



GO DIGIT GENERAL INSURANCE LIMITED

Registered Office: 1st to 6th Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi,
City Survey No. 1579, Shivajinagar Pune - 411005 Maharashtra, India

Phone No.: 1800-258-5956 **Fax:** 91 20 6747 5400

Website: www.godigit.com

CIN: U66010PN2016PLC167410

Notice

Notice is hereby given that the 8th Annual General Meeting of the Members of Go Digit General Insurance Limited (the "Company") will be held on Wednesday, 14th August 2024 at 10:00 a.m. at Tango Hall, Ground Floor, Hotel Blue Diamond, 11 Koregaon Road, Pune 411001, Maharashtra, India, to transact the business as set out in this Notice.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Kamesh Goyal (DIN:01816985), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mahender Kumar Garg (DIN: 00081454) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 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, ("the LODR 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, Mahender Kumar Garg (DIN: 00081454), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 30th June 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b)

of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period from 30th June 2024 till 9th May 2028, not liable to be retire by rotation.

RESOLVED FURTHER THAT as a Non-executive Independent Director, Mahender Kumar Garg, 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, be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Pune and other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

4. Appointment of Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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, ("the LODR 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, Gopalakrishnan Soundarajan (DIN: 05242795), who was appointed as an Additional

Director in the capacity of Non-Executive Director by the Board with effect from 30th June 2024, and who holds office till the date of Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Pune and other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

5. Ratification of the “Go Digit- Employee Stock Option Plan 2018” (“**ESOP 2018**”/ “**Plan**”) and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“**Act**”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), the applicable provisions of rules, regulations, guidelines, clarifications, circulars and notifications issued by Insurance Regulatory and Development Authority of India (“**IRDAI**”), Securities and Exchange Board of India (the “**SEBI**”) and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as may be applicable (“**Applicable Laws**”), the relevant provisions of the Memorandum of Association and Articles of Association and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the “Go Digit- Employee Stock Option Plan 2018” (“**ESOP 2018**”/ “**Plan**”) of the Company as existing prior to the listing of equity shares of the Company on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), be and is hereby ratified within the meaning of the SEBI SBEB Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“**Board**” which expression shall also include the Nomination and Remuneration Committee or Compensation Committee or any other Committee constituted/to be constituted by the Board in line

with the SEBI SBEB Regulations), being authorised to create, offer, issue and allot employee stock options to eligible employees under the Plan, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in ESOP 2018 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws;

RESOLVED FURTHER THAT the authority of the Board to create, offer, grant, issue and allot up to 3,48,84,881 employee stock options (“**ESOPs**”), convertible to 3,48,84,881 fully paid up equity shares of the Company of face value of ₹ 10/- each (subject to adjustments); at such price, in one or more tranches, in such manner and on such other terms and conditions as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws, be and is hereby ratified;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the existing equity shares of the Company ;

RESOLVED FURTHER THAT the authority granted to the Board to grant ESOPs under the ESOP 2018 be and is hereby ratified;

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the authority of the Board on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in the ESOP 2018 from time to time or to suspend, withdraw or revive the Plan from time to time, as may be required for implementation and administration of Plan or as may be specified by any statutory authority and/ or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees and is in accordance with Applicable Laws, and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company in this regard, be and is hereby ratified;

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds,

matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to this resolution, be and is hereby ratified;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to issue certified true copies of this resolution to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Pune.”

6. Ratification of the extension of the benefits under the “Go Digit- Employee Stock Option Plan 2018” (“ESOP 2018”/ “Plan”) to the employees of Go Digit Infoworks Services Private Limited, Holding Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) and other applicable provisions of the Act for the time being in force and as may be modified from time to time, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of the “Go Digit- Employee Stock Option Plan 2018” (“ESOP 2018”/ “Plan”) details of which are set out in the explanatory statement annexed hereto, as existing prior to the listing of equity shares of the Company on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), to the eligible employees of Go Digit Infoworks Services Private Limited, Holding Company be and is hereby ratified and approved within the meaning of SEBI SBEB Regulations, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee or Compensation Committee or any other Committee constituted/to be constituted by the Board in line with

the SEBI SBEB Regulations) to create, offer, grant, issue and allot in one or more tranches under ESOP 2018 at any time to or for the benefit of the eligible employees of Holding Company, such number of employee stock options exercisable into equity shares of the Company not exceeding 3,48,84,881 employee stock options (“ESOPs”), convertible to 3,48,84,881 fully paid up equity shares of the Company of face value of ₹ 10/- each (subject to adjustments) at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the authority of the Board, on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in the ESOP 2018 from time to time or to suspend, withdraw or revive ESOP 2018 from time to time, as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees, and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company in this regard, be and is hereby ratified;

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), officer(s) of the Company as may be required to give effect to these resolutions, be and is hereby ratified;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to issue certified true copies of these this resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra

at Pune.”

7. To approve the amendment in the “Go Digit- Employee Stock Option Plan 2018” (“ESOP 2018”/ “Plan”) and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the regulation 12(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, the Memorandum of Association and Articles of Association of the Company, recommendations of Nomination and Remuneration Committee and Board of Directors and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, as may be necessary, the approval and consent of the members of the Company be and is hereby accorded to amend the clause 7 of the “Go Digit- Employee Stock Option Plan 2018” (“ESOP 2018”/ “Plan”) to reduce the minimum vesting period in the plan from ‘existing 2 years from the date of joining of employee/Grant date of such Options’ to ‘1 year from the date of Grant of such Options’.

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee or Compensation Committee, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary to give effect to the above resolution and for effective implementation and administration of Plan including without limitation, to settle any question, difficulty or doubt that may arise in this regard for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to issue certified true copies of this resolution to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Pune and other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

8. Revision in Remuneration of Jasleen Kohli (DIN: 07634112), Managing Director & Chief Executive Officer of the Company and in this regard, to

consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, applicable provisions of the Companies Act, 2013 and the rules made thereunder, regulations / guidelines / circulars issued by the Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time (including any amendments, variations, modifications or re-enactments thereto for the time being in force), applicable provisions of the Articles of Association of the Company, based on recommendation of the Audit Committee, the Nomination and Remuneration Committee and Board of Directors of the Company and subject to approval of IRDAI, Jasleen Kohli (DIN: 07634112), Managing Director and Chief Executive Officer of the Company, be paid a fixed remuneration (including provident fund and gratuity) of ₹ 3,32,12,423/- (Rupees Three Crore Thirty-Two Lakhs Twelve Thousand Four Hundred Twenty Three only) for the financial year 2024-25. In addition, Jasleen Kohli, will also be entitled to the leave, life insurance, personal accident insurance, group medicare policy and any other benefits, as per the policy of the Company as in force from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, applicable provisions of the Companies Act, 2013 and the rules made thereunder, regulations / guidelines / circulars issued by the Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time (including any amendments, variations, modifications or re-enactments thereto for the time being in force), applicable provisions of the Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to approval of IRDAI, Jasleen Kohli, Managing Director and Chief Executive Officer of the Company, shall be entitled to variable pay linked to her performance, of not exceeding ₹ 3,32,12,424/- (Rupees Three Crore Thirty-Two Lakhs Twelve Thousand Four Hundred Twenty Four only) per annum, including stock options in accordance with the relevant scheme of the Company in this regard and /or as approved by the Nomination and Remuneration Committee or Board of Directors as per the remuneration policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee thereof) be and are hereby severally authorised to determine, or revise, or alter and vary the remuneration structure, including amount and/or any parameters, of Jasleen Kohli, as may be agreed with her, to comply with IRDAI or any other regulatory or statutory directives and to settle any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any other person(s) authorised by the Board in this regard, be and is/are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission

of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof."

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

sd/-
Tejas Saraf
Company Secretary and
Compliance Officer
ACS No.: 26225

Place: Pune
Date: 16th July 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:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the '**Act**'), with respect to the Special Business to be transacted at the 8th Annual General Meeting (the '**Meeting / AGM**') is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "**MEETING**") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A proxy form for the Meeting is enclosed. Proxies are requested to bring their identity document to prove identity at the time of attending the Meeting.
4. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members, attending the meeting in person are requested to bring their attendance slip to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are annexed.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170(1) of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.
11. The Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.
12. The Certificate from the Secretarial Auditors of the Company certifying that the Company's previous Employees Stock Option Schemes, are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the Members at the Annual General Meeting.
13. In compliance with the applicable provisions of the Companies Act, 2013, Rules made thereunder, read with General Circulars issued by the Ministry of Corporate Affairs ('**MCA**') having reference No. 14/2020, 17/2020, 20/2020, 10/2022, dated 8th April 2020, 13th April 2020, 5th May 2020, 28th December 2022 along with subsequent circulars issued in this regard, the latest being Circular No. 09/2023 dated 25th September 2023 (collectively referred to as '**MCA Circulars**'), and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circulars issued by the SEBI having reference No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 13th May 2022 and 5th January 2023, respectively and the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (collectively referred to as '**SEBI Circulars**'), Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Annual Report 2023-24 and Notice will be available 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>
14. Physical copy of the Annual Report 2023-24 (including the Notice of the 8th AGM) shall be sent only to those Members who specifically request for

the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the FY 2023-24, may write to the Company at cs@godigit.com requesting for the same by providing their holding details and DP ID and Client ID/Folio No.

15. As a measure of austerity and green initiatives of the Company, copies of the Annual Report will not be distributed at the Annual General Meeting.
16. Members attending the AGM in person shall be counted together for the purpose of reckoning the quorum under Section 103 of the Act.
17. Members holding shares in the electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants immediately with whom they are maintaining their Demat accounts. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. In terms of the Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023, the SEBI has mandated the submission of a Permanent Account Number (PAN), Nomination, Contact details, Bank A/c details, and Specimen signature for their corresponding folio numbers by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
19. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, the transfer, transmission, and transposition of the securities of the listed entities shall be effected only in dematerialized form.
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.godigit.com/investor-relations>. Members are requested to submit the said details to their DP for the shares held by them in dematerialized form.
21. With a view to taking 'Green Initiative in the Corporate Governance' by allowing paperless compliance by the companies, the Ministry of Corporate Affairs (the 'Ministry') has allowed companies to share documents with Members through electronic communication. It is a welcome move for society at large, as this will reduce paper consumption to a great extent and allow the public at large to contribute towards a greener environment. This is a golden opportunity for every Member to support the initiative of the Ministry. To support the initiative of the Ministry, the Company will henceforth send documents to Members in electronic form, at the e-mail address provided by Members with their respective depositories. In case, Members desire to have a different e-mail address to be registered, they may please update the same with their respective Depository Participant. Registering an e-mail address helps to receive communication promptly, reduce paper consumption and save trees, eliminate wastage of paper, avoid loss of documents in postal transit and save costs on paper and postage. The Company will also make available a copy of its Annual Report and quarterly results on its website.
22. Documents referred to in the 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 up to the date of the Meeting and at the Meeting.
23. Members desiring any information as regards financial statements are requested to write to the Company at cs@godigit.com, by Friday, 9th August 2024, so as to enable the management to keep the information ready.
24. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given in this Notice.

Procedure for remote e-voting and e-voting during the AGM :

25. Pursuant to the provisions of section 108 of the Act read with Management Rules and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting facility provided by listed entities and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

26. The remote e-Voting period begins on Saturday, 10th August 2024 at 9:00 A.M. (IST) and ends on Tuesday, 13th August 2024 at 5:00 P.M. (IST). 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 cut-off date i.e., Wednesday, 7th August 2024 may cast their vote electronically.
27. 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, Wednesday, 7th August 2024. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
28. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM.
29. 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 and e-Voting during the Meeting in a fair and transparent manner.
30. The Results of remote e-Voting and voting at the Meeting shall be declared by the Chairman or by 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 in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 14th August 2024 subject to receipt of the requisite number of votes in favour of the Resolutions.

31. NSDL e-Voting Instructions:

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

The remote e-voting period begins on Saturday, 10th August, 2024 at 9:00 A.M. (IST) and ends on Tuesday, 13th August, 2024 at 5:00 P.M. (IST). 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. Wednesday, 7th August 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 Wednesday, 7th August 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 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 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	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 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 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 hold 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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 e-Voting 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. 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.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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	Helpdesk details
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

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 in active status.
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, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Sanjeev Yadav, Assistant Manager at evoting@nsdl.com

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 shareholder 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 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

32. Procedure for e-voting during the AGM:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those Members/ Shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

Item no. 3 of the Notice:

The Board of Directors of the Company at its Meeting held on 28th June 2024, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mahender Kumar Garg (DIN: 00081454), as an Additional Director in the category of Non-executive, Independent Director of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, 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, as an Additional Director, Mahender Kumar Garg holds office upto the 8th AGM and is eligible for appointment as a Non-executive, Independent Director of the Company, subject to the approval of Members.

Mahender Kumar Garg was a Chairman and Managing Director of United India Insurance Company Limited from 2004 to 2007. Prior to this he has held various positions in New India Insurance Company Limited, during the period 1976 to 2004. He has pursued Bachelor of Commerce degree from the Punjab University and is a fellow member of the Institute of Chartered Accountants of India. He is also a Fellow member of Insurance Institute of India.

In the opinion of the Board, Mahender Kumar Garg possesses skills/expertise in various areas such as finance, insurance and risk management and governance.

The Company has received necessary documents pertaining to the appointment including a declaration of independence from Mahender Kumar Garg 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"). Mahender Kumar Garg 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.

In opinion of the Board and based on the declaration of independence submitted by Mahender Kumar Garg, he is a person of integrity and has the necessary knowledge, experience and expertise and is independent of the Management of the Company and fulfills 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 Mahender Kumar Garg, 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 Mahender Kumar Garg as a Non-executive, Independent Director of the Company for a period from 30th June 2024 till 9th May 2028, not liable to retire by rotation.

Mahender Kumar Garg 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.

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

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 Mahender Kumar Garg are provided in the **Annexure I** of this Notice.

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 Mahender Kumar Garg, 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.

Mahender Kumar Garg is not related to any Directors or Key Managerial Personnel of the Company.

The Board recommends passing of the resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company as a **Special Resolution**.

Item no. 4 of the Notice:

Pursuant to the resignation of Chandran Ratnaswami, nominee of FAL Corporation, one of the Promoters of the Company, the Board of Directors of the Company at its Meeting held on 28th June 2024, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has appointed Gopalakrishnan Soundarajan (DIN: 05242795), as an Additional Director in the category of Non-executive Director of the Company with effect from 30th June 2024. The said appointment is pursuant to the Joint Venture Agreement dated 30th May 2017 between the Company, and its promoters namely, Kamesh Goyal, Oben Ventures LLP (formerly Oben Ventures Private Limited), FAL Corporation and Go Digit Infoworks Services Private Limited (formerly Oben Services Private Limited) as amended.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, 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, as an Additional Director, Gopalakrishnan Soundarajan holds office upto the 8th AGM and is eligible for appointment as a Non-executive Director of the Company, subject to the approval of Members.

Gopalakrishnan Soundarajan is the Chief Operating Officer at Fairfax India Holdings Corporation and the Managing Director, India at Hamblin Watsa Investment Counsel Ltd. Prior to this, he was the Chief Investment Officer at ICICI Lombard General Insurance Company Limited, a leading private general insurance company in India. He held the position of Head of Investments at ICICI Lombard from 2001 to 2018 and was a member of the Investment Committee.

Gopalakrishnan Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States of America.

Gopalakrishnan Soundarajan serves on the board of directors of Fairfax India Holdings Corporation, FIH Mauritius Investments Limited, FIH Private Investments Limited, Bangalore International Airport Limited, IIFL Finance Limited, Fairfirst Insurance Limited, 10955230 Canada Inc., Thomas Cook (India) Limited, Anchorage

Infrastructure Investments Holdings Limited, Qess Corp Limited, Go Digit Life Insurance Limited, and Primary Real Estate Investment Fund.

In the opinion of the Board, Gopalakrishnan Soundarajan possesses skills/expertise in various areas such as finance and investment, insurance and risk management, business management and strategy, governance.

The Company has received necessary documents pertaining to his appointment as Director including confirmation that he meets the 'Fit and Proper' criteria prescribed by the Insurance Regulatory and Development Authority of India ("IRDAI"). Gopalakrishnan Soundarajan 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.

Considering requisite qualifications, skills, experience and expertise of Gopalakrishnan Soundarajan, 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 Gopalakrishnan Soundarajan as a Non-Executive Director of the Company who shall be liable to retire by rotation.

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, details of Gopalakrishnan Soundarajan are provided in the **Annexure I** of this Notice.

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

The Board recommends the passing of the Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Item no. 5, 6 and 7 of the Notice:

The Board of Directors and Members of the Company at their meeting held on 26th October 2018, approved the Go Digit – Employee Appreciation Rights Plan 2018 ("ESAR 2018"). The erstwhile ESAR 2018 was further amended pursuant to the resolutions passed by the Board of Directors on 22nd May 2019, 5th January 2022, 8th August 2022 and 20th December 2022, and the resolutions passed by the Members of the Company on 22nd July 2019, 10th January 2022, 11th August 2022 and 13th January 2023.

Pursuant to the resolutions passed by the Board of Directors and Members of the Company on 21st March 2023 and 27th March 2023, respectively, the erstwhile ESAR 2018 was amended and varied to the “Go Digit- Employee Stock Option Plan 2018” (“ESOP 2018”/ “Plan”). The ESOP 2018 was further amended pursuant to the resolutions passed by the Board of Directors and the Members of the Company on 4th May 2023 and 26th July 2023 respectively.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under an employee stock option or stock appreciation right scheme formulated prior to listing of its shares unless such

scheme is in conformity with the SEBI SBEB Regulations and is ratified by its members after the listing of the shares of the Company. Approval of the Members is being sought for ratification of the ESOP 2018 and the issue of employee stock options (“ESOPs”) to the eligible employees as may be determined by the Board of Directors/Nomination and Remuneration Committee/Compensation Committee in accordance with the ESOP 2018.

Further, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors have also proposed a modification in clause 7 of the ESOP 2018 to the effect that minimum vesting period shall be reduced from existing 2 years from the date of joining of employee/ Grant date of such Options to 1 year from the Grant date of such Options.

The details of the proposed amendment/variation are as under:

Full details of the amendment/variation	Clause 7 of the Go Digit- Employee Stock Option Plan 2018 (ESOP 2018) to be read as follows: 7. Vesting Schedule / Conditions Options granted under ESOP 2018 would Vest after One (1) year but not later than Six (6) years from the Grant date of such Options, as may be decided by the Compensation Committee or Nomination and Remuneration Committee.
The rationale therefore	This change is being proposed for the benefit of employees.
The details of the employees who are beneficiaries of such amendment/variation	All eligible employees to whom the ESOPs have been granted under the Plan.

The disclosures as required by the applicable law are as follows:

a) A brief description of the Scheme	<p>The Board of Directors and Members of the Company at their meeting held on 26th October 2018, approved the Go Digit – Employee Appreciation Rights Plan 2018 (“ESAR 2018”). The erstwhile ESAR 2018 was further amended pursuant to the resolutions passed by the Board of Directors on 22nd May 2019, 5th January, 2022, 8th August, 2022 and 20th December 2022, and the resolutions passed by the Members of the Company on 22nd July 2019, 10th January 2022, 11th August 2022 and 13th January 2023.</p> <p>Pursuant to the resolutions passed by the Board of Directors and Members of the Company on 21st March 2023 and 27th March 2023, respectively, the erstwhile ESAR 2018 was amended and varied to the “Go Digit- Employee Stock Option Plan 2018” (“ESOP 2018”/ “Plan”). The ESOP 2018 was further amended pursuant to the resolutions passed by the Board of Directors and Members of the Company on 4th May 2023 and 26th July 2023 respectively.</p> <p>The objective of the ESOP 2018 is to reward the Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Plan to retain talent working with the Company. The Company views equity based compensation plans as an integral part of employee compensation across sectors which enables alignment of personal goals of the Employees with organizational objectives by participating in the ownership of the Company through share based compensation Plan.</p>
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b) the total number of options, SARs, shares or benefits, as the case may be, to be offered and granted;	The total number of ESOPs granted under the Plan shall be such which upon exercise shall not exceed in aggregate 3,48,84,881 (Three Crore Forty Eight Lakh Eighty Four Thousand Eight Hundred and Eighty One) fully paid-up Shares in the Company, of face value of ₹10/- each fully paid-up, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.
	Vested ESARs lapsed due to non-exercise and/or unvested ESARs that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled ESARs as per the provisions of ESAR 2018, within the overall ceiling.
	In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the ESARs granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of equity shares shall be deemed to increase in proportion of such additional equity shares issued.
	Under ESOP 2018, 1,54,16,154 Options are yet to be granted (subject to adjustments)
c) identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	<p>Please refer clause 2(xi) of the Scheme which reads as follows:</p> <p>xi. "Employee" means</p> <ul style="list-style-type: none"> (i) a permanent employee of the Company who has been working in India or outside India; or (ii) a Director of the Company, whether whole time Director or not, but excluding an Independent Director ; or (iii) an employee as defined in sub-clauses (i) or (ii), of a subsidiary, in India or outside India, or of a Holding Company of the Company, but excludes- <ul style="list-style-type: none"> a. an employee who is a Promoter or belongs to the Promoter Group; and b. a Director who either by himself / herself or through his /her relatives or through any-body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company.
	Provided that after Listing, the term 'Employee' shall have meaning as referred to under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 subject to prior approval by way of special resolution post Listing.
d) requirements of vesting and period of vesting;	<p>Vesting of ESOPs would be subject to continued employment with the Company, its Holding Company, as the case may be and thus the ESOPs would vest essentially on passage of time. In addition to this, the Nomination and Remuneration Committee/ Compensation Committee may also specify certain performance parameters subject to which the ESOPs would vest. The Nomination and Remuneration Committee/ Compensation Committee shall have the full discretion in prescribing the vesting schedule / conditions thereof.</p> <p>"Options granted under ESOP 2018 would Vest after One (1) year but not later than Six (6) years from the Grant date of such Options, as may be decided by the Compensation Committee or Nomination and Remuneration Committee."</p>
e) maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested;	<p>Please refer clause 7 (as amended) of the Scheme which would read as follows:</p> <p>"Options granted under ESOP 2018 would Vest after One (1) year but not later than Six (6) years from the Grant date of such Options, as may be decided by the Compensation Committee or Nomination and Remuneration Committee."</p>

f) exercise price, SAR price, purchase price or pricing formula; Please refer clause 8.1 of the Scheme which reads as follows:
8.1 The Exercise Price per Option shall be the face value of the Share of the Company or any other price which shall not be lesser than the face value of the Share of the Company as on Grant Date of such Options.

g) exercise period/offer period and process of exercise/acceptance of offer; Please refer clause 9.1 and 9.2 of the Scheme which reads as follows:
9.1 While in employment/ service:
Exercise Period in respect of a Vested Option shall be Four (4) years from the date of Vesting of such Option.

9.2 Exercise Period in case of separation from employment/ service:

Subject to the provisions of the Clause 10 of this Plan, the Vested Options can be exercised by the Option Grantees as under:

Sl. No.	Particulars	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of submission of resignation or termination shall be exercised by the Option Grantee on or before his/her last working day with the Company or its Holding Company or before the expiry of the Exercise Period, whichever is earlier.	All Unvested Options on the date of submission of resignation/termination shall stand cancelled with effect from that date.
2	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Retirement	All the Vested Options as on date of retirement shall be exercised by the Option Grantee on or before his/ her last working day with the Company or its Holding Company or before the expiry of the Exercise Period, whichever is earlier.	All Unvested Options on the date of Retirement shall stand cancelled with effect from that date. However, after Listing, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 shall apply.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir(s) immediately after, but in no event later than 12 months from the date of last working day with the Company or its Holding Company, as the case may be.	All the Unvested Options as on the date of death shall be deemed to vest immediately and may be exercised as per Provisions applicable for Vested Options.

Sl. No.	Particulars	Vested Options	Unvested Options
5	Termination due to Permanent Incapacity	All Vested Options as on the date of incurring such disability may be exercised by the Option Grantee immediately after, but in no event later than 12 months from the date of last working day with the Company or its Holding Company, as the case may be.	All the Unvested Options as on the date of incurring such disability shall be deemed to vest immediately and may be exercised as per provisions applicable for Vested Options.
6	Other Reasons Apart from those mentioned above	The Vested Options as on that date shall stand cancelled unless otherwise decided by the Nomination and Remuneration Committee/ Compensation Committee and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date or as may be decided by the Nomination and Remuneration Committee / Compensation Committee.
h)	the appraisal process for determining the eligibility of employees for the scheme(s);	Please refer clause 5.3 of the Scheme which reads as follows: Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee / Compensation Committee at its sole discretion, from time to time.	
i)	maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;	Please refer clause 3.2 of the Scheme which reads as follows: 3.2 The number of Options that may be offered to any one Employee shall not be equal to or exceed One percent of existing issued Capital (excluding outstanding warrants and conversions) of the Company under ESOP 2018.	
j)	maximum quantum of benefits to be provided per employee under a scheme(s);	Please refer clause 3.2 of the Scheme which reads as follows: 3.2 The number of Options that may be offered to any one Employee shall not be equal to or exceed One percent of existing issued Capital (excluding outstanding warrants and conversions) of the Company under ESOP 2018.	
k)	whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The ESOP 2018 shall be implemented and administered directly by the Company without forming or involving any trust.	
l)	whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	New issue of shares by the Company	
m)	the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not Applicable	

n) maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable
o) a statement to the effect that the company shall conform to the accounting policies specified in regulation 15;	The Company shall follow and conform to the applicable accounting policies issued by the Institute of Chartered Accountants of India from time to time and/ or accounting policies as per the Act and / or Regulation 15 of the SBEB Regulations as applicable.
p) the method which the company shall use to value its options or SARs;	The Company shall use fair value method using the Black Scholes method for valuation of the ESOPs or any other method required by Indian GAAP or applicable laws. The Company may choose to adopt a different methodology, as may be required under applicable laws.
q) the following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';	Not Applicable
r) period of lock-in;	No Lock-in
s) Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Not Applicable

Except Jasleen Kohli, Ravi Khetan and Tejas Saraf and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends Resolution at Item No. 5, 6 and 7 of the accompanying Notice for approval of the members of the Company as **Special Resolution**.

Item no. 8 of the Notice:

Jasleen Kohli was appointed as the Managing Director and Chief Executive Officer ("**MD & CEO**") of the Company for a period of five (5) years with effect from 20th April, 2022 till 19th April, 2027, as per the approval of Insurance Regulatory and Development Authority of India ("**IRDAI**") pursuant to Section 34A of the Insurance Act, 1938. Her remuneration for FY 2023-24 was approved by the IRDAI vide its e-mail dated 31st January 2024.

Based on the recommendations of the Nomination and Remuneration Committee, as a part of annual compensation review, and considering the performance of the Company, the Board of Directors at its meeting held on 11th June 2024, subject to the approval of IRDAI, has approved the revision in remuneration of Jasleen Kohli, Managing Director and Chief Executive Officer for the FY 2024-25.

The fixed remuneration includes basic pay, house rent allowance, education allowance, leave travel allowance, other allowances, contribution to provident fund and gratuity and all other benefits as are applicable to the Managing Director and Chief Executive Officer and / or senior employees of the Company as per the Company's policies and as approved by the Nomination and Remuneration Committee or Board, from time to time.

Jasleen Kohli, will be entitled to insurance cover and other perquisites, in accordance with the Company policy from the time and as approved by the Nomination and Remuneration Committee or Board subject to overall ceiling of her annual remuneration.

The variable performance based variable pay shall be inclusive of cash and share-linked instruments (stock options) as may be determined by the Nomination

and Remuneration Committee and Board as per the remuneration policy of the Company and in line with the IRDAI Master Circular on Corporate Governance for Insurers, 2024, as amended from time to time and as approved by the IRDAI. The variable pay shall be determined subject to performance achieved by the Company, individual performance of the Managing Director and Chief Executive Officer and other applicable parameters as prescribed by the Nomination and Remuneration Committee and Board. The variable pay shall be subject to deferment as per the applicable law and remuneration policy of the Company.

The Members may note that the variable pay mentioned in the resolution is the upper ceiling and the actual amount of variable pay shall be as determined by the Nomination and Remuneration Committee and Board based on the criteria approved by the IRDAI.

The Company being an Indian insurance company in terms of the Insurance Act, 1938, as amended from time to time, the provisions relating to remuneration of Managing Director/ Whole Time Directors / Chief Executive Officer are regulated and governed by the Insurance Act 1938, the regulations made there under and Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. Therefore, the revision in remuneration is also subject to the prior approval of IRDAI under Section 34A of the Insurance Act, 1938.

The proposed remuneration for FY 2024-25 and other particulars of Jasleen Kohli are detailed in **Annexure I** of this Notice.

Except Jasleen Kohli and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Jasleen Kohli, is not related to any of the Director or Key Managerial Personnel of the Company.

The Board recommends the resolution at Item No. 8 of the accompanying Notice for approval of the Members of the Company as an **Ordinary 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, a statement containing details of the concerned Director as on date of the Annual General Meeting (AGM) Notice is given hereunder:

Sr. No.	Particulars	Details	Details	Details	Details
1.	Name of Director	Kamesh Goyal	Mahender Kumar Garg	Gopalakrishnan Soundarajan	Jasleen Kohli
2.	DIN	01816985	00081454	05242795	07634112
3.	Age	58 years	71 years	62 years	44 years
4.	Qualification	MBA, LLB, B.Sc, Associate of the Insurance Institute of India	Chartered Accountant, B.Com, Fellow of Insurance Institute of India	Chartered Financial Analyst (USA), Chartered Accountant and B.Com	Post Graduate Diploma in Business Management
5.	Brief resume of the Director and experience	Kamesh Goyal is the Non-Executive Chairman of our Company and a nominee of GDISPL and has been a Director of our Company since its incorporation. He is also one of the Promoters of the Company. He holds a bachelor's degree in science from the University of Delhi. He holds a bachelor's degree in law and master's degree in business administration from the University of Delhi. He has several years of experience in the insurance industry and has served as the chief executive officer of Bajaj Allianz General Insurance Company Limited and Bajaj Allianz Life Insurance Company Limited. He is also an associate of the Insurance Institute of India.	Mahender Kumar Garg was a Chairman and Managing Director of United India Insurance Company Limited from 2004 to 2007. He has pursued his Bachelor of Commerce degree from the Punjab University and is a fellow member of the Institute of Chartered Accountants of India. He is also a Fellow member of Insurance Institute of India.	Gopalakrishnan Soundarajan brings with him immense experience in corporate business strategy and capital allocation. Gopalakrishnan Soundarajan is Chief Operating Officer of Fairfax India Holdings Corporation. He is also the Managing Director, India at Hamblin Watsa Investment Counsel (Hamblin Watsa), a wholly owned subsidiary of Fairfax Financial Holdings Limited (Fairfax). Prior to his roles with Fairfax and Hamblin Watsa, he was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India. He held the position of head of investments at ICICI Lombard from 2001 to 2018 and was a member of the investment committee. He has pursued his Bachelor of Commerce degree from the University of Madras and is a member of the Institute of Chartered Accountants of India. He is also a Qualified Chartered Analyst and Member of the CFA Institute in the United States.	Jasleen Kohli has attended the K J Somaiya Institute of Management Studies and Research for post graduate programme in management studies. She has several years of experience in the insurance industry and has served as the Head-Operations of Bajaj Allianz General Insurance Company Limited.

Sr. No.	Particulars	Details	Details	Details	Details
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)	<p>Kamesh Goyal is proposed to be re-appointed as a Non-Executive Director who shall be liable to retire by rotation.</p> <p>He shall not draw any remuneration from the Company.</p> <p>Remuneration last drawn: Nil</p>	<p>Mahender Kumar Garg is proposed to be appointed as an Independent Director not liable to retire by rotation and shall hold office w.e.f. 30th June 2024 till 9th May 2028.</p> <p>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.</p> <p>Remuneration last drawn: Nil</p>	<p>Gopalakrishnan Soundarajan is proposed to be appointed as Non-Executive Director liable to retire by rotation.</p> <p>He shall not draw any remuneration from the Company.</p> <p>Remuneration last drawn: Nil</p>	<p>Jasleen Kohli has been appointed as the Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 20th April 2022.</p> <p>Proposed remuneration for FY 2024-25, subject to approval of IRDAI and the members as detailed in agenda no. 8 is: Fixed: ₹ 3,32,12,423/- Variable: ₹ 3,32,12,424/-</p> <p>Details of Remuneration drawn in FY 2023-24 forms part of the Annual Report.</p>
7.	Date of first appointment on the Board and term	Kamesh Goyal was appointed w.e.f. 7 th December 2016 till cessation.	Mahender Kumar Garg was appointed as Additional Director-Independent w.e.f. 30 th June 2024	Gopalakrishnan Soundarajan was appointed as Non-Executive Additional Director w.e.f. 30 th June 2024 till cessation.	Jasleen Kohli was appointed as Managing Director and Chief Executive Officer w.e.f. 20 th April 2022 for a period of five years.
8.	Shareholding in the listed entity, including shareholding as a beneficial owner	Nil	Nil	Nil	409865 equity shares of ₹ 10/- each
9.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None	None	None
10.	Number of Meetings of the Board attended during the year	<p>FY 2024-25: Present in 7 Board Meetings (Total Meetings- 8).</p> <p>FY 2023-24: Present in 9 Board Meetings (Total Meetings- 9)</p>	NA	NA	<p>FY 2024-25: Present in 7 Board Meetings (Total Meetings- 8).</p> <p>FY 2023-24: Present in 9 Board Meetings (Total Meetings- 9)</p>

Sr. No.	Particulars	Details	Details	Details	Details
11.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Director in: 1. Valueattics Reinsurance Limited 2. Go Digit Infoworks Services Private Limited 3. Go Digit Life Insurance Limited	Director in: 1. Rolesoft Mercantile Company Private Limited	Director in: 1. Bangalore International Airport Limited 2. Anchorage Infrastructure Investments Holdings Limited 3. Qess Corp Limited 4. Thomas Cook (India) Limited 5. Go Digit Life Insurance Limited 6. IIFL Finance Limited Member of Audit Committee of: Qess Corp Limited	Nil
12.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Director in: 1. Qess Corp Limited 2. Thomas Cook (India) Limited 3. IIFL Finance Limited Member of Audit Committee of: Qess Corp Limited	Nil
13.	Listed entities from which the person has resigned in the past three years;	Nil	Nil	Resigned from the Directorship of: 1. 360 ONE WAM LIMITED	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	NA	Mahender Kumar Garg 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.	NA	NA
15.	Nature of expertise in specific functional areas	Law and Governance, Business Management and Strategy, Insurance & Risk Management, Operations and Technology, Finance and Investment, and Health	Finance and Investment, Business Management and Strategy, Insurance and Risk Management and Governance	Finance and Investment, Insurance and Risk Management, Business Management and Strategy, Governance	Law and Governance, Business Management and Strategy, Insurance & Risk Management, Operations and Technology, Finance and Investment, and Health

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

sd/-

Tejas Saraf

Company Secretary and Compliance Officer

ACS No.: 26225

Place: Pune

Date: 16th July 2024

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

ATTENDANCE SLIP

Folio No.:

DP ID:

Client ID:

Name of Member:

Address of Member:

Name(s) of joint holder(s), if any:

Name of Proxy holder:

Number of shares held:

I/we certify that I/we am/are Member(s)/proxy for the Member(s) of the Company.

I / We hereby record my/our presence at the 8th Annual General Meeting of Go Digit General Insurance Limited on Wednesday, 14th August 2024 at 10:00 am (IST) at Tango Hall, Ground Floor, Hotel Blue Diamond 11 Koregaon Road, Pune 411001, Maharashtra, India.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only Members of the Company and/or their proxy will be allowed to attend the meeting.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
Of the Companies (Management and Administration) Rules, 2014]
CIN: U66010PN2016PLC167410

Name of the company: Go Digit General Insurance Limited

Registered office: 1-6 Floor, Ananta One (AR one), Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579,
(Bhamburda) Shivajinagar, Pune – 411005, Maharashtra, India.

Name of the Member (s):
Registered address:
E-mail Id:
Folio No/Client ID:
DP ID:

I/We, being the Member (s) of shares of the above-named company, hereby appoint:

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on Wednesday, 14th August 2024 at 10:00 am (IST) at Tango Hall Ground Floor, Hotel Blue Diamond 11 Koregaon Road, Pune 411001, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31 st March 2024 together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Kamesh Goyal (DIN:01816985), who retires by rotation and being eligible, offers himself for re-appointment.		

Resolution No.	Particulars	Vote	
		For	Against
Special Business			
3.	Special Resolution for appointment of Mahender Kumar Garg (DIN: 00081454) as an Independent Director of the Company.		
4.	Ordinary Resolution for appointment of Gopalakrishnan Soundarajan (DIN: 05242795) as the Non-Executive Director of the Company.		
5.	Special Resolution for ratification of the "Go Digit- Employee Stock Option Plan 2018" ("ESOP 2018"/ "Plan").		
6.	Special Resolution for ratification of the extension of the benefits under the "Go Digit- Employee Stock Option Plan 2018" ("ESOP 2018"/ "Plan"). to the employees of Go Digit Infoworks Services Private Limited, Holding Company.		
7.	Special Resolution to approve the amendment in the "Go Digit- Employee Stock Option Plan 2018" ("ESOP 2018"/ "Plan").		
8.	Ordinary Resolution for revision in Remuneration of Jasleen Kohli (DIN: 07634112), Managing Director & Chief Executive Officer of the Company.		

Signed this..... day of..... 2024.

Signature of Member

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map:

Tango Hall, Ground Floor, Hotel Blue Diamond, 11 Koregaon Road, Pune 411001, Maharashtra, India

