

## Maxima Directors and Officers Liability Insurance Proposal Form

ZK - 24-25/v2

DLI

### GUIDELINES FOR COMPLETION OF THE PROPOSAL FORM

- This is a proposal of insurance for a Claims Made policy and the Insurer does not assume any Duty to Defend. 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 or additional information in your possession relevant to the risk in response to the questions in the proposal form. If you think any fact is material, please disclose the same.
- Your failure to comply with this obligation now may result in the rejection of your claim and the avoidance of your policy when a claim is made. The Policy could also 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 anyone acting on his behalf.
- The Insurer is under no obligation to accept this proposal. Receipt of this Proposal by the Insurer does not tantamount to the acceptance of the Proposal by the Insurer and does not result in a concluded contract of insurance.
- The information given in this proposal for insurance will be the basis of any subsequent insurance policy that we issue to you. If you are in any doubt about the information to be given, please seek the advice and guidance of your insurance advisor or agent.
- Liability of the Insurer does not commence until the proposal has been accepted and the premium has been received in accordance with the provisions of section 64VB of the insurance act, 1938.

### FOR OFFICE USE ONLY

Quote No.*	Quote Date*	Branch Code	Sales Manager Code	Intermediary Code	Intermediary Service RM	Intermediary Branch Code	Intermediary Business Vertical	Intermediary Client Ref. No.	SP Name/Code

### INSTRUCTIONS FOR FILLING UP THE PROPOSAL FORM

1. Answer all questions to the best of your knowledge and in a manner that is legible.
2. If there is insufficient space on the Proposal Form or if you want to provide any additional material information, please provide details on separate sheet.
3. Some sections of the proposal form may not be applicable to you, please mark Not Applicable (N/A) in such cases.
4. The proposed Insured will be referred to as "You" or "Your" in this proposal form.

### DETAILS OF THE PROPOSED INSURED'S COMPANY

1. Name of the company or organisation:

Herein after the Insured and all its subsidiaries shall be known as Company:

2. Head office Address:

Is the Communication Address same as the Head Office Address\*  Yes  No If 'No', please provide below

Communication Address:

3. Date the Company started its business:

4. Description of business operations and activities:

5. Country of Registration:

6. Website Address:

7. 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.

8. Is the Company?

a. Private

b. Publicly Listed

c. Government owned

d. Not for Profit

e. Others: Please describe

- f. If Publicly Listed, please provide the details of the stock exchanges where the Company or its Subsidiaries are listed below:

Country of Listing	Date of Listing	Amount Raised (Please provide currency details)

### INSURANCE REQUIREMENT

9. Limits of Insurance (Amount in ₹):

a. Any One Event:

b. In the Aggregate:

10. Policy Period:  11. Retroactive Date:

12. Territory  a. India  b. Worldwide excluding USA and Canada  c. Worldwide including USA and Canada

13. Jurisdiction  a. India  b. Worldwide excluding USA and Canada  c. Worldwide including USA and Canada

14. Optional Extensions required:  a. Asset and Liberty Costs  b. Automatic Acquisition of New Subsidiaries  c. Emergency Costs  
 d. Extradition Costs  e. Occupational Health and Safety Costs  f. Public Relations Costs  
 g. Retroactive Date Protection

Any other coverages to be added as a separate request to be duly signed and stamped

### INSURANCE HISTORY

If there is an incumbent Directors & Officers Liability Insurance in place for the Company, please provide the following details:

15. Insurer

16. Policy Period

17. Policy Limit

18. Premium

19. Deductible

20. Territory and Jurisdiction

21. Has the Company or any directors and officers ever had entitlement to indemnity under any insurance policy denied or otherwise affected due to non disclosure, fraud, misrepresentation or breach of a policy provision?

a. Yes

b. No

If yes, please provide more details regarding the same.

22. Has the Company or any proposed Insured Person ever been refused this type of insurance or had similar insurance cancelled or had an application of renewal declined or had special terms imposed?

a. Yes

b. No

If yes, please provide more details regarding the same.

### CLAIMS HISTORY

Please enter all claims or losses (regardless of fault and whether or not insured) or any occurrences or incidents, conditions, circumstances or suspected circumstance, which may give rise to a claim over the last 5 years under the D&O Insurance Cover.

23. Has there been or is pending now any claim against any directors or officers in their capacity as a director or officer of the Company?

a. Yes

b. No

If yes, please provide more details in a separate sheet (if required) about the claim including the claimant, current status of the claim, amounts paid and insurer reserve amounts.

24. Is the Company or its directors or officers aware of any circumstances, incidents that might lead to a claim being made against any director or officer in their capacity as a director or officer of the Company?

a. Yes

b. No

If yes, please provide more details regarding the same.

25. Have any of the Company's principals, partners, directors, officers or employees ever been the subject of any disciplinary proceeding, prosecution, been fined or penalized or been subject of any inquiry or investigation in their capacity as a director or officer of the Company?

a. Yes

b. No

If yes, please provide more details regarding the same.

**EMPLOYEE DETAILS**

26. Total Number of Employees:

27. Break-up of Employees:

Description of Employees*	USA/Canada/Australia		UK/Europe		Rest of the World		India	
	No.	Wage Roll	No.	Wage Roll	No.	Wage Roll	No.	Wage Roll
<b>C-suite Employees</b>								
<b>Directors</b>								
<b>Managerial Positions</b>								
<b>All other employees</b>								

28. Does the Company maintain a written manual of its human resource procedures?

a. Yes

b. No

If yes, please provide more details regarding the same.

29. Does the Company have a written policy against discrimination including sexual harassment?

a. Yes

b. No

If yes, please provide more details regarding the same.

**MERGERS AND ACQUISITIONS**

30. During the last 3 years, has the following transpired in the Company?

31. The name, logo or trademark of the Company changed?

a. Yes

b. No

32. Has the Capital structure of the Company changed?

a. Yes

b. No

33. Any subsidiary of the Company been sold or ceased trading?

a. Yes

b. No

If the answer to any of the above questions is Yes, please provide more details regarding the same.

34. Has the Company made or is aware of any proposed acquisitions, tender offers or mergers pending or under consideration?

a. Yes

b. No

If yes, please provide more details regarding the same.

**FINANCIAL POSITION AND INTERNAL CONTROLS**

35. Please attach Financial Statements for the previous 2 financial years.

36. Is there any proposed Insured Person aware of facts or circumstances that might affect the ability of the Company to meet all its debt requirements as and when they fall due?

a. Yes

b. No

If no, please provide more details regarding the same.

37. Has the Company changed its external auditor in the last 3 years or intending to change their external auditor in the next 12 months?

a. Yes

b. No

If yes, please provide more details regarding the same.

38. Within the last 12 months has the Company's external auditors stated that there are any significant weaknesses in the Company's internal system control and governance?

a. Yes

b. No

If yes, please provide more details regarding the same.

39. Within the previous 3 years has the Company has any disputes with it's external auditors regarding internal treatment of financial information?

a. Yes

b. No

If yes, please provide more details regarding the same.

40. Are any of the Company's significant accounting practices, including revenue recognition among others, expected to change in the next 12 months?

a. Yes

b. No

If yes, please provide more details regarding the same.

41. Have all the revenue recognition practices used by the Company been approved by the external auditor?

a. Yes

b. No

If yes, please provide more details regarding the same.

42. Has the Company ever re-stated its financial results or is it intending to re-state its financial results in the next 12 months?

a. Yes

b. No

If yes, please provide more details regarding the same.

43. Since the date of the last Financial Statement attached to this proposal, have there been any material developments which have adversely impacted the financial position of the Company?

a. Yes

b. No

If yes, please provide more details regarding the same.

44. Within the last 12 months have there been any changes to the board members or structure of the Company's Board?

c. Yes

d. No

If yes, please provide more details regarding the same.

## SHAREHOLDER INFORMATION AND CORPORATE GOVERNANCE

45. What is the total number of ordinary shares outstanding in the Company?
46. What is the total number of shareholders in the Company?
47. What is the total number of shares held by directors of the Company?
48. Please list all the shareholders who control more than 10% of the Company's voting share capital and the percentage of shares held by those shareholders.
49. On which stock exchanges are the Company's shares traded?
50. Does the Company have on issue any securities which are convertible into shares?
- e. Yes
- f. No
- If yes, please provide more details regarding the same.
51. Is the Company a subsidiary of another company?
52. Does the Company listed on a Stock Exchange comply with the required Corporate Governance Standards and/ or best practices concerning corporate governance?
- g. Yes
- h. No
- If no, please provide more details regarding which recommendations are not met and why.
53. Has the Company ever been questioned by regulators regarding their continuous disclosure obligations?
- i. Yes
- j. No
- If yes, please provide more details regarding the same
54. Does the Company have in place policies concerning the trading in company securities by its directors or officers?
- k. Yes
- l. No
- If yes, please provide more details regarding the same.

## USA EXPOSURES

**Please complete questions 55 – 62 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 55- 62.

55. What are the total gross assets the Company has in the USA?
56. Does the Company have any subsidiaries in the USA?
- m. Yes
- n. No
- If yes, please list these Subsidiaries and their business operations.
57. Does the Company have any interest in any USA based businesses or organisations?
- o. Yes
- p. No
- If yes, please provide more details regarding the entity's name and the Company's equity interest in the USA based entity.

58. Does the Company or any of its subsidiaries have any USA securities listings?

q. Yes

r. No

If yes, please provide details regarding the same.

59. Does the Company have any American Depository Receipts (ADRs) traded in the USA?

s. Yes

t. No

If yes, please provide the following details regarding the same:

a. What is the level of the ADR programme (I, II, III, or s144)?

b. How many ADR's are currently on issue?

c. What was the commencement date of the ADR programme?

d. List the 3 largest holders of ADR's and their respective shareholdings.

60. 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.)

u. Yes

v. No

If no, please provide the reasons why there is no compliance.

61. Are the Company's financial statements required to be consolidated, or reconciled, in accordance with US Generally Accepted Accounting Principles (GAAP)?

w. Yes

x. No

If "Yes," are the company's financial statements, generally, in accordance with US GAAP?

62. 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?

y. Yes

z. No

If yes, please provide more details.

**Other Important Information**

63. GSTIN Number

**For Individual customers, please share below details:**

PAN\*:  / Form 60 (only in case the customer does not have PAN No.)  Yes  No

GSTIN:

Occupation  Business  Salaried  Professionals  Student  Housewife  Retired  Others

Nationality\*  Indian  Non-Indian  NRI

Annual Income  Upto 2.5 lacs  2.5 - 6 lacs  6 - 10 lacs  10 - 15 lacs  15 - 20 lacs  20 - 25 lacs  > 25 lacs

CKYC Identifier / Number (Generated by CERSAI)

**Please share the following for authentication purpose:**

**Proof of Identity (POI) and Proof of Address (POA) [(✓) Tick whichever is applicable]**

PAN  Aadhaar  Passport  Driving Licence  Voter ID Card  Others (Please specify): \_\_\_\_\_

**For Corporate customers, please share below details:**

CKYC Identifier / Number (Generated by CERSAI):

PAN\*:

GSTIN:

Please share the below details for the Authorised Signatory:

Name:

Designation:

CKYC Identifier / Number (Generated by CERSAI):

**NOMINEE DETAILS (Applicable for individual customers)**

Nominee Name*	Relationship of Nominee with Proposer*	Nominee Date of Birth DD/MM/YYYY*	Nominee Mobile Number	Nominee Email ID	Nominee Present Address	Nominee Permanent Address	Nominee Bank Name and Account Details	% of claim share*

**\*Total % share cannot exceed more than 100%**

Where Nominee is a minor, give details of Appointee

Name of the Nominee	Name of the Appointee	Date of Birth DD/MM/YYYY	Relationship with the Nominee

**Note: Please provide an additional sheet if space is not sufficient to complete details.**

**BANK ACCOUNT DETAILS:**

PAYMENT DETAILS	REFUND / CLAIMS DETAIL
<input type="checkbox"/> Cheque <input type="checkbox"/> Demand Draft <input type="checkbox"/> Credit / Debit Card <input type="checkbox"/> Online Payment Cheque / D.D# <input type="text"/> Drawn Amount <input type="text"/> Drawn To <input type="text"/> Date <input type="text"/> DDMMYYYY   IFSC/MICR Code <input type="text"/> Bank and Branch Name <input type="text"/> For Credit / Debit Card <input type="text"/> Transaction Reference No <input type="text"/> Transaction Date <input type="text"/> DDMMYYYY	<input type="checkbox"/> Details as per premium cheque to be used for electronic fund transfer; <input type="checkbox"/> Cancelled cheque submitted of other bank Account Number <input type="text"/> IFSC/MICR Code <input type="text"/> Bank Name <input type="text"/> Account Holder name <input type="text"/> 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.

**ELECTRONIC INSURANCE ACCOUNT DETAILS OF PROPOSER (E-MAIL ID IS MANDATORY)**

Do you have an EIA Account	<input type="checkbox"/> Yes <input type="checkbox"/> No
If Yes, please quote EIA Number	<input type="text"/>
Please mention name of Insurance Repository	<input type="text"/>
If No, do you want Us to create an EIA account for you	<input type="checkbox"/> Yes <input type="checkbox"/> No   (If Yes, please fill up Insurance Repository Application form)
Email id (Registered with Insurance Repository)	<input type="text"/>
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 ₹

Through Cheque/DD  against your proposal for Maxima Directors and Officers Liability Insurance.

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 Maxima Directors and Officers Insurance 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 do hereby solemnly declare and state that all information given above is true to my / our knowledge. In case such information is found at any time in future to be false or misleading or it is found by the insurer that I / We have not disclosed any fact which is material to the assessment of the risk, the insurance cover granted to me / us shall be deemed to be null and void and I / We shall not be entitled to any benefit hereunder.

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 Organisation making the payment:

Limited Company  Government Organisation  Non-Government Organisation (NGO)  Society  Trust  Partnership  
 International Organisation  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)."

Authorised Signatory

Company Stamp

Position in Your Company:  \*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

Place\*  Date\*

Signature of Intermediary / Sales Person\*

## DECLARATION IN CASE THE PROPOSER/ POLICYHOLDER IS PERSON WITH DISABILITY (PWD) (Applicable for individual customers)

I hereby declare that I \_\_\_\_\_, am a person with a disability and require assistance in completing this proposal form. I authorize \_\_\_\_\_ [Name of Representative], to act as my authorized representative and provide necessary declaration on my behalf for this Insurance Policy.

Signature/Thumb impression of Proposer

Place\*  Date\*

Signature of Authorised Representative\*

## 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

Place\*  Date\*

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

## 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.

Zurich Kotak General Insurance Company (India) Limited

(Formerly known as Kotak Mahindra General Insurance Company Limited)

CIN: U66000MH2014PLC260291. IRDAI Reg. No. 152. Registered & Corporate Office: 401, 4th Floor, Silver Metropolis, Jai Coach Compound, Off Western Express Highway, Goregaon (East), Mumbai - 400063. Maharashtra, India. Toll free: 1800 266 4545; Email: care@zurichkotak.com; Website: www.zurichkotak.com