

## Directors & Officers Liability Proposal

### Proposer Details

1. Name of Proposer *Security Printing and Minding Corporation of India Limited*  
Company Website/URL: *www.spmcil.com*
2. Address of Head Office *16th Floor, Jawahar Udyog Bhawan, Janpath New Delhi - 110001*
3. Country of Registration: *India*
4. Date of incorporation/formation: *13.01.2006*
5. State the principal business activities of the Proposer and its subsidiaries? *Manufacturing of currency notes and circulating Golds, Security Papers, Passports etc.*
6. Limit(s) of Liability & Jurisdiction(s) being requested:
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. *NA*

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

8. 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.

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

If "yes" please state:

- (a) Insurer: United India
- (b) Indemnity Limit: Rs 150 cr
- (c) Expiry Date: 30/3/2021
- (d) Premium:
- (e) Retention(s):

10. 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.

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

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

13. If "yes" to question 11 or 12 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

14. Please list for the Company:

- (a) Total number of shareholders: 07
- (b) Total number of shares issued: 987500740

- (c) \_\_\_\_\_ Total number of shares (percentage) held by the directors and officers of the Company (both direct and beneficial), combined: NIL
- (d) Total number of shares (percentage) held by institutional investors: NIL
- (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 &amp; Location</u>	<u>Entity</u>	<u>Percentage of Ownership</u>
<u>President of India</u>		<u>100%</u>

15. (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. \_\_\_\_\_

16. (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?

17. 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 17(c), who and why?

*For information on the*

Solely for the purposes of this question 17 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.

18. (i) Has the Company changed its external auditing firm in the past three years?..... Yes  No

If "yes," why and when? *Appointment of Auditor is done by C&AG and auditors are changed by C&AG every three years.*

- (ii) 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?

19. (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. *Revenue Recognition*

*Policy has been changed in accordance with applicable Indian Accounting Standards (Ind AS)*

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

If "yes," please provide details.

21. 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 21, 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.

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

Location	Number of employees
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As on 31/3/2020

India/Country where the head office of the Proposer is located	8218
Rest of Continental Europe	—
United Kingdom	—
USA	—
Canada	—
Rest of the World	—
<b>Total</b>	8218

Cover for the United States of America N.A.

**Please complete questions 23-26 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 23 and 24.

23. 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

24. 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 24, are the company's financial statements, generally, in accordance with US GAAP?.....  Yes  No

25. 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.

26. Please state total gross assets in the United States:

The following questions are to be completed by all applicants.

**Claims Information**

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27. 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.

28. 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

**It is agreed that with respect to Questions 27 and 28 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**

29. 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).**

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**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) \_\_\_\_\_

**Declaration:**

1. 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.
2. I understand that the Company has the right to call for documents to establish sources of funds.
3. 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.

***SIGNING THIS PROPOSAL DOES NOT BIND THE PROPOSER TO COMPLETE THIS INSURANCE.***

**Declaration**

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I declare on behalf of all insureds, after inquiry, that the statements and particulars in this supplemental 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.

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

Signed ..... *Sachin Agarwal* .....

**सचिन अग्रवाल/SACHIN AGARWAL**

कंपनी सचिव/Company Secretary

भारत प्रतिभूति मुद्रण तथा मुद्रा निर्माण निगम लि०

(भारत सरकार के पूर्ण स्वामित्वाधीन)

Title .....  
CEO or Chairman of the Board of Directors

Security Printing & Minting Corporation of India Ltd

16वीं मंजिल, जवाहर व्यापार भवन,

16th Floor, Jawahar Vyapar Bhawan,

जानपथ, नई दिल्ली Janpath, New Delhi-110001

(authorised signatory of the insured)

Company .....

Date ..... 05/03/2021 .....