



FMT/M&S/SLS/001

APPLICATION FOR A GENERAL MOTORS INDIA PRIVATE LIMITED RETAILER SALES & SERVICE AGREEMENT

GENERAL MOTORS INDIA PRIVATE LIMITED
Chandrapura Industrial Estate,
Halol 389350
Dist. Panchmahals,
Gujarat.

Gentlemen:

Acting on my behalf or on behalf of such partnership / Company, _____, I hereby apply for a General Motors India Private Limited (hereinafter referred to "GMI") (Retailer Sales & Service Agreement) [hereinafter referred to "RSSA"] for motor vehicles marketed by GMI.

As part of this application, I have completed the Questionnaire for the RSSA.

I understand that if this Application is favourably acted upon by GMI, the parties to the RSSA will be GMI, and either I or such other proposed business entity as GMI, consents to contract with and that GMI, will name in the RSSA the individuals upon whose participation in the ownership and/or operation of the proposed Retailership operations GMI, will be relying in entering into the RSSA.

In making this Application, I acknowledge and agree that :

1. The forms for this Application and questionnaire were supplied to me by GMI, as a convenience to me and their receipt by GMI, for consideration shall be without any obligation whatsoever on the part of GMI, or any of its representatives.
2. No one other than the President of GMI, has the authority to approve any proposal that may be subsequently submitted in support of this Application for the RSSA. Such approval, if given, will be only in the form of either: (a) a written RSSA on behalf of GMI, and the party named as "Retailer" in the introductory paragraph thereof, or (b) a written "Letter of Intent" to execute the RSSA executed on behalf of GMI, by the President of GMI, and accepted by me. Any action taken, expenditures made, or commitments assumed, by me, by anyone to be associated with me in the proposed Retailer company, or by the proposed Retailer company itself, prior to receipt by me of such written RSSA shall be at my or their sole risk and responsibility without any liability or obligation whatsoever on the part of GMI, or any of its representatives.
3. Neither I nor the Retailer company, which I may propose will be entitled to rely upon any representation or statement indicating approval of this Application made to me or anyone else by any representative or employee of GMI, or any other person whatsoever prior to receipt of the RSSA or an appropriate "Letter of Intent" executed by GMI.
4. Any material misrepresentation, whether intentional or unintentional, in the information submitted by me in connection with the Application or in the questionnaire shall be

grounds upon which GMI, may either: (a) elect to no longer consider my application, or (b) immediately terminate any "Letter of Intent", or (c) immediately terminate any RSSA executed by GMI, with me or the Retailer company designated by me.

5. GMI is hereby authorised to obtain any additional information it desires concerning my personal background, including credit or investigative reports, from the references listed as well as any other person, including any credit or investigative agency and present or former employers.
6. If I am listed in the RSSA as Retailer Operator, I will establish and maintain my principal residence in or in the vicinity of the Area of Primary Responsibility specified in such notice to the RSSA, and I will actively participate in the daily management of the Retailership's operation, unless approved as a Multiple Retailer Operator.
7. This Application will be retained by GMI, for a period of one year from the date below. In the event I should wish to have an Application for the RSSA on file after such time, I will file a new Application and questionnaire.
8. No representative or employee of GMI, or any other person, has the authority or power to approve or effect in any manner whatsoever any change in or modification of the terms of this application.

Very truly yours,

Signature of Applicant Date
For (legal entity: _____)

Signature of Witness Date

If the answer to either is yes, please attach a statement specifying the firm or firms, location, lines carried and indicating whether you were an operator, financial investor, or owner (including percent of ownership) and setting forth the dates during which you were so associated and, if applicable, reason for leaving.

In addition to the foregoing, please indicate if you have applied for a Dealer or distributor agreement for any General Motors products in past Yes _____ No _____ if yes please attach explanation.

Personal character references: (Other than relatives or employers)

Name	Address	City – Country	Years known	Occupation

Have you at any time been convicted of or pleaded no contest to, a crime? _____. If the answer is Yes, attach a detailed description of the circumstances, identifying the title of the case, court, and the exact nature of the charge.

Have you, or any business in which you were a principal owner, officer, or a director, been held liable in or settled out of court any civil action (including an administrative proceeding seeking an injunctive or other restrictive order)? Yes _____ No _____. If the answer is Yes, attach a statement listing the title and nature of each such action, and the court of administrative agency in which it was held. If for any reason a complete listing is not attached, your statement must so indicate and set forth the reasons for its absence.

Are you, or any business in which you were or are a principal owner, officer or a director, a party to any presently pending civil or criminal action or administrative proceeding? _____. If the answer is Yes, attach a statement listing the title and nature of each such action, and the court of administrative agency in which it is pending.

Have you ever had any wages or other forms of compensation attached, seized or levied upon by any creditors, including any governmental authority? _____

Have you, or any business in which you were either a principal owner, officer or a director, ever instituted or had instituted against you a bankruptcy, insolvency or receivership proceeding, or made a general assignment for the benefits of creditors? _____ if the answer to either of the previous two questions is yes, attach a detailed description of the circumstances, including the disposition of the matter.

Are any members of your immediate family, relative, or in laws in the employ of General Motors India or General Motors Corporation or its subsidiaries? _____. If yes, state full name and relationship to you, position presently held, name and location of Division or subsidiary.

Estimated annual living costs for you and your dependents _____ Do you receive outside income _____, if yes approximate annual amount and source _____
 Amount of life insurance _____

Are you an endorser on any promissory notes, mortgages, bond, etc. of other ? _____, if yes, fully explain: _____

Have you ever been bonded _____ Name and location of Bonding Company _____
 _____ Has your bonding Application ever been rejected _____
 If yes, fully explain _____

Brief description of your experience, so far as general managerial, automotive sales and service capabilities are concerned, and why you believe you are qualified to operate a GMI retailership:

1. _____
2. _____
3. _____
4. _____
5. _____

Personal Financial Information as of this date : _____

Currency used _____

MY PERSONAL ASSETS

MY PERSONAL LIABILITIES

Cash on hand and in Bank

Current Accounts payable

1. _____
2. _____
3. _____
4. _____
5. _____

- Notes payable _____
 Mortgages _____
 Installments Accounts _____
 Income Tax Liability _____
 All other Obligation _____

Total Current Assets : _____

Total Liabilities _____

1. Real Estate-House _____
2. Other _____
3. Other _____

Total other personal assets _____

Unencumbered net worth _____

Total personal assets _____

Total liabilities & new worth _____

PROPOSED DEALERSHIP INFORMATION

1. Size of Dealership desired _____ annual new unit sales volume _____
2. Location preference (if any) City & State _____ Would you be sole owner _____
3. Would you be present to observe and actively participate in the daily operation at the dealership? _____, if yes, to what extent _____
4. If you would not actively manage the dealership, who would? _____
5. How much money are you prepared to invest in the dealership ? _____
6. By what date would this amount be available? _____. If any of the assets above are to be liquidated, how would the liquidation be effected and how long would it take _____
7. Would any funds you plan to invest be borrowed or be otherwise encumbered? _____. If yes, state from whom, terms, restrictions and repayment program _____
8. Is any portion of the funds you plan to invest an outright gift? If yes, amount _____ when available _____
9. Donor's name, address and relationship to you _____
10. Could you obtain additional capital, if necessary _____ if yes, amount _____ when available _____
Unsecured _____ Secured _____ From whom _____
11. Would this be a Dealer company or personal liability ? _____
12. Bank reference : Name & Address _____
Officer's Name _____
13. If you would not be the sole owner, list the names of persons you would propose to have a financial interest in the Dealer company :

Currency used _____

Name of the Investor	Relationship to you	Address
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(Each proposed investor will need to complete an "Application for Approval of a Financial Investment in a Motor Vehicle Dealership")

Would any borrowing of funds by any such investor involve any liability to the Dealer Co.?

14. Do any of these possible investors now have a financial interest in any other new motor vehicle dealership? _____, if yes, list investor's name, Dealer firm name, location, lines handled and percent of ownership interest in each case :

15. **MANAGEMENT AND OWNERSHIP OF RETAILER**

RETAILER OPERATOR(s)

Name of Person	Address	Extent of Financial Interest in RETAILER
----------------	---------	--

- | | | |
|----|-------|-------|
| 1. | | |
| 2. | | |
| 3. | _____ | _____ |

RETAILER OWNER(s)

Name of Persons	Address	Percent Ownership
-----------------	---------	-------------------

- | | | |
|----|--|--|
| 1. | | |
| 2. | | |
| 3. | | |

16. **STATEMENT OF RETAILER MANAGEMENT AND OWNERSHIP**

Name of Persons Having Management Positions and/or Record or Beneficial Ownership Interest in The RETAILER (must show names of Officers and General Manager, if not an Officer, regardless of any financial interest)	Position Held	Active in Retailer Ship (Yes or No)	If a Proprietorship, Partnership or Firms: show Current Net Book value of the Ownership Interest of Each Person Listed	If a Company, show		
				Shares No. Type	Value of Ownership Interest in RETAILER of each person listed, based on current net worth of RETAILER	% of Ownership Interest

RETAILER is a:

- a Sole Proprietor a Partnership a Firm a Private Company a Public Company

Details of Share Capital:

Type of Share	Par Value	Authorized	Issued
	Rs.	Lacs	Lacs

18. Whether copy of Memorandum of Association / Articles of Association (in case of a company) / Deed of Partnership (in case of Partnership firm) is attached?
19. Whether the list of Directors and the latest copy of Form 32 filed with ROC is attached? (In case of company)
20. Whether copy of Board Resolution / Consent of Partners is attached, in favour of the Director / Partner, who shall be signing the RSSA.

21. Whether copy of latest audited Balance Sheet is attached?

22. STATEMENT OF RETAILER LOCATION AND RETAILER PREMISES

A. The description of Retailer Premises below identifies the Retailer Location and describes the Retailer Premises from and at which Retailer is authorized to conduct Retailer OPERATIONS under the Agreement. Retailer represents that this information accurately reflects the terms under which it occupies the premises and the portion(s) used for Retailer Operations.

(1) LOCATION AND OWNERSHIP OF PREMISES

Location	Complete Address	Indicate by (X)		If Leased, Name and Address of Lessor
		Owned	Leased	
Main	Show Room:			
	Workshop:			

(2) DESCRIPTION OF PREMISES LISTED IN "1" ABOVE AND PURPOSE FOR WHICH EACH IS TO BE USED BY RETAILER

Location	Describe Use of Premises for RETAILER OPERATIONS Specify: New Vehicle Sales, Used Vehicle Sales, Parts, Service, New Vehicle Storage, Parking, Offices, etc.	No. of Floors	Area Square feet			Distance From Main Location
			Covered	Uncovered	Total	
1	New Vehicle Sales					

(3) LEASED PREMISES -- PROVIDE INFORMATION ON EACH LOCATION DESIGNATED AS LEASED IN "1" ABOVE :

Location	Term of Lease	Annual Rental	Renewal Options	Annual Rental
			Term	

B. RETAILER represents that the "Retailer Premises Space Analysis" below accurately reflects the actual space it uses in RETAILER OPERATIONS.

RETAILER PREMISES SPACE ANALYSIS

DEPARTMENTAL ALLOCATION	ACTUAL NUMBER OF STALLS		ACTUAL AREA IN SQUARE FEET	
	Covered	Uncovered	Covered	Uncovered
1. New Vehicle Showroom				
2. Used Vehicle Display				
3. Service – Mechanical				
4. Service - Body & Paint				
5. Service - Reception / General Office				
6. Service - Customer Parking/Reception				
7. New Vehicle Storage				
8. Parts				
9. Total space currently used in RETAILER OPERATIONS (sum of lines 1-9)				
10. Space Reported, But Not Included in Workshop Area 1-9 Customer View Gallery				
13. Total Space (sum of lines 9-10)				

RETAILER PREMISES SPACE ANALYSIS OF OTHER ACTIVITIES

Type of Business	Premises		Turnover 2)
	Location1)	Area sq. metres	
Lines (Car Show Room & other Business)			

- 1) Indicates Location number from A (1) above
- 2) Indicates size of activity, e.g. last year's Turnover in Rs.....

Retailer's Current Net Worth : Rs. _____

23. Statement of Retailer Management and Ownership. Retailer's current net worth as shown is from its financial statement as of : _____

Holding Co. Supplement Applicable: Yes No

24. Net Working Capital of the retailer at the execution of the agreement: Rs. _____ Lacs/Crores

For the purpose of completing this Questionnaire in support of my Application for a GMI, Retailer Sales & Service Agreement and for the purpose of obtaining and maintaining credit and other considerations, I have furnished the foregoing information which fully sets forth my true and accurate personal background and financial conditions as of the dates set forth herein. I hereby authorize GMI, to make any inquiries it may consider necessary to verify this information and will not consider such an investigation to constitute an invasion of my privacy as I realize this information is necessary for purposes of reviewing and evaluating this application.

Signature of Witness Date

Signature of Applicant Date