Yes,” why and to whom?

22. (a) Have the Company’s external auditors recommended changes to the revenue recognition or other significant accounting practices in the past 12 months? ☐ Yes ☐ No

- (b) Has the Company changed its revenue recognition or other significant accounting practices in the past 12 months? ☐ Yes ☐ No

- (c) Has the Company decided that it will change any of its revenue recognition or other significant accounting practices? ☐ Yes ☐ No

If “yes,” to (a), (b) or (c) please provide specific details.

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

If “yes,” please provide details.

24. Does the Company plan to take a significant one time charge to earnings, or restate earnings, within the next 12 months? ☐ Yes ☐ No

If “yes,” please provide details.

If “yes” to question 24, it is agreed that the proposed policy shall not provide any coverage for loss in connection with any claim, investigation, proceeding or action alleging or arising from such event, unless an endorsement is added to the proposed policy specifically extending coverage to such arising.

25. Please provide the total number of employees for the Company, and a breakdown of employees as follows:

Location	Number of employees
India/Country where the head office of the Proposer is located	
Rest of Continental Europe	
United Kingdom	
USA	
Canada	
Rest of the World	
Total	

Cover for the United States of America

Please complete questions 26-29 if the Proposer is requesting any coverage for claims brought in the United States of America or claims made elsewhere arising out of the Company's operations in the United States of America.

If no securities of either the Proposer and any of its subsidiaries are publicly traded in the United States of America, and the Company does not plan to list any securities of the Proposer or any of its subsidiaries in the United States of America within the next 12 months, skip questions 26 and 27.

26. Does the Company's internal audit committee structure and/or procedures comply with U.S. statutes, rules or regulations regarding internal audit committees? (i.e. composition, financial background, independence, required meetings, charter, etc.) ☐ Yes ☐ No
27. Are the Company's financial statements required to be consolidated, or reconciled, in accordance with U.S. Generally Accepted Accounting Principles (GAAP)? ☐ Yes ☐ No
- If "Yes," to question 27, are the company's financial statements, generally, in accordance with US GAAP? ☐ Yes ☐ No
28. Is the U.S. SEC or U.S. IRS presently investigation or requesting information from the Company or any director or officer of the Company? ☐ Yes ☐ No

If "yes," please provide details.

29. Please state total gross assets in the United States:
30. Company's CKYC Identifier / Number (Generated by CERSAI):
PAN (mandatory):
GSTIN:
31. Please share the below details for the Authorised Signatory:
Name:
Designation:
PAN:
CKYC Identifier / Number (Generated by CERSAI):

The following questions are to be completed by all applicants.

Claims Information

32. Has there been or is there now pending any claim(s) or actions against or investigation(s) of: (i) the Company thereof; and/or (ii) any person proposed for insurance in his or her capacity as a director or officer of any Company? ☐Yes ☐No
If "yes," please provide details.
33. Does any directors or officers of the company, the General Counsel (or equivalent person) of the company and the risk manager of the company have any knowledge or information of any act, error or omission which could reasonably give rise to a claim, investigation or action under the proposed policy, except as follows: (Attach complete details.) ☐Yes ☐No
If "yes," please provide details.
34. Has any person or entity proposed for coverage : (i) been involved in any antitrust, copyright or patent litigation; (ii) been charged in any civil, criminal, administrative or regulatory action or proceeding, with a violation of any India or state or foreign law (whether national or federal), rule or regulation governing antitrust, fair trade or securities; or (iii) been involved in any representative actions, class actions, or derivative suits (any of which in (i), (ii) or (iii) being a "Prior Action")? ☐Yes ☐No

If "yes," please provide details.

It is agreed that with respect to Questions 32, 33 and 34 above, that if such claim, proceeding, action, knowledge, information or involvement exists, then such claim, proceeding or action and any claim or action arising from such claim, proceeding, action, knowledge, information or involvement is excluded from the proposed coverage.

Documentation

35. Provide copies of the following for the Company.

- (a) Latest annual report
- (b) Latest interim financial available
- (c) Latest audited financials
- (d) Any securities registration statements filed with the local government agency during the last 2 years
- (e) Any other periodic reports which are required to be filed with the local government agency that regulates securities during the last 12 months

If the Company has any securities (equity or debt) listed or traded in the United States of America, then:

- (f) Latest 20-F filed with the U.S. Securities and Exchange Commission (U.S. SEC) or similar U.S. state agency or non-U.S. agency
- (g) All 6-K's filed with the U.S. SEC (or similar U.S. state agency or non-U.S. agency) within the last year
- (h) All F-1's or registration statements filed with the U.S. SEC (or similar U.S. state agency or non-US agency) within the last twelve months.
- (i) Copies of financial statements certified by the CEO and CFO.

It is agreed that the Proposer will file with the Insurer, as soon as it becomes available, a copy of each registration statement and annual or interim report which the Proposer or any subsidiary may from time to time file with any local or foreign governmental, regulatory body or agency that regulates securities (including but not limited to the US Securities and Exchange Commission).

BANK ACCOUNT DETAILS

PAYMENT DETAILS	REFUND / CLAIMS DETAIL
☐ Cheque ☐ Demand Draft ☐ Credit/Debit Card ☐ Online Payment	☐ Details as per premium cheque to be used for electronic fund transfer; ☐ Cancelled cheque submitted of other bank
Cheque / D.D #	
Drawn Amount	Account Number:
Drawn To	IFSC/MICR Code:

Date	IFSC/MICR Code	Bank Name:
Bank and Branch Name:		Account Holder name:
For Credit/Debit Card:		<i>Disclaimer: Zurich Kotak General Insurance Company (India) Limited shall not be liable to anybody, in any manner, whatsoever if the NEFT transaction does not complete</i>
Transaction Reference No:		
Transaction Date:		

ELECTRONIC INSURANCE ACCOUNT DETAILS OF PROPOSER (E-mail id is mandatory)

Do you have an EIA Account:	☐ Yes ☐ No
If Yes, please quote EIA Number:	
Please mention name of Insurance Repository:	
If No, do you want Us to create an EIA account for you:	☐ Yes ☐ No (If Yes, please fill up Insurance Repository Application form)
Email id (Registered with Insurance Repository):	
Your address details as mentioned in the EIA account shall override the address provided in this application for Insurance.	

ACKNOWLEDGEMENT:

Received from Ms. /Mrs. / Mr.

a sum of Rs. Through Cheque/DD against your proposal for Directors and Officers Liability Protect.

Signature of Zurich Kotak General Insurance Company (India) Limited Official / Intermediary

Date

Zurich Kotak General Insurance Company (India) Limited Official/Intermediary Name:

Time: :

Place:

Note: Neither the submission of a completed proposal for insurance or any payment for any policy sought oblige the Company to agree to issue a policy, which decision is and always shall be in the Company's sole and absolute discretion. If Zurich Kotak General Insurance Company (India) Limited accepts a proposal for insurance, it shall be subject to the Board approved underwriting policy of Zurich Kotak General Insurance Company (India) Limited and the policy Terms and Conditions of Directors and Officers Liability Protect and the Company shall have no liability to make any payment if premium is not received by Zurich Kotak General Insurance Company (India) Limited in full and in time, or is not realised. If a proposal is not accepted, Zurich Kotak General Insurance Company (India) Limited will inform you and refund any payment received from you without interest.

DECLARATION:

I / We hereby declare that the statements made by me / us in this Proposal Form are true to the best of my / our knowledge and belief and I / We hereby agree that this declaration shall form the basis of the contract between me / us and the "Zurich Kotak General Insurance Company (India) Limited"

Protect and contribute in conserving the environment, all your policy and service related communication would be sent in soft copy to the email id mentioned in the proposal form and it is valid for all regulatory /policy servicing requirements. ☐ I / We would still want to receive a physical copy of the policy.

☐ I / We hereby give my/our consent to the Company to verify and obtain my/our identity/address proof through Central KYC Registry or Goods and Service Tax Portal or Ministry Of Corporate Affairs Portal or National Securities Depository Limited portal for the purpose of undertaking KYC.

AML DECLARATION

I / We hereby confirm that all premiums have been/will be paid from bonafide sources and no premiums have been /will be paid out of proceeds of crime related to any of the offence listed in Prevention of Money Laundering Act,2002. I / We understand that the Company has the right to call for document to establish sources of funds. The Insurance Company has right to cancel the insurance contract in case I am/have been found guilty by any competent court of law under any of the statutes, directly or indirectly governing the prevention of money laundering in India.

In case of entity, Type of Organization making the payment:

☐ Limited Company ☐ Government Organization ☐ Non-Government Organization (NGO)
☐ Society ☐ Trust ☐ Partnership ☐ International Organization
☐ Co-operatives ☐ Section 25 Company ☐ Others

Are You or any of the proposed applicants or close relatives is/are associated to Politically Exposed Person (PEP)?* ☐ Yes ☐ No

"Politically Exposed Persons" (PEPs) are individuals who have been entrusted with prominent public functions by a foreign country, including the heads of States or Governments, senior politicians, senior government or judicial or military officers, senior executives of state-owned corporations and important political party officials.

Are you a Non-Profit Organization?*(only in case of an entity) ☐ Yes ☐ No

"Non-profit organization" means any entity or organisation, constituted for religious or charitable purposes referred to in clause (15) of section 2 of the Income-tax Act, 1961 (43 of 1961), that is registered as a trust or a society under the Societies Registration Act, 1860 (21 of 1860) or any similar State legislation or a Company registered under the section 8 of the Companies Act, 2013 (18 of 2013)."

*Place: _____

*Date: / /

*Signature and Stamp of Proposer

DECLARATION FOR AGENT

I hereby declare that, I have fully explained the features and terms & condition of the policy in detail to the Proposer and the Proposer has affixed the signature after fully understanding the features thereof.

Signature of Proposer

Signature & Stamp as applicable of the Insurance Advisor/ Specified person of Corporate Agent/Authorised Employee of Broker/ Sales person*

*Place: _____

*Date: |__|_| / |__|_| / |__|_|_|_|

VERNACULAR DECLARATION:

I hereby declare that, I have fully explained the contents of the proposal form and terms and conditions of the Policy to the Proposer in the language understood to him/her and that the Proposer has affixed the thumb impression / signature above after fully understanding the contents thereof.

Signature of Proposer

Signature of Intermediary/ Sales Person*

*Place: _____

*Date: |__|_| / |__|_| / |__|_|_|_|

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 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 or continuing a Policy accept any rebate, except such rebate as may be allowed in accordance with the published prospectuses or tables of the Insurer.
- 2) Any person making default in complying with the provisions of this section shall be punishable with fine, which may extend to Ten Lakhs Rupees.