



IFFCO-TOKIO GENERAL INSURANCE CO. LTD

Regd. Office: IFFCO Sadan, C-1, Distt. Centre, Saket, New Delhi-110017

PROFESSIONAL INDEMNITY POLICY

UIN: IRDAN106RP0044V01202223

**PROPOSAL FORM - FOR
FINANCIAL INSTITUTIONS**

(CIVIL LIABILITY INSURANCE)

NOTICE:

Unless otherwise specified, the term "Company" means the Proposer and all its subsidiaries. If the responses for any subsidiary differ from those provided by the Proposer, please provide such responses on a separate, signed sheet.

Unless otherwise specified, the term "Employee" means any natural person who is under any express or constructive contract of employment (whether full time, part-time or temporary) with the Company.

Should the space provided be insufficient for any response, please respond on a separate, signed sheet, making sure you reference the number and sub-point accordingly.

I. GENERAL INFORMATION

1. Name of Proposer: _____
2. Principal address of Proposer: _____

3. Date established: _____
4. Business activities of the Proposer and its subsidiaries: _____

5. Does the Proposer have an ultimate Parent Company? _____ yes no
If "yes", please identify: _____

6. Is the Proposer: _____

(a) privately owned? yes no

if privately owned, are any of its subsidiaries listed on any exchange? yes no

if "yes" to the above, please identify the exchange(s): _____

(b) publicly owned? yes no

If publicly owned, is the Proposer or any of its subsidiaries listed on any stock exchange? yes no

If "yes" to the above, please identify the exchange(s) for each company:

7. Has the Company acquired or created any subsidiary in the past five (5) years which currently?

(a) has total gross assets exceeding 15% of the total consolidated assets of the Proposer as reported in its latest audit Annual Report and Accounts? yes no

(b) derives more than 20% of its overall revenue from its operations in the United States of America, its territories and/or possessions? yes no

(c) generates the majority of its gross revenue from transactions made via the Internet, or from factoring, accounts receivable financing or invoice discounting? yes no

(d) has any securities traded on any securities exchange in the United States of America?..... yes no

(e) purports to acquire assets and liabilities and which as a result of said acquisition of assets / liabilities would fulfill either of (i) to (iv) above? yes no

If "yes" to any of (a) to (e) above, please provide full details:

8. Current number of Employees split by function:

Function	Number
Directors / partners	
Front office advisory / professional/sales staff	
Compliance staff	
Internal audit staff	
In-house legal staff	
Back office and support staff OTHER THAN compliance, internal audit and in-house legal staff	
Other (please specify):	
Other (please specify):	
Total number of Employees	

9. Current approximate percentage split of Employees by territory:

Territories	% Employees
Western Europe	
Eastern Europe, Northern and Central Asia and Baltic	
North America	
Australia and New Zealand	
Far East and Asia	
Israel	
Middle East and Africa	
Central and South America	
Caribbean and Bermuda	
Other	
TOTAL	100%
IF GREATER THAN 10% in any one specific country within a territory, please specify country and percentage:	
(a) _____	
(b) _____	
(c) _____	

10. Please state the current percentage revenue split between distribution channels used by the Company:

	%	% in the USA
In-house advisory staff and professional sales staff		
All direct marketing channels, including: mail, telephone, and the Internet		
Internet only		
Agents, independent financial advisors (IFAs) or similar individuals that are not under the daily control or supervision of the Company		

11. Does the Company monitor the advice provided by agents, IFAs and other individuals that are not under their daily control and supervision? (e.g. Agents / IFAs) yes no

If “no”, please provide full details of controls relied upon on a separate, signed sheet.

II. INTERNAL CONTROLS AND PROCEDURES

GENERAL

1. Are all new products subject to a ‘New Product Approval Process’, or equivalent, which includes sign-off from the business unit manager, as well as the compliance and legal departments? yes no
2. May new product be approved through a ‘fast track’ approval procedure separates from, or not explicitly detailed in, the established standard new product approval process? yes no

If “yes”, please provide full details on a separate, signed sheet including the type(s) of products concerned and the details of the procedure.

3. Are all publications, marketing literature, or other product services communications (electronic or documentary), subject to legal review prior to their release to third parties? yes no
 N / A

AUDIT

4. Does the Company have an internal audit department? yes
 no

If “no”, please provide further details of how internal controls are tested and monitored on a separate, signed sheet.

5. Are regular audits conducted by the internal audit department on a risk critical basis? yes no
6. Does the internal audit team periodically perform independent checks on:
- (a) segregation of duties? yes no
- (b) accuracy of records yes no
- (c) reporting procedures to management / clients? yes
 no

- (d) management and supervisory procedures?
..... yes no
- (e) training requirements and competency of staff? yes
 no
- (f) suitability of advice provided to third parties? yes no
- (g) adequacy of systems? yes no
- (h) authority levels (appropriateness and monitoring)? ...
yes no

7. Are there formal procedures in place to monitor the implementation of recommendations made by the internal audit department? yes no

If “no” to any of (5), (6) or (7) above, please provide full details on how these internal controls are tested and monitored on a separate, signed sheet.

8. Have all audit recommendations contained in the latest management letter from the external auditors, been addressed to the satisfaction of the auditors? yes no

If “no”, please provide further details of such recommendations and the alternative measures taken on a separate, signed sheet.

REGULATORY AND COMPLIANCE

9. Does the Company have a dedicated compliance officer and / or a compliance department in charge of ensuring compliance by all staff to all regulatory rules, principles, codes and guidelines?
 yes no

If “no”, please provide full details on alternative measures or procedures taken on a separate, signed sheet.

10. Does the compliance function report to the board of directors (or the audit committee where the Proposer or any subsidiary is an investment company)? yes no

11. Has the Proposer or any subsidiary or entity proposed for insurance coverage, or any of their directors, officers, partners or employees been subject to any regulatory investigation? .
yes no

If “yes”, please provide full details on a separate, signed sheet and respond to / address the following:

(a) Has such investigation resulted in disciplinary proceedings, admonishments or recommendations? .
yes no

If “yes”, please provide full details on a separate, signed sheet.

(b) If “yes” to (i) above and the investigation has resulted in any recommendations, have all recommendations been fully implemented? yes no

If “no”, please provide full details on a separate, signed sheet.

12. If applicable, have all recommendations made following any routine regulatory visits been fully implemented? .. yes no

If “no”, please provide full details on a separate, signed sheet.

13. Is the Company fully in compliance with regulatory anti-money laundering requirements and has it implemented industry best practice procedures? yes no

14. If applicable, has the Company implemented a formal ‘Treating Customers Fairly’ policy or any equivalent policy? . yes no

TRADING

MARK IF N / A

15. Please state the percentage of the Company’s revenue (as recorded in the latest audited annual financial statements) derived from:

(a) Proprietary trading _____%

(b) Trading on behalf of third parties _____%

16. Please state the number of trading locations _____

17. Are all trading telephone conversations recorded? yes no

18. If “yes”, for how long are recordings kept? _____

19. Does the Company maintain physical separation, segregation of duties, and separation of reporting lines between all front and back office functions? yes no

20. Are all trades entered into the Company’s computer systems immediately? yes no

21. Does the Company maintain controls and procedures to ensure that all trading transactions are:

(a) with approved counterparties? yes no

(b) within approved product lines and approved products? yes no

(c) within approved authority levels? yes no

(d) within approved dealing limits? yes no

(e) reconciled daily? yes no

22. Are all non-conforming transactions automatically identified and immediately rejected and / or reported to risk management / internal audit? yes no

23. Are all positions reviewed for compliance with the formal trading policies manual or similar internal document? yes no

24. Do counterparties receive written confirmation from the Company for all deals prior to settlement?..... yes no
25. Are all new and existing trading counterparties periodically (at least monthly) and independently monitored and approved for credit worthiness and limits? yes no

If “no”, please provide details of monitoring controls and procedures that are in place on a separate, signed sheet.

26. Does the Company allow remote trading? yes no

If “yes”, please detail controls in place:

27. Is confirmation of trades with counterparties done by back office on the same day as the trade yes no
28. Does the Company maintain a Code of Ethics that governs personal trading practices of employees and other persons who have access to information about portfolio holdings of the investment companies (“access persons”)? yes no
29. Does the Company allow access persons to trade for their own account or for accounts over which they have control? yes no
30. Does the Company require access persons to report all personal trades for their own accounts or accounts over which they have control? yes no
31. Does the Company require access persons to report all trades of shares of the investment companies? yes no

III. PROFESSIONAL SERVICES

NOTE TO PROPOSER:

For this section III. PROFESSIONAL SERVICES:

- Please complete the GENERAL questions.
- Thereafter, please only complete those sections that are in the scope of services offered by the Company.

GENERAL

1. Please provide the approximate percentages of the Company’s total revenues (as recorded in the latest audited annual financial statements) which were derived from the listed activities.

	Activity	Overall %	% from activities undertaken in the USA
(a)	Retail Banking		
(b)	Commercial Banking		

(c)	Investment Banking / Wholesale Banking / Corporate Finance		
(d)	Private Banking		
(e)	Stock broking		
(f)	Asset Management / Fund Management		
(g)	Hedge Funds / Hedge Fund Management		
(h)	Fund Administration		
(i)	Provision of trading platforms/clearing / exchange services		
(j)	Trust Services / Custodial Services		
(k)	Private Equity Investment Management / Venture Capital Investment Management		
(l)	Specialized Lending / Asset Leasing		
(m)	Life Insurance / Wealth Management / Pension Fund Management		
(n)	General Insurance		
(o)	Financial Advice only		
(p)	Other (specify): _____ _____ _____		
	TOTAL	100%	

2. Has the Proposer commenced the offering of any new services in the past twelve (12) months or is there the intention to do so in the next twelve (12) months?
 yes no

If "yes", please provide details:

3. If the Company provides loans to third parties, please provide the current percentage split of the total portfolio of loans by type of loan.

MARK IF NOT APPLICABLE

Type of Loan	%	% of total from activities undertaken in the USA
All loans to retail customers, including mortgages and unsecured loans Mortgages only:		
All loans to commercial customers (EXCLUDING syndicated loans)		

All syndicated loans		
TOTAL	100%	

SECTION 1: E-COMMERCE AND INTERNET FACILITIES

MARK IF NOT APPLICABLE

4. Does the Company offer an Internet facility to customers? yes no

If "yes", can any of the following be obtained or carried out through such facility:

(a) product information yes no

(b) account balance or transfer consultation
yes no

(c) funds transfer or creation of pre-authorized
accounts for transfers yes no

(d) company or business account
management yes no

(e) securities dealings yes no

(f) insurance products yes no

(g) loan applications yes no

(h) mortgage applications yes no

(i) other, please specify:

5. Is the identity of a user of the Internet facility systematically verified and authenticated by?

(a) password / pin code yes no

(b) 'one-time' password
yes no

(c) digital signature
yes no

(d) key encryption
yes no

(e) cypher yes
 no

(f) other, please specify:

- 6. Is all data stored or held within the Internet facility encrypted during such time?
 yes no
- 7. Are firewalls or similar software used to restrict or authorize access to the Internet facility? yes no

If "yes", is such software adapted to the specifications of the Company? yes no
- 8. Does the Proposer monitor unauthorized access in its Internet facility and keep records thereof? yes no
- 9. Are obligations and responsibilities of users of the Internet facility expressly stated in terms and conditions of use made available to users? yes no
- 10. Does the Proposer have procedures in place to monitor to whom their services are provided, taking into account any jurisdictional or cross border issues? yes no
- 11. Is any anti-virus software used to protect the Internet facility and data input, processed or stored therein? yes no

If "yes", is this upgraded at least once every two (2) months?
..... yes no

SECTION 2: FUND MANAGEMENT

MARK IF NOT APPLICABLE

NOTE:

For the purpose of this Section:

- "Funds" shall be deemed to include all trusts, investment management companies (open or closed ended), funds and partnerships.
- "Commingled Funds" shall mean any assets which are managed by the Proposer on behalf of third parties which are not part of the "Funds" investment structure.
- "FUM" shall mean Funds Under Management.
- "NAV" shall mean Net Asset Value.

12. Please indicate FUM percentage split by Type of Customer:

Type of Customer	% of total FUM	% of total FUM managed for USA investors
Retail		
High Net Worth Individuals		
Institutional		
TOTAL	100%	

13. Please state:

Amount / Currency

Current total FUM	
Gross outflows in the last twelve (12) months	
Gross inflows in the last twelve (12) months	
Net funds flows	

14. State the percentage split between:

(a) discretionary FUM; and _____%

(b) non-discretionary FUM _____%

15. State the percentage asset split between:

(a) assets in Funds; and _____%

(b) assets in Commingled funds _____%

16. Please indicate the percentage split of the FUM in the following territories:

(a) UK and Europe _____%

(b) North America _____%

(c) Far East / Asia _____%

(d) Middle East _____%

(e) Central and South America _____%

17. Please indicate the percentage split of the FUM invested in the following areas:

(a) equity securities _____%

(b) debt _____%

(c) unlisted investment or private investment _____%

(d) property _____%

(e) commodities, derivatives, or specialist investment strategy (including hedge funds) _____%

(f) ERISA plans _____%

(g) funds of funds _____%

(h) other (please specify) _____%

18. Are performance reports issued to customers at least quarterly? yes no

If "no", please provide details of performance reporting on a separate, signed sheet.

19. In the last twelve (12) months:

- (a) Has anyone fund lost more than 20% of its NAV?..... yes no
- (b) Have any funds been liquidated? yes no

If “yes” to either (i) or (ii) above, please provide details on a separate, signed sheet.

20. Does the Proposer have procedures and controls in place to prevent late trading and market timing? yes no

If “no”, please provide details of such trades and customers for which such trades are allowed on a separate, signed sheet.

21. Does the Proposer monitor its investment companies for abnormal trading patterns? yes no

22. Does the Company impose early redemption charges? yes no

If “yes”, have all such charges been pre-agreed with customers? yes no

23. Does the Company use fair value pricing for NAV valuation? yes no

24. Does the Company have the following automated systems in place?

(a) a tracking system which monitor and control adherence to investment mandates or prospectuses? yes no

(b) a stop loss system or ‘preventative’ trading system which tracks to the investment mandates / agreements? yes no

25. Has the Company had any trading errors resulting in a loss exceeding EUR 50,000 in the last three (3) years? yes no

If “yes”, please provide full details of remedial steps taken on a separate signed sheet.

26. Have all changes to the investment restrictions been agreed by all customers? yes no N / A

SECTION 3: TRUST SERVICES

MARK IF N / A

27. Are trust services limited to purely administration services? yes no

If “no” do these services include investment appraisal, investment advice, or investment management? .. yes no

28. Please provide the value of:

(a) total value of assets under trust EUR

(b) asset value of the largest account EUR

(c) highest fee EUR _____

(d) What is the average term of experience for all trust officers? Years _____

29. Please indicate the percentage split of the assets under trust in the following territories:

(a) Europe including UK _____%

(b) Middle East _____%

(c) Far East / Asia _____%

(d) South America _____%

(e) North America _____%

30. Is dual control maintained over all material recommendations made by any trust officer?
 yes no

SECTION 4: PRIVATE BANKING

Mark if NOT APPLICABLE

31. In respect of client relationship managers, is dual control maintained over all activities involving funds transfers, trades, cash or other valuables? yes no

32. In respect of investment advice to customers, does the Company monitor suitability of advice and products? yes no

If "yes", please provide full details on how much such monitoring is carried out:

33. Does the Company maintain an approved list of products and securities?
 yes no

If "yes", are relationship managers allowed to deviate from this list? yes no

If 'yes', please detail exceptions and controls: _____

If "no" to any of 31 to 33 above, please provide full details about alternative control or review measures in place on a separate signed sheet.

34. Are all:

(a) advisory services rendered; and

(b) hold mail arrangements

subject to written agreement, contractual agreement, service agreement or letter of appointment? yes no N / A

If "no", please provide full details on a separate, signed sheet.

SECTION 5: LIFE PRODUCTS, PENSIONS, INVESTMENTS AND INSURANCE

MARK IF NOT APPLICABLE

35. Does the Company have an established procedure in place to monitor?
- (a) Recurring complaints in respect of products? yes no
 - (b) Recurring complaints in respect of any advisor / branch? yes no
 - (c) Suitability of advice? yes no
 - (d) Suitability of the sales process / channel?..... yes no
36. Are all commissions / fees earned or paid to an agent / broker fully disclosed to all parties? yes no

SECTION 6: INVESTMENT BANKING

Investment banking means mergers & acquisitions, corporate advisory / finance, facility issuance or corporate restructuring.

MARK IF NOT APPLICABLE

37. For investment banking services please provide the percentage Income split. **% Income**
- (a) M&A / Corporate Advisory _____%
 - (b) Equity – new issuance _____%
 - (c) Equity – secondary issuance _____%
 - (d) Debt – new issuance _____%
 - (e) Debt – secondary issuance _____%
(Please provide full details on high yield offerings on separate, signed sheet)
 - (f) Debt Capital Raising _____%
38. Average number of transactions any one year _____
39. Average percentage of transactions where the Company leads the investment operation (as opposed to be a member of a pool) _____%
40. Any failed or incomplete transactions in the last twelve (12) months? yes no
- If “yes”, please provide details on a separate, signed sheet.**
41. Average underwriting participation to date in USD _____
42. Are there internal guidelines in effect with respect to procedures to ensure?
- (a) compliance with applicable regulatory rules? yes no

- (b) adequacy of due diligence reviews?
yes no
- (c) financial ability of buyers represented in M&A transactions? yes no
- (d) an independent outside review of every investment banking transaction? yes
no

- 43. Is there a second independent review or an internal checklist procedure prior to the release of advice or documentation to ensure that all aspects of the transaction as agreed have been completed? yes no
- 44. Are there specific procedures in place to ring-fence sensitive information and to ensure no conflict of interests with other areas within the Company? yes no
- 45. Does the Company have procedures in place with respect to valuation work undertaken to ensure the reasonableness of the same? yes no
- 46. Are standard engagement letters used? yes no

If “yes”, please attach the standard Investment Banking Engagement Letter.

IV. CLAIMS INFORMATION

- 1. Is the Proposer aware, after full enquiry, of any form of client complaint (brought by the client, or on their behalf by a regulator)? yes no

If “yes”, please provide full details on a separate, signed sheet.

- 2. Has the Company, or anyone for whom this insurance is intended, been involved in or subject to the following in the past five (5) years:
 - (a) Any antitrust, copyright or patent dispute or investigation? yes no
 - (b) Any civil or criminal action or administrative proceeding alleging a violation of any laws relating to the sale or purchase of any shares, investments or securities? ..
yes no
 - (c) Any actions alleging inadequacy of advice on investment products or invisibility of same? yes no
 - (d) Any prosecution, disciplinary action, inquiry, investigation, fine or penalty? yes no
 - (e) Has the Company, any Director or Officer of the Company, or any Approved Person (pursuant to Section 59 of the Financial Services and Market Act 2000) received any admonishment or reprimand (or any other official warning), fine, penalty or other sanction from any regulatory body in the past five (5) years? yes no

If “yes” to any of (a) to (e) above, please attach full details on a separate, signed sheet.

3. Have there been any claims in the past five (5) years or are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? yes no

If "yes", please attach full details on a separate, signed sheet.

4. Is anyone for whom this insurance is intended aware of any fact(s) or circumstance(s) which may give rise to a claim being made against the Company and / or any Director and / or Officer? yes no

If "yes", please attach full details on a separate, signed sheet.

It is understood and agreed that if any said claim or any such facts or circumstances which could give rise to a claim exist, then those claims and any other claims arising from such facts or circumstances shall be excluded from the proposed insurance.

V. PREVIOUS / OTHER INSURANCE

1. Has the Company previously held, or has it now any Professional Indemnity Insurance?..... yes no

If "yes", please provide complete details including limit purchased, date from which coverage continuously purchased and the insurer: _____

2. Has any insurer ever cancelled, declined or refused to renew any Professional Indemnity Insurance to the benefit of any Company or any directors or employees thereof within the past three (3) years? yes no

If "yes", please provide details: _____

VI. INFORMATION TO BE ATTACHED BY PROPOSER

Please attach to this Proposal Form:

1. the latest annual report and / or Form 20-F,
2. the latest available interim financial statements
3. For all funds and fund management services, please attach the most recent fund performance information.

VII. INFORMATION ON INSURANCE COVERAGE

Signing this Proposal Form does not constitute coverage, nor does it bind the Proposer to enter into the contract of insurance.

Subject to its terms and conditions contained in the policy for which this is the Proposal Form, coverage will be limited to loss resulting from claims first made during the period of insurance (or any applicable discovery period).

VIII. SIGNATORY'S DECLARATION

To the best of my / our knowledge and belief and after due enquiries, the statements and information contained in, and attached to, this Proposal Form are true, and no material fact has been withheld. I / we understand a material fact is one likely to influence acceptance or assessment of the risk by the Insurer (**NB: in case of doubt, please refer to your insurance broker**). I / we agree that such statements and information shall form the basis of the insurance contract to be affected.

I/we requested and obtained the consent of any person or entity as regards disclosure of any of their personal data used for the purposes of completing this Proposal Form.

I/We declare that all statutory requirements relating to our profession/ business activities have been complied by us.

The person signing this Proposal Form should be duly authorized to sign on behalf of the Proposer and all covered entities / persons and should make all necessary enquiries of his / her fellow directors, officers and employees to enable the questions to be answered and on whose behalf he / she signs.

Company: _____

Signed: _____

Name: _____

Title: _____

Date: _____

SECTION 41 OF THE 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 the premium shown on the policy nor shall any person taking out or continuing a policy accept any rebate except such rebate as may be allowed in accordance with the prospectus 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 Rs. 10,00,000/-.