

PROPOSAL FORM

1. Applicant Information

1. (a) Name of Applicant _____
(b) Address of Applicant _____

(c) Country of Incorporation/Formation _____
(d) Date of Incorporation/Formation _____
(e) Primary Web page _____
2. (a) Limit of Liability requested ₹ _____
(b) Self-insured retention requested (each loss)
Employment Practice Claims ₹ _____
Security Claims ₹ _____
US Claims ₹ _____
Claims against Outside Entity Executives ₹ _____
Professional Services Claims ₹ _____
All over Claims ₹ _____
(c) Effective date _____

2. Organisational Information

1. Describe the Applicant's primary investment focus (e.g. venture capital, mezzanine financing, leverage buyout funds, hedge funds etc.)

2. Describe the Applicant's primary investment strategy (e.g. healthcare, technology, communications, manufacturing etc.)

3. What restrictions/limitations are in place regarding the type of assets or concentrations in which the applicant may invest?

4. Please attach a complete list of all Funds and/or their general partners, directors, officers, and/or equivalent managers for which coverage is requested, along with the accompanying information, as set forth on Schedule A attached hereto.

- (a) Please provide the name and address of the bank or firm performing shareholder accounting services for any Fund proposed for insurance _____

- (b) Have there been any material changes in the investment objectives, administrative operations or investment policies of any Fund proposed for insurance during the past 2 years? Yes No
If 'yes' please attach details indicating the type of changes.

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(c) Please provide each of the above Fund's offering memorandum/prospectus, investment management agreement, latest annual and quarterly reports and latest audited and interim financials _____

(d) Are there any plans to create, acquire or invest in any new Fund within the next twenty-four months? Yes No

If 'yes' please attach details indicating the type of Fund, the size of Fund being considered, and information as to where the applicant plans to solicit additional commitments.

(e) Does the Limited Partnership Agreement of any Fund allow co-investing in a Portfolio Entity with another Fund proposed for insurance? Yes No

If 'yes' please attach details.

5. Please list all Subsidiaries of the Applicant and any such Subsidiaries' general partners, directors, officers, and/or equivalent managers for which insurance is requested, along with the accompanying information, all as set forth on Schedule B attached hereto

6. Please attach a complete list of all Executives of the Applicant (including Executives of any Subsidiary), by name and capacity. Please indicate which Executives, if any, for which coverage is not requested. _____

7. Please attach an organisational structure chart. _____

8. Please provide the approximate % of funds from the limited partners in the following categories.

(a) Institutional _____ %

(b) High Net Worth _____ %

(c) Retail _____ %

(d) Management fee _____ %

(e) Dist. Allocation (performance fee _____ % (LP)/ _____ % (GP)

(f) Clawback Provision Yes No

9. Please provide the approximate percentage of funds from limited domiciled in the following territories

(a) India _____ %

(b) UK _____ %

(c) Europe _____ %

(d) USA/Canada _____ %

(e) Elsewhere _____ %

10. Has there been any incidence of default amongst any of the limited partners? Yes No

11. Please state the number of

	India	UK	Europe	USA/Canada	Elsewhere	Total
Directors						
All other Employees						
Total						

12. Percentage of employees with salaries greater than

(a) ₹1,000,000 _____ %

(b) ₹2,500,000 _____ %

(c) ₹5,000,000 _____ %

(d) above ₹10,000,000 _____ %

13. How many Employees has resigned, been dismissed (with or without cause) or retired within the last 24 months (all locations)?

(a) Officers _____

(b) Other Employees _____

14. Does the Applicant and each other entity proposed for insurance have a Human Resources Department? Yes No

15. Does the Applicant publish a newsletter, website, or any other type of publication? Yes No

If 'yes' please attach the title of each such publication and the web address. _____

3. Portfolio Entity Information

1. Please attach a complete list of all Portfolio Entities and Outside Directorship positions held (including shadow directorship and board observer positions), (schedule C).

2. Please comment on the due diligence procedures involved _____

3. Please comment on details of the procedures and processes in place to monitor the performance of investments after the initial investment has been made through to the exit or write-off _____

4. Please provide a brief overview of risk management and control procedures, including procedures for confirming investors are eligible i.e. qualified, accredited or institutional & for Money Laundering purposes _____

5. Prior to payment of dividends, incurrence of debt, or payment of fees or any transaction where the Applicant has a conflict of interest or has availed itself of an opportunity, does the Applicant insure that it has taken into account the fiduciary duty it owes to the portfolio Company, its shareholders, and in some case its creditors? Yes No

Please detail the processes involved with these sorts of transactions _____

6. Please comment on your current view of the IPO market. Please also comment on preferred exit strategies. Should the IPO market be utilized, please comment on the use of third parties in the transaction – are major investment banks consulted? _____

7. Does the applicant review funding of a Portfolio Entity's pension scheme prior to investment, and during exit? Yes No

If 'no' please describe the steps taken to comply with obligations under the Pensions Act. _____

8. Has the applicant recommended the dismissal of any other adverse employment-related action to be taken against any member of a Portfolio Entity's management? Yes No

If 'yes' please attach details. _____

9. Has the applicant, any general partner, any subsidiary or any Portfolio Entity been the subject of any insolvency proceeding or made as assignment for the benefit of creditors or is not solvent within the last two (2) years? Yes No

If 'yes' please attach complete details. _____

10. Does the Applicant require board representation in a Portfolio Entity when an investment is made in a Portfolio Entity? Yes No

Please provide details in Schedule C. _____

11. Does the Applicant require the Portfolio Entity to take out Directors and Officers Liability Insurance as a condition prior to investing? Yes No

12. Does the Applicant maintain board representation post exit/IPO? Yes No

If 'yes' please attach details on how often and under what circumstances. _____

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13. Does the applicant or any Fund, entity General Partner, Subsidiary, Portfolio Entity anticipate any registration of securities/partnership interest under the US Securities Act of 1933, or a new public offering of securities in India or elsewhere within the next year? Yes No

14. Does the Fund disclose its potential conflict of interest and excuse itself (via its outside directors) from board discussions and voting regarding the terms of an initial down round financing? Yes No

15. Does the applicant observe trading “blackout” periods or “trading windows” relating to Portfolio Entity securities? Yes No
 If ‘yes’, please attach how this activity is monitored. _____

16. With respect to the distribution to limited partners of any Portfolio Entity securities, do any Applicants provide advice or make recommendations to such limited partners regarding further trading in such distributed securities? Yes No
 If ‘yes’ please attach details. _____

17. Stock ownership:

(a) Are any securities of the Applicant, any General Partner, Subsidiary, Fund, or Portfolio Entity for which insurance is requested publicly traded or the subject of a shelf registration? Yes No

(b) If ‘yes’ to question 34 (b) please attach the following information for each entity

The Entity’s name _____

Type of security (e.g. equity, debt, mixed etc) _____

Whether any security holder/limited partner owns five percent (5%) or more of the voting shares/partnership interests directly or beneficially, and if so, their names and percentage holdings _____

Please provide the additional information requested below only for portfolio entities:

Each Fund’s interest (direct and beneficial) – cash flow and capital in such securities and _____

The named Fund’s Manager, its subsidiary’s and their General Partners’, Directors’, Officers’ or equivalent managers’ interest (direct and beneficial) cash flow and capital _____

4. Investment Advisor Liability Information

1. Please provide a description of professional services provided by the Applicant to the Portfolio Entities _____

2. Does the Applicant ever provide any Professional Services to entities that are not Portfolio entities? Yes No
 If ‘yes’ please provide on a separate sheet details on how often and under what circumstances.

5. Management Information

1. How often are Board of Director/Partnership Management Committee meetings held? _____

2. Please indicate the areas in which formal policies and/or procedure have been implemented by the Board of Directors/Management Committee to address

Asset-Liability Management Policy

Audit Policy

Anti-Money Laundering Policy

Conflicts of Interest Policy

Distribution Policy

Duties of Directors and Officers

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Insider Trading	<input type="checkbox"/>
Investment Policy	<input type="checkbox"/>
Merger and Tender Offers	<input type="checkbox"/>
Operation Procedures	<input type="checkbox"/>
Portfolio Entity Valuations	<input type="checkbox"/>
Portfolio Entity Securities Trading "Blackout Period"	<input type="checkbox"/>
Protection of Non-Public Information	<input type="checkbox"/>
Risk Management Policy	<input type="checkbox"/>
Selection Process for New Directors/Partners	<input type="checkbox"/>

3. How often does the Board of Directors/management Committee review the following?

(a) Internal Audit meetings _____

(b) Portfolio Entity Valuations _____

(c) Threatened or Actual Litigation _____

4. Is the valuation of the securities of a Portfolio Entity made or reviewed by an independent third party? Yes No

If 'yes' please describe such valuation or review process _____

5. Is there an advisory or investment committee that should be considered for coverage? Yes No

If 'yes' please attach details. _____

6. Is indemnification provided for Advisory Board Members? Yes No

Please attach a copy of indemnification provisions. _____

7. Do the general partners', managing members', members of the board or managers of the board of directors, or any of their family members invest in the fund? Yes No

If 'yes', please attach full details. _____

8. Have there been any changes in senior management in the last five years? Yes No

If 'yes' please attach full details. _____

9. Please provide the name of the firm that prepares Applicants independent audited financial statements _____

10. Has the Applicant ever changed the firm that prepares its independent audited financial statements? Yes No

If 'yes' please attach full details, including the time of change and reasons for making such change. _____

6. Insurance History

1. Current insurance. If none, list the most recent insurance for the applicant (in regards to each Portfolio Entity, please refer to Schedule C). If included as an attachment herein please indicate here _____

	General Partners Liability Insurance	Directors and Officers Liability Insurance	Employment Liability Insurance	Professional liability Insurance
Name of Insurance Co				
Limit of Liability				
Self-Insured Retention				
Policy Expiration Date				
Premium (indicate whether annual or otherwise)				

2. Has any insurance carrier refused, cancelled or not renewed any General Partnership Liability, Directors and Officers Liability, Employment Practices Liability or Errors and Omissions Liability insurance coverage? Yes No

If 'yes' please attach full details including when and reason(s).

7. Claims Information

1. (a) Has there been or is there now pending any investigation(s) or claims(s) of or actions(s) against any person proposed for insurance in his of her capacity as a director, officer, management committee member, member of the Board of Directors, general partner or equivalent manager of the Applicant, any Fund, any general Partner, any Subsidiary or any Portfolio Entity or any other insured capacity? Yes No

Please attach complete details. If no such investigation(s), claim(s), action(s) please indicate None

(b) Has there been or is there now pending any investigation(s) of claim(s) or action(s) against any entity proposed for insurance? Yes No

Please attach complete details. If no such investigation(s), claim(s), action(s) please indicate None

2. Please provide the following information with respect to the Applicants two most recent regulatory examinations:

Name of Regulatory Authority	Date	On-site or off-site

3. Have all the recommendations or criticisms of each regulatory examination described above been complied with? Yes No

4. Has any person or entity proposed for insurance have knowledge or information of any fact, circumstance, act, error or omission which might give rise to a claim(s) under the proposed policy? Yes No

5. Has the Applicant, any Fund, any General Partner, any subsidiary or any Portfolio Entity or any director, officer, management committee member, member of the Board of Directors, general partner or equivalent manager thereof:

(a) Been involved in any antitrust, copyright or patent litigation? Yes No

(b) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes No

(c) Been charged in any civil or criminal or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes No

(d) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes No

If 'yes' to any of the above please attach full details.

IT IS AGREED THAT WITH RESPECT TO QUESTION 49 TO 53 ABOVE, IF SUCH CLAIM PROCEEDING, ACTION, KNOWLEDGE, INFORMATION OR INVOLVEMENT EXISTS, THEN SUCH CLAIM, PROCEEDING, ACTION, OR INVESTIGATION AND/OR ANY CLAIM, PROCEEDING, INVESTIGATION OR ACTION ARISING THEREFROM IS EXCLUDED FROM THE PROPOSED COVERAGE.

8. Additional Information

1. Please name the Risk Manager, Human Resource Manager and General Counsel for the Applicant and each other entity proposed for insurance under the Policy, the number of years in current position and phone number

Name	Years held position	Phone Number

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2. During the past five years, name and location (City) of outside law firm(s) for any entity proposed for insurance for the following matters:
- (a) Securities Claims _____
- (b) Employment Practices Claims _____
- (c) Other (please specify) _____
3. Please attach copies of the following for the applicant and each other entity proposed for insurance:
- (a) Latest 2 Annual and quarterly reports
- (b) Latest 2 Audited Financial Statements
- (c) Most recent statements filed with SEBI/SEC Form 10-k and 20-k (if applicable)
- (d) Latest interim financial statements available
- (e) Copy of the organisational structure chart
- (f) Copy of the indemnification provisions of the organizational documents.
Also attach a copy of any other indemnification agreements
- (g) Latest management letter along with applicant's responses to any recommendations made therein
- (h) Each Fund's latest prospectus or offering memorandum
- (i) Each Fund's investment management agreement
- (j) Employee Handbook/Human Resources Manual

Additional Details:

Nationality: Indian Non-Indian If Non-Indian, please specify Country: _____

Type of Organization

Corporations Governments Non Governmental Organizations Society International Organization
 Trust Partnership Cooperatives Section 25 Company

PAN card number (10 character number): _____

Sources of funds: Please tick appropriate box Salary Business Others (please specify) _____

SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE BUT IT IS AGREED THAT THIS PROPOSAL SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED.

Section 41 of Insurance Act 1938 (Prohibition of rebates)

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 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 prospectus or tables of the insurer."
2. Any person making default in complying with the provisions of this section shall be liable for penalty which may extend to ten lakh rupees.

Section 64 VB of the Insurance Act 1938

Commencement of risk cover under the policy is subject to receipt of premium by Tata AIG General Insurance Company Limited.

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AML declaration

1. I/we hereby confirm that all premiums paid / payable in future will be from bonafide sources and not paid out of proceeds of crime and that such premiums are not disproportionate to my/our income. I / we understand that the Company has the right to call for documents to establish sources of funds and to cancel the insurance policy in case I / we are found guilty by any competent court of law under any of the statutes, directly or indirectly governing the prevention of money laundering law in India.

2. I/we are not Politically Exposed Persons * nor are their close relatives. I / we shall keep the company informed if we subsequently become a Politically Exposed Person.

"Politically Exposed Persons" shall have the meaning assigned to it under sub clause (xii) of 3(b) of Chapter I of Master Direction – Know Your Customer (KYC) Direction, 2016 issued by Reserve Bank of India (RBI), as amended from time to time

Contact details of TAGIC and TAGIC CIN

Tata AIG General Insurance Company Limited

Registered Office: Peninsula Business Park, Tower A, 15th Floor, G.K. Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India.

24x7 Toll Free No: 1800 266 7780 | Visit us at www.tataaig.com | IRDA of India Registration No: 108 | CIN:U85110MH2000PLC128425

IRDA Approved Product Name & Product UIN no. IRDAN108P0006V01200708

Declaration

I declare on behalf of all insureds, after inquiry, that the statements and particulars in this proposal are true and no material facts have been misstated or suppressed. I agree that this proposal forms, any attachment, any information submitted therewith and any and all other information supplied or requested, shall form the basis of any Contract of Insurance effected thereon. I further undertake to inform Insurers of any material alteration to any information, statements, representations or facts presented in this proposal form occurring after the date this proposal form is signed and before the inception date of the proposed policy.

A material fact is one which would influence the acceptance or assessment of the risk.

All written statements and materials furnished to the insurer in conjunction with this application are hereby incorporated by reference into this application and made a part hereof.

I/We hereby declare and agree that (a) I/We have read the proposal and its details or the same was interpreted to me/us, and the answers, information and particulars entered in the proposal are mine/ours; (b) I/We hereby certify, on behalf of myself/ourselves and on behalf of any person who may have or claim any interest in the said policy, that each of the above answers is full, complete and true and I/We understand that Tata AIG General Insurance Co. Ltd. believing them to be such, will rely and act on them, otherwise the proposed application may be void."

Signing this proposal does not bind the Proposer to complete this insurance.

Signed: _____ Title: _____
(Authorised signatory of the Applicant)

Company: _____ Date: _____

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SCHEDULE A - Fund Schedule

Sr. No	Fund	General Partner	Formed	Committed Capital	Called Capital	Net Assets	Distributions	IRR	# of LPs	# Investments	# Realized Investments
1.											
2.											
3.											
4.											
5.											
6.											
7.											
8.											
9.											
10.											
11.											
12.											
13.											
14.											
15.											
16.											
17.											
18.											
19.											
20.											
21.											
22.											
23.											
24.											
25.											

SCHEDULE B - Subsidiary/Associated Company Schedule (Please note: Portfolio Entities are not Subsidiaries per the definition of this policy)

Sr.No	Name	Date Acquired/Created	% Ownership	Function	Country of Incorporation
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					

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Sr.No	Name	Date Acquired/Created	% Ownership	Function	Country of Incorporation
11.					
12.					
13.					
14.					
15.					
16.					
17.					
18.					
19.					
20.					
21.					
22.					
23.					
24.					
25.					

Is coverage to include all Subsidiaries listed? Yes No

If 'no' please indicate the Subsidiaries for which coverage is desired. _____

Schedule C – Portfolio Company schedule

Sr. No	Portfolio Company	Date of Investment	Total % Ownership	Fund Held In	Director(s) on Board (including Shadow Directors and/or Board Observers)	Employee/ Executive	Realized/ Unrealized	Public/ Private	Directors & Officers Insurance Held (Limit/ Carrier)	Country of Incorporation
1.										
2.										
3.										
4.										
5.										
6.										
7.										
8.										
9.										
10.										
11.										
12.										
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15.										
16.										

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Sr. No	Portfolio Company	Date of Investment	Total % Ownership	Fund Held In	Director(s) on Board (including Shadow Directors and/or Board Observers)	Employee/ Executive	Realized/ Unrealized	Public/ Private	Directors & Officers Insurance Held (Limit/ Carrier)	Country of Incorporation
17.										
18.										
19.										
20.										
21.										
22.										
23.										
24.										
25.										

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