



# Universal Sampo General Insurance Co. Ltd.

(A joint venture of Allahabad Bank, Indian Overseas Bank, Karnataka Ban Ltd., Dabur Investment Corp. and Sampo Japan Nipponkoa Insurance Inc.)

Regd. Office : Unit No 401, 4th Floor, Sangam Complex, 127, Andheri Kuria Road, Andheri (E),  
Mumbai – 400059, Maharashtra. Toll free Fax No. 1800-200-9134. Email: [contactus@universalsampo.com](mailto:contactus@universalsampo.com)

## Proposal Form Directors and Officers Liability – Proposal Form

### 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
  - 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) \_\_\_\_\_

- e) Listed on the Unlisted Securities Market Yes  No
- f) Traded in any other way ? Yes  No

### 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.

\_\_\_\_\_

### 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  
\_\_\_\_\_

**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  
\_\_\_\_\_

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

1) 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? If 'Yes' please give details Yes  No

17. Has a 20-F filing been made to the USA regulatory authorities  
If no, please conform reasons \_\_\_\_\_

**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? Yes  No

If 'Yes' please give details.  
\_\_\_\_\_

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

**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 there in this department? If 'No', how is the function handled? Yes  No   
\_\_\_\_\_

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 \_\_\_\_\_

24. 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
- Legally prohibited discrimination
- Compliance with statutes
- Redundancies, termination of Employment and early retirement
- Employee appraisals / reviews
- Confidential treatment of Medical examinations
- Sexual harassment
- Employee disciplinary actions
- Employee out-

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:

- |   | Human Resource Dept.     | Legal Dept.              | External Legal Advisor   |
|---|--------------------------|--------------------------|--------------------------|
| 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"/> |
| 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

25. Is the Proposer currently undergoing, or does the Proposer contemplate undergoing during the next 12 months, any form and any type of company restructuring office, plant, or store closure? If 'Yes', please attach full details. Yes  No

26. 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

27. 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. Yes  No

28. 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.

Signed \_\_\_\_\_

Title \_\_\_\_\_

(To be signed by Chairman/Chief Executive

Officer/Company Secretary )

Company \_\_\_\_\_

Date \_\_\_\_\_

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.

## PROHIBITION OF REBATES

### Section 41 of the Insurance Act, 1938 provides as follows:

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 except such rebate as may be allowed in accordance with the published prospectus or tables of the insurer.

Any person making default in Company with the provisions of the section shall be punishable with fine which may extend to Ten Lakh rupees

### Universal Sompo General Insurance Co. Ltd.

KLS Tower, Plot No EL 94, MIDC, Mahape, Navi Mumbai - 400710

Toll Free Nos: 1800224030(MTNL)/18002004030(Reliance) Direct Nos: 022 27639800(MTNL) 39133700(Reliance)

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