



हरियाणा HARYANA

C 271541

Deed of Adherence

THIS DEED OF ADHERENCE is made on 19th day of November by Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited (the "Covenantor")

SUPPLEMENTAL to a Subscription and Shareholder's Agreement dated 8th September, 2007 made between Canara Bank, HSBC Insurance (Asia-Pacific) Holdings Ltd., Oriental Bank of Commerce and The Hongkong and Shanghai Banking Corporation Limited (the "Agreement")

The Covenantor covenants as follows:

- 1 The Covenantor confirms that it has been supplied with and read a copy of the Agreement and covenants with each of the persons named in the Schedule to this Deed (the "Scheduled Persons") to be bound by the agreement in all respects as if the Covenantor was a party to the Agreement and observe, perform and be bound by all the terms of the Agreement which are applicable to or binding on it under the Agreement or are capable of applying to the Covenantor and which have not been performed at the date of this Deed to the intent and effect that the Covenantor shall be deemed with effect from the date on which the Covenantor is registered as a member of the Company to be a party to the Agreement (as if named as a party to that Agreement).
- 2 This Deed shall be governed by and construed in accordance with English law and the Covenantor hereby submits irrevocably to the non-exclusive jurisdiction of the courts in Mumbai, India (but accepts that this Deed may be enforced in any court of competent jurisdiction) and hereby appoints a person resident in India and reasonably acceptable to the Board of the continuing Shareholder as its agent for service of all process in any proceedings in respect of the Agreement.

N. S. SRINATH

HS KARLUT

3 The address and facsimile of the Covenantor for the purposes of the Agreement is as Follows:

Canara HSBC Oriental Bank of Commerce Life Insurance

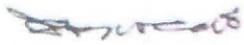
C/o Amsoft Systems
Unitech Trade Centre
Sector 43 Sushant Lok
Opp. Hotel Park Plaza
Gurgaon - 122001 (Harayan)

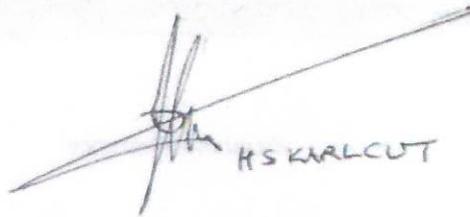
Fax: 0124 - 4201109

EXECUTED as a deed on the date written above.

Schedule

[Parties to the Agreement including those who have executed earlier Deeds of Adherence]


N.S. SRINATH


H.S. KARLUT