

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Go Digit General Insurance Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"remote e-voting"**) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, read with General Circulars issued by the Ministry of Corporate Affairs ('MCA') having reference No.14/2020, along with subsequent circulars issued in this regard (collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), read with Circulars issued by the SEBI (collectively referred to as **'SEBI Circulars'**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules, circulars and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors has appointed M/s. Kanj & Co. LLP, Practicing Company Secretaries as the Scrutinizer for scrutinizing the process of remote e-Voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

This Postal Ballot is being initiated in compliance with the MCA Circulars and the SEBI Circulars. Accordingly, this Postal Ballot Notice is being sent only through electronic mode (by e-mail) to all those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), Members who have registered their e-mail addresses with the Company or Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company (**"Link Intime"** or **"RTA"**) or the Depository Participant(s) and other persons entitled to receive this notice, as on **Friday, 13th December 2024 ("Cut-off Date")**

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide remote e-Voting facility to the Members identified on the Cut-off Date.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Cut-off Date:	Friday, 13th December 2024
Commencement of remote e-voting:	9:00 a.m. (IST) on Friday, 20th December 2024
End of remote e-voting:	5:00 p.m. (IST) on Saturday, 18th January 2025

The remote e-Voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system.

The Scrutiniser will submit their report, after the completion of scrutiny, to the Chairman or to any other Director or Company Secretary duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website <https://www.godigit.com/investor-relations> and also be displayed on the Notice Board of the Company at its Registered Office and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are declared and simultaneously communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed in compliance with Regulation 44(3) of the SEBI Listing Regulations.

SPECIAL BUSINESS

1. Appointment of Mr. Mukul Gupta (DIN: 08730748) as an Independent Director of the Company for a period of three years w.e.f. 21st November 2024

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the Rules framed thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI Listing Regulations"**), the Insurance Act, 1938, guidelines, circulars, regulations issued by Insurance Regulatory and Development Authority of India (**"IRDAI"**) from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors and pursuant to Policy on Appointment and Remuneration of Directors, Mr. Mukul Gupta (DIN: 08730748) who was appointed as an Additional Director, in the capacity of an Independent Director with effect from 21st November 2024, and who has furnished a declaration stating that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) consecutive years, i.e., from 21st November 2024 to 20th November 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT as a Non-executive Independent Director, Mr. Mukul Gupta shall be eligible for sitting fees and remuneration as may be approved by the Board for Independent Directors from time to time within the permissible limit prescribed under the applicable law along with reimbursement of expenses for attending the meetings of the Board and Committee meetings.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to file necessary forms or returns with the concerned Registrar of Companies and to do all acts, deeds and things necessary to give effect to this resolution, including but not limited to filing relevant forms, executing of deed of covenants, documents, instruments and writings and to do such other actions as they may, in their absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regards for the purpose of implementing this resolution, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors
For Go Digit General Insurance Limited**

sd/-

Tejas Saraf

Company Secretary and
Compliance Officer
Membership No.: A26225

Place: Pune

Date: 17th December, 2024

Registered Office:

1 to 6 Floor, Ananta One,
Pride Hotel Lane,
Narveer Tanaji Wadi, City Survey
No.1579, Shivajinagar, Pune,
Maharashtra, India, 411005

NOTES:

- Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 (the 'Act'), read with the applicable rules made thereunder and the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") with respect to the Special Business to be transacted through Postal Ballot is annexed hereto.
- In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the register of members / register of beneficial owners as on Friday, 13th December 2024 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and share Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot.
- This Postal Ballot Notice will also be available on the Company's website at <https://www.godigit.com/investor-relations> and will also be available on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
- Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the remote e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
- Documents referred to in the Postal Ballot Notice will be kept open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, during business hours from the date of circulation of this Postal Ballot Notice until the last date of remote e-voting.
- The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed as Annexure 1.

Procedure for remote e-voting

- In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
- The remote e-Voting shall commence on **Friday, 20th December 2024, at 9:00 a.m. (IST) and shall end on Saturday, 18th January 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- The voting right of member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, 13th December 2024. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- The Board of Directors of the Company has appointed M/s. Kanj & Co. LLP, Company Secretaries, as the Scrutinizer for scrutinizing the process of remote e-Voting in fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this Postal Ballot.
- The Scrutiniser will submit their report, after the completion of scrutiny, to the Chairman or to any other director or Company Secretary duly authorised in this regard. The results of remote e-voting will be announced **on or before Tuesday, 21st January 2025**. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website <https://www.godigit.com/investor-relations> and also be displayed on the Notice Board of the Company at its Registered Office and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are declared and simultaneously communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Scrutinizer's decision on the validity of votes cast will be final.
- The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Saturday, 18th January 2025**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 20th December 2024 at 09:00 A.M. and ends on Saturday, 18th January 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 13th December 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 13th December 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders :

1. Individual Shareholders holding securities in demat mode with NSDL.

Login Method:

- i. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- iv. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

2. Individual Shareholders holding securities in demat mode with CDSL

Login Method:

- i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- iii. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Help Desk
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 -4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

NSDL Mobile App is available on



How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode`

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of

Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, or grievances pertaining to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <http://www.evoting.nsdl.com> or contact Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager, NSDL, 4TH Floor, A wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India; Contact Details: Email id: evoting@nsdl.com, Contact Number- 022 - 4886 7000

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@godigit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@godigit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 1:

The Board of Directors of the Company via resolution passed by circulation on 18th November 2024, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Mukul Gupta (DIN: 08730748), as an Additional Director in the capacity of Non-executive, Independent Director of the Company for a period of 3 (three) consecutive years from 21st November 2024 to 20th November 2027, subject to the approval of Members of the Company.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), listed entity shall ensure that approval of Members for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the aforesaid provisions, the Board of Directors seek approval of Members through Postal Ballot for appointment of Mr. Mukul Gupta as an Independent Director of the Company for a period of 3 (three) consecutive years from 21st November 2024 to 20th November 2027, not liable to retire by rotation.

Mr. Mukul Gupta is a Chartered Accountant and has over 3.5 decades of work experience in the financial services industry. He is a highly experienced professional with an extensive background having worked in different verticals of the industry such as Insurance, Asset Management and Banks. He has a track record of leading and contributing to successful ventures, start-ups, and handling core management initiatives across various renowned organizations, especially in insurance sector and asset management, including working as CEO, CFO and in Board of Director roles. His earlier experiences include being the CEO at Birla Sun Life Asset Management Company Limited. He also played a crucial role in the building up of Bajaj Allianz Life Insurance Company Ltd, where he served as the CFO & Head of Bancassurance. He has also worked with Management Consulting organizations such as Accenture & KPMG, working with clients across Government and privately owned (foreign & local) financial services organizations.

In the opinion of the Board, Mr. Mukul Gupta possesses skills/expertise in various areas such as Finance and Investment, Business Management and Strategy, Insurance and Risk Management and Governance.

The Company has received necessary documents pertaining to the appointment including a declaration of independence from Mr. Mukul Gupta confirming that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and that he meets the 'Fit and Proper' criteria prescribed by the Insurance Regulatory and Development Authority of India ("IRDAI"). Mr. Mukul Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and submitted a declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India ("**SEBI**") or any other such authority.

Mr. Mukul Gupta is eligible to be appointed as an independent director of the Company. The Company, pursuant to Section 160(1) of the Act, has received a notice in writing from a member proposing the candidature of Mr. Mukul Gupta for the office of a director of the Company.

The Board has assessed the veracity of the above declarations and other documents furnished by Mr. Mukul Gupta. Based on the declaration of independence submitted by Mr. Mukul Gupta, the Board is of the opinion that he is a person of integrity and has the necessary knowledge, experience and expertise and is independent of the Management of the Company and fulfils the conditions specified in the Act, rules made thereunder and Regulation 16 of SEBI Listing

Regulations for appointment as a Non-executive, Independent Director of the Company.

Considering requisite qualifications, skills, experience and expertise of Mr. Mukul Gupta, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Mr. Mukul Gupta, as a Non-executive, Independent Director of the Company for a period from 21st November 2024 till 20th November 2027, not liable to retire by rotation.

Mr. Mukul Gupta is in compliance with the requirements as prescribed in Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling his name in the online databank of independent directors

Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, necessary disclosures regarding appointment of Mr. Mukul Gupta are provided in the Annexure I of this Notice.

As an Independent Director of the Company, Mr. Mukul Gupta will be entitled to receive sitting fees for attending Board and Committee Meetings and reimbursement of expenses for attending the Board and Committee meetings.

A copy of the draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company at www.godigit.com.

Except Mr. Mukul Gupta, being appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Mr. Mukul Gupta is not related to any Directors or Key Managerial Personnel of the Company.

The Board recommends passing of the resolution at Item No. 1 of the accompanying Postal Ballot Notice for approval of the Members of the Company as a **Special Resolution**.

ANNEXURE I

Information as required under Secretarial Standard - 2 on General Meetings and Regulation 30 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standard for appointment of the Director is given as under:

Sr. No.	Particulars	Details
1.	Name of Director	Mukul Kant Gupta
2.	DIN	08730748
3.	Age	61 years
4.	Qualification	B. Com from Sydenham College of Commerce & Economics (1984) Chartered Accountant from Institute of Chartered Accountant of India (1988)
5.	A brief resume of the director and experience	Mr. Mukul Gupta has over 3.5 decades of work experience in the financial services industry. He is a highly experienced professional with an extensive background having worked in different verticals of the industry such as Insurance, Asset Management and Banking. He has a track record of leading and contributing to successful ventures, start-ups, and handling core management initiatives across various renowned organizations, especially in insurance sector and asset management, including working in CEO, CFO and in Board of Director roles. His earlier experiences include being the CEO at Birla Sun Life Asset Management Company Limited. He also played a crucial role in the building up of Bajaj Allianz Life Insurance Company Ltd, where he served as the CFO & Head of Bancassurance. He has also worked with Management Consulting organizations such as Accenture & KPMG, working with clients across Government and privately owned (foreign & local) financial services organizations.
6.	Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Mukul Gupta is proposed to be appointed as an Independent Director not liable to retire by rotation and shall hold office w.e.f. 21st November 2024 till 20th November 2027. He shall not draw any remuneration from the Company, however, shall be eligible to receive sitting fee as decided by the Board from time to time for attending the meetings of the Board and Committees thereof. Remuneration last drawn: Nil

Sr. No.	Particulars	Details
7.	Date of first appointment on the Board and term	Mr. Mukul Gupta was appointed as Additional Director-Independent w.e.f. 21st November 2024 till 20th November 2027.
8.	Shareholding in the listed entity, including shareholding as a beneficial owner	Mr. Mukul Gupta holds 14,535 number of equity shares in the Company.
9.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None
10.	Number of Meetings of the Board attended during the year	Nil
11.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Independent Director in Go Digit Life Insurance Limited. 2. He is a Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Go Digit Life Insurance Limited.
12.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
13.	Listed entities from which the person has resigned in the past three years;	Nil
14.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Mukul Gupta has several years of experience in the Insurance Industry and being a member of Institute of Chartered Accounts of India, is an esteemed Financial Expert who shall guide the Company in achieving its objectives
15.	Nature of expertise in specific functional areas	Finance and Investment, Business Management and Strategy, Insurance and Risk Management and Governance.

**By Order of the Board of Directors
For Go Digit General Insurance Limited**

sd/-

Tejas Saraf

Company Secretary and Compliance Officer
Membership No. A26225

Place: Pune

Date: 17th December, 2024

Registered Office:

1 to 6 Floor, Ananta One,
Pride Hotel Lane, Narveer Tanaji Wadi,
City Survey No. 1579, Shivajinagar,
Pune, Maharashtra, India, 411005