

NOTICE

Notice is hereby given that the 7th Annual General Meeting of the Members of Go Digit General Insurance Limited (the "Company") will be held on Wednesday, 26th July 2023 at 12:30 P.M. at 1st Floor, Ananta One (AR one), Pride Hotel Lane, Narveer Tanaji Wadi, City Survey no. 1579, (Bhamburda) Shivajinagar, Pune – 411005, Maharashtra, India to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint PKF Sridhar & Santhanam LLP, Chartered Accountants, (Firm Registration Number 003390S/S200018) as the Joint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) dated 18th May, 2016 and other applicable law, PKF Sridhar & Santhanam LLP, Chartered Accountants, (Firm Registration Number 003390S/S200018) be and are hereby re-appointed as the Joint Statutory Auditors of the Company for another term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the twelfth Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the terms and conditions of re-appointment including the remuneration payable to the Joint Statutory Auditors based on the recommendations of Audit Committee."

SPECIAL BUSINESS:

4. To approve the amendment in the "Go Digit- Employee Stock Option Plan 2018" ("ESOP 2018"/ "Plan") and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, 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 the amended "Go Digit- Employee Stock Option Plan 2018" ("ESOP 2018"/ "Plan") to increase the exercise period in case of Vested Options from current Two (2) years from the date of vesting of such option to Four (4) years from the date of vesting of such option.

RESOLVED FURTHER THAT the Board or Nomination and Remuneration Committee or Compensation Committee, be and are hereby severally authorized to extend the exercise period, on case to case basis, in the event of separation of the Option Grantee from the service.

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 may be required to be done to give effect to the above resolution 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 these resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Pune.”

5. To change the terms of appointment of Ms. Jasleen Kohli from ‘liable to retire by rotation’ to ‘not liable to retire by rotation’ and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Insurance Act, 1938 and other applicable laws and pursuant to the Articles of Association of the Company, recommendations of the Nomination and Remuneration Committee and Board of Directors consent of the Members of the Company be and is hereby accorded to revise the terms of appointment of Ms. Jasleen Kohli (DIN: 07634112), who was appointed as the Managing Director and Chief Executive Officer (“**MD & CEO**”) of the Company for a period of 5 years by our Board through its resolution dated 7th February, 2022 and approved by IRDAI through its letter dated 13th April, 2022 for a period of 5 years with effect from 20th April, 2022 till 19th April, 2027, and who was appointed as Director liable to retire by rotation, is now being appointed as Director ‘not liable to retire by rotation’.

RESOLVED FURTHER THAT the term of appointment of Ms. Jasleen Kohli as Director not liable to retire by rotation shall be coterminous with her appointment as Managing Director and Chief Executive Officer, i.e., till 19th April, 2027, unless extended otherwise.

RESOLVED FURTHER THAT the Board of Directors shall be authorised to fix remuneration and terms of appointment of the Managing Director and Chief Executive Officer as per the provisions of Section 34A of the Insurance Act, 1938 and other applicable provisions.

RESOLVED FURTHER THAT any one of the Directors or Head – Human Resources or Chief Compliance Officer or Company Secretary be and are hereby severally authorized to communicate the variation to Ms. Jasleen Kohli on behalf of the Company and to do all such acts, things and deeds, including but not limited to filing relevant forms, executing of deed of covenants 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 the above resolutions.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to issue and authenticate a certified true copy of the resolution wherever required.”

6. To approve continuation of term of appointment of Mr. Chandran Ratnaswami (DIN: 00109215), Non-Executive Director of the Company, after he attains the age of seventy-five (75) years and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modifications and/ or re-enactment thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Chandran Ratnaswami (DIN: 00109215), presently aged 74 years, who was appointed as a Non-Executive Director on 14th December 2017, and is liable to retire by rotation, to hold the office of Non-Executive Director of the Company post 11th May 2024, upon him attaining the age of 75 (seventy-five) years.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

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

sd/-

Tejas Saraf

Company Secretary

ACS No.: 26225

Address: D-15, Sainandan Apartments,
Tulshibagwale Colony, Shraddha Hospital,
Sahakarnagar No. 2, Pune – 411009

Place: Pune

Date: 20th June 2023

NOTES:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
7. Brief profile and other details of Director(s) proposed to be appointed/re-appointed as per Secretarial Standards on General Meetings (SS-2) are given in the Annexure – A to this Notice.
8. 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.
9. 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.
10. Documents referred to in the Notice will be kept open for inspection by the Members at the registered office of the Company up to the date of the Meeting and at the Meeting.
11. Route map including prominent landmark for easy location of the place of the Meeting is also enclosed to the Notice.

Explanatory Statement to the Notice
[Pursuant to Section 102 of the Companies Act, 2013]

Item no. 4 of the Notice:

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

Full details of the amendment/variation	Clause 9.1 of the Go Digit- Employee Stock Option Plan 2018 (ESOP 2018) to be read as follows: <i>Exercise Period in respect of a Vested Option shall be Four (4) years from the date of Vesting of such Option</i>
The rationale therefore	This change is being proposed for the benefit of employees in order to allow employees more time to exercise their options.
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.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

The main features of the modified ESOP 2018 are as under:

1. Total number of ESOPs granted or to be 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, in the Company of face value of Rs.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 ESOPs lapsed due to non-exercise and/or unvested ESOPs 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 ESOPs as per the provisions of ESOP 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 ESOPs 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.

2. Identification of classes of employees entitled to participate in ESOP 2018:

Following classes of employees are entitled to participate in ESOP 2018:

- a. a permanent employee of the Company who has been working in India or outside India; or

- b. a Director of the Company, whether whole time Director or not, but excluding an Independent Director ; or
- c. 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,

Following persons are not eligible:

- d. an employee who is a Promoter or belongs to the Promoter Group; and
- e. a Director who either by himself/herself or through his /her relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company.

3. Appraisal process for determining the eligibility of employees under ESOP 2018:

The appraisal process for determining the eligibility of the employees will be as per the provisions of ESOP 2018.

The employees would be granted ESOPs under the ESOP 2018 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Board / Nomination and Remuneration Committee / Compensation Committee from time to time.

4. Requirements of vesting and period of vesting:

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.

ESOP granted under ESOP 2018 would vest after Two (2) years but not later than Six (6) years from the date of joining of employee/Grant date of such ESOPs as may be decided by the Compensation Committee or Nomination and Remuneration Committee. The exact proportion in which and the exact period over which the ESOPs would vest would be determined by the Board/ Nomination and Remuneration Committee/ Compensation Committee, subject to the minimum vesting period as may be prescribed by any law.

5. Maximum period within which the ESOPs shall be vested:

ESOPs granted under ESOP 2018 would vest not later than Six (6) years from the date of joining of employee/Grant date of such ESOPs, as may be decided by the Compensation Committee or Nomination and Remuneration Committee.

6. Exercise price or pricing formula:

The ESOP Price 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 ESOP as may be determined by the Nomination and Remuneration Committee/Compensation Committee.

7. Exercise period and the process of Exercise:

The Exercise period in respect of vested ESOPs shall be 4 (Four) years from the date of vesting of such ESOPs, subject to ESOP 2018.

The ESOPs shall be deemed to have been exercised when an Option Grantee makes an application in writing to the Company or by any other means as decided by the Nomination and Remuneration Committee/Compensation Committee, for the exercise of the Options vested in him, subject to compliance of other requisite conditions of Exercise.

8. Lock-in Period:

The shares issued pursuant to exercise of ESOPs shall not be subject to any lock-in period.

9. Maximum number of ESOPs to be issued per employee and in aggregate:

The number of ESOPs that may be granted per employee of the Company under the ESOP 2018, in any financial year and in aggregate under the ESOP 2018 shall not be equal to or exceed **One percent of existing issued capital (excluding outstanding warrants and conversions)**.

10. Method of ESOPs Valuation:

The Company will use fair market value of a Share of the Company as determined by a registered valuer or an independent valuer, as required by applicable laws for the time being in force and appointed by the Company from time to time, to value its ESOPs. After Listing, the term 'Fair Market Value' shall refer to 'Market Price' within the meaning of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

11. The condition under which ESOP vested in employees may lapse:

The ESOP would lapse on failure to Exercise the ESOP within the Exercise Period and/ or due to other reasons/ circumstances provided under the ESOP 2018.

12. The specified time period within which the employee shall exercise the vested ESOPs in the event of a proposed termination of employment or resignation of employee:

In case of resignation/ termination (other than due to misconduct or due to breach of Company policies or the terms of employment or due to permanent incapacity), subject to provisions of ESOP 2018, all the vested ESOPs as on date of submission of resignation or termination shall be exercised by the ESOP 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.

13. Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing Accounting guidelines and under applicable law.

The draft of amended ESOP 2018 is available for inspection at the Company's registered office during official hours on all working days till the date of the AGM and at the place of AGM during AGM.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in this resolution.

Item no. 5 of the Notice:

It is being informed to the Members that Ms. 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 and in terms of her appointment, she is liable to retire by rotation. However, the term of her appointment is proposed to be revised from 'liable to retire by rotation' to 'not liable to retire by rotation' till her tenure as MD & CEO.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution set out in Item No. 5 for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Jasleen Kohli, is concerned or interested, financially or otherwise, in this resolution.

Item No. 6 of the Notice:

Pursuant to the relevant provisions of Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), each as amended, and the Joint Venture Agreement dated 30th May 2017, as amended, Mr. Chandran Ratnaswami (DIN: 00109215) was appointed as the Director of the Company w.e.f. 14th December 2017. Mr. Chandran Ratnaswami will attain the age of 75 (seventy-five) years on 11th May 2024. Since the Company intends to get its equity shares listed on stock exchange(s), pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, it is proposed to take Members' approval by way of a Special resolution for continuation of his directorship as Non-Executive Director after he attains the age of seventy-five (75) years post 11th May 2024.

Mr. Chandran Ratnaswami is the nominee of FAL Corporation on the Board of Company. The Nomination & Remuneration Committee (the "**Committee**") and the Board of Directors of the Company ("**Board**") are of the view that in order to take advantage of Mr. Ratnaswami's counsel and advice, it would be appropriate that he continues to serve on the Board as the Non-Executive Director post he attains the age of seventy-five (75) years.

Details about his profile and experience are set-out below.

Further, Mr. Chandran Ratnaswami is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Chandran Ratnaswami, is concerned or interested, financially or otherwise, in this resolution.

Brief profile of the Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Sr. No.	Particulars	Details
1.	Name of Director	Chandran Ratnaswami
2.	Age	74 years
3.	Qualification	He holds a bachelor's degree in Technology (civil engineering) from the Indian Institute of Technology, Madras and a masters' degree in business administration from the University of Toronto, Canada
4.	Experience	Chandran Ratnaswami is a Non-executive Director of our Company and a nominee of FAL Corporation. He holds a bachelor's degree in Technology (civil engineering) from the Indian Institute of Technology, Madras and a masters' degree in business administration from the University of Toronto, Canada. He is the chief executive officer and director of Fairfax India Holdings Corporation, a company listed on the Toronto Stock Exchange, and a senior managing director of Hamblin Watsa Investment Counsel Limited, a wholly owned investment management company of Fairfax Financial Holdings Limited. He also serves on the boards of Fairbridge Capital Private Limited, Chemplast Sanmar Limited, IIFL Finance Limited, Bangalore International Airport Limited, National Commodities Management Services Limited, Thomas Cook (India) Limited, Quess Corp Limited in India, Thai Reinsurance Public Company Limited, Thailand, Zoomer Media Limited, Canada and Fairfirst Insurance Limited, Sri Lanka. He has several years of experience in investment sector.
5.	Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	He is a Non-Executive Director of the Company liable to be retire by rotation
6.	Date of first appointment on the Board	14 th December 2017
7.	Shareholding in the Company	NIL
8.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	NIL

Sr. No.	Particulars	Details
9.	Number of Meetings of the Board attended during the year	6/7
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Indian Companies:</u></p> <p><u>Public Companies:</u></p> <ol style="list-style-type: none"> 1. Bangalore International Airport Limited; 2. Chemplast Sanmar Limited; 3. IIFL Finance Limited; 4. National Commodities Management Services Limited; 5. Quess Corp Limited; 6. Sanmar Engineering Services Limited; and 7. Thomas Cook (India) Limited. <p><u>Private Companies:</u></p> <ol style="list-style-type: none"> 1. Fairbridge Capital Private Limited; 2. Go Digit Infoworks Services Private Limited. <p><u>Committee Membership*</u></p> <ol style="list-style-type: none"> 1. Thomas Cook (India) Limited 2. Quess Corp Limited 3. Zoomer Media Limited <p><u>Foreign Companies:</u></p> <ol style="list-style-type: none"> 1. 11470370 Canada Inc. 2. Fairbridge Capital (Mauritius) Limited 3. Fairbridge Investments (Mauritius) Limited 4. Fairfirst Insurance Limited 5. Fairfax Consulting Services India Limited 6. Fairfax India Holdings Corporation 7. FAL Corporation 8. FIH Mauritius Investments Ltd 9. FIH Private Investments Ltd 10. H Investments Limited 11. HW Private Investments Limited 12. HWIC Asia Fund 13. I Investments Limited 14. Primary Real Estate Investments 15. Zoomer Media Limited 16. Thai Reinsurance Public Company Limited 17. ORE Holdings Limited 18. Fairfax Consulting Services India Limited <p><i>*(included only Audit Committee and Stakeholders Relationship Committee)</i></p>

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

sd/-

Tejas Saraf

Company Secretary

ACS No.: 26225

Address: D-15, Sainandan Apartments,
Tulshibagwale Colony, Shraddha Hospital,
Sahakarnagar No. 2, Pune – 411009

Place: Pune

Date: 20th June 2023

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 Seventh Annual General Meeting of the Company on Wednesday, 26th July 2023 at 12:30 P.M. at 1st Floor, Ananta One (AR one), Pride Hotel Lane, Narveer Tanaji wadi, City Survey no. 1579, (Bhamburda) Shivajinagar, Pune – 411005, 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: 1st 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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company, to be held at the registered office of the Company, on Wednesday, 26th July 2023 at 12:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31 st March 2023 together with the reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To reappoint PKF Sridhar & Santhanam LLP, Chartered Accountants, (Firm Registration Number 003390S/S200018) as the Joint Statutory Auditors and fix their remuneration		
4.	To approve the amendment in the "Go Digit-Employee Stock Option Plan 2018" ("ESOP 2018"/"Plan")		
5.	To change the terms of appointment of Ms. Jasleen Kohli from liable to retire by rotation to not liable to retire by rotation		
6.	To approve continuation of term of appointment of Mr. Chandran Ratnaswami (DIN: 00109215), Non-Executive Director of the Company, after he attains the age of seventy-five (75) years		

Signed this..... day of..... 2023.
Signature of Member
Signature of Proxy holder(s)

Affix Revenue
Stamp

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:

Go Digit General Insurance Limited

1st Floor, Ananta One (AR one), Pride Hotel Lane, Narveer Tanaji Wadi, City Survey no. 1579, (Bhamburda) Shivajinagar, Pune – 411005

