

## NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Go Digit General Insurance Limited (the "Company") will be held on Monday, 27<sup>th</sup> March 2023 at 12:30 P.M. at 1<sup>st</sup> 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 special business:

### Item No. 1

#### **To consider and approve variation of 'Employee Stock Appreciation Rights Plan 2018' ("ESAR 2018") by amending it to 'Go Digit – Employee Stock Option Plan 2018' ("ESOP 2018")**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum of Association and Articles of Association of the Company 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 approval(s), the consent of the Members of the Company be and is hereby accorded to the variation of the 'Go Digit-Employee Stock Appreciation Rights Plan 2018' ("**ESAR 2018**") by amending it to 'Go Digit – Employee Stock Option Plan 2018' ("**ESOP 2018**") contemplating variation of employee stock appreciation rights into an equal number of employee stock options ("**Option(s)**"), where one Option would convert into one equity share of the Company upon exercise, keeping intact the total number of underlying equity shares of face value of Rs. 10 each fully paid up reserved under ESAR 2018 for the purpose of ESOP 2018, and authorizing the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee / Compensation Committee which the Board has constituted*) to administer and superintend the ESOP 2018 on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2018."

**"RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division etc., if any additional equity shares are issued by the Company, to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."



**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the applicable laws and regulations to the extent relevant and applicable to the amended plan.”

**“RESOLVED FURTHER THAT** any of the Director, Chief Financial Officer, Chief Human Resource Officer and the Company Secretary and Compliance Officer, the authorised representatives of the Company be and are hereby authorized severally to prepare, sign and execute the necessary agreements, letters and documents as may be required and to file necessary forms with the Registrar of Companies, Maharashtra at Pune and any other government authority and to send notices to the employees, if any, to make necessary entries in the relevant register(s) or book(s), and to do all such other acts, deeds, things, matters as may be ancillary or incidental to give effect to this resolution.”

## **Item No. 2**

### **To consider and approve variation of ‘Employee Stock Appreciation Rights Plan 2018’ (“ESAR 2018”) by amending it to ‘Go Digit – Employee Stock Option Plan 2018’ (“ESOP 2018”) for grants in respect of eligible employees of Holding Company**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum of Association and Articles of Association of the Company 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 approval(s), the consent of the Members of the Company be and is hereby accorded to vary ‘Go Digit – Employee Stock Appreciation Rights Plan 2018’ (“ESAR 2018”) to ‘Go Digit – Employee Stock Option Plan 2018’ (“ESOP 2018”) and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee / Compensation Committee which the Board has constituted) to administer and superintend the ESOP 2018 in respect of eligible employees of the holding company of the Company.”

**“RESOLVED FURTHER THAT** any of the Director, Chief Financial Officer, Chief Human Resource Officer and the Company Secretary and Compliance Officer, the authorised representatives of the Company be and are hereby authorized severally to prepare, sign and execute the necessary agreements, letters and documents as may be required and to file necessary forms with the Registrar of Companies, Maharashtra at Pune and any other government authority and to send notices to the employees, if any, to make necessary entries in the relevant register(s) or book(s), and to do all such other acts, deeds, things, matters as may be ancillary or incidental to give effect to this resolution.”

## **Item No. 3**

### **To approve winding up of ‘Go Digit – Employee Share Purchase Scheme 2021’ (“ESPS 2021”)**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum of Association and Articles of Association of the Company 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 approval(s) the consent of the Members of the Company be and is hereby accorded to wind up the ‘Go Digit – Employee Share Purchase Scheme 2021’ (**“ESPS 2021”**) for the employees of the Company and its holding company and the corresponding cancellation of the issuance of balance 1,12,825 equity shares under the ESPS 2021.”

**“RESOLVED FURTHER THAT** any of the Director, Chief Financial Officer, Chief Human Resource Officer and the Company Secretary and Compliance Officer, the authorised representatives of the Company be and are hereby authorized severally to prepare, sign and execute the necessary agreements, letters and documents as may be required and to file necessary forms with the Registrar of Companies, Maharashtra at Pune and any other government authority and to send notices to the employees, if any, and to do all such other acts, deeds, things, matters as may be ancillary or incidental to give effect to this resolution.”

#### **Item No. 4**

#### **To approve alteration of the Articles of Association of the Company**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with rules framed thereunder and Schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association with the following changes:

Clause	Original	Amended
Part A Clause 2. Definitions	<p><b>“IRDAI Act”</b> means the Insurance Regulatory and Development Authority of India Act, 1999, as amended from time to time.</p> <p><b>“Share Equivalents”</b> shall mean any debentures, preference shares, foreign currency convertible bonds, floating rate notes, employee stock appreciation rights, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.</p>	<p><b>“IRDA Act”</b> means the Insurance Regulatory and Development Authority Act, 1999, as amended from time to time.</p> <p><b>“Share Equivalents”</b> shall mean any debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.</p>
Part A Clause 7 (J)	The Company can issue any class of securities as may be decided by the Board or Members. The Company shall, subject to the applicable provisions of the Act and Rules	The Company can issue any class of securities as may be decided by the Board or Members. The Company shall, subject to the

Clause	Original	Amended
	and Regulation, have the power to issue debentures, preference shares, foreign currency convertible bonds, floating rate notes, employee stock appreciation rights, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into equity shares.	applicable provisions of the Act and Rules and Regulation, have the power to issue debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into equity shares.
Part A Clause 16	<p><b>EMPLOYEE STOCK OPTIONS, EMPLOYEE STOCK PURCHASE AND EMPLOYEE STOCK APPRECIATION RIGHTS</b></p> <p>Subject to the Section 62 (1)(b) of the Act and rules thereto, the Company may offer its shares to its employees under a scheme of “employees stock option”, “employee stock purchase” or “employee stock appreciation rights”, if so authorized by way of an ordinary resolution at the general meeting.</p>	<p><b>EMPLOYEE STOCK OPTIONS</b></p> <p>Subject to the Section 62 (1)(b) of the Act and rules thereto, the Company may offer its shares to its employees under a scheme of “employees stock option”, if so authorized by way of an ordinary resolution at the general meeting.</p>
Part B Clause 2	<p><b>“Go Digit - Employee Stock Appreciation Rights Plan 2018”</b> means the employee stock appreciation scheme passed by the shareholders of the Company on 26 October 2018, as amended from time to time;</p> <p><b>“IIFL Group”</b> means IIFL Wealth Management Limited, IIFL Asset Management Limited, IIFL Securities Limited and/or IIFL Finance Limited;</p> <p><b>“IRDAI Act”</b> means the Insurance Regulatory and Development Authority of India Act, 1999, as amended from time to time.</p>	<p><b>Deleted</b></p> <p><b>“IIFL Group”</b> means 360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited), IIFL Asset Management Limited, IIFL Securities Limited and/or IIFL Finance Limited;</p> <p><b>“IRDA Act”</b> means the Insurance Regulatory and Development Authority Act, 1999, as amended from time to time.</p>
Part B Clause 55	Notwithstanding anything contained elsewhere, the employees of the Company holding vested employee stock appreciation rights under the Go Digit - Employee Stock Appreciation Rights Plan 2018 shall not have any tag-along rights in relation to any transfer of Investor Securities by any of the Investors.	<b>Deleted</b>
Part B Clause 86 (g)	The Parties agree that any exit right provided to the employees of the Company or GDISPL, holding vested employee stock	<b>Deleted</b>

Clause	Original	Amended
	appreciation rights under the Go Digit - Employee Stock Appreciation Rights Plan 2018 shall not apply to any Third Party Sale pursuant to this Article 86( <i>Third Party Sale</i> ).	

**“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 do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

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

**Tejas Saraf**  
**Company Secretary**

ACS No.: 26225

Address: D-15, Sainandan Apartments, Sahakar Nagar No. 2, Pune – 411009

Place: Pune

Date: 21<sup>st</sup> March 2023



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for 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. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice. 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.
8. 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. 1 & 2:**

The Company had implemented an employee stock appreciation rights plan namely 'Go Digit – Employee Stock Appreciation Rights Plan 2018' ("**ESAR 2018**") vide the special resolution dated 26<sup>th</sup> October, 2018 passed by the Shareholders and amended it pursuant to special resolutions dated 22<sup>nd</sup> July, 2019, 10<sup>th</sup> January, 2022, 11<sup>th</sup> August, 2022 and 13<sup>th</sup> January, 2023.

The Board of Directors of the Company, by way of its resolutions dated 10<sup>th</sup> May, 2022 and 8<sup>th</sup> August, 2022, and the Shareholders of the Company by way of their resolution dated 11<sup>th</sup> August, 2022, approved an initial public offering by the Company of its equity shares ("**IPO**") and filed a draft red herring prospectus dated 14<sup>th</sup> August, 2022 ("**Previous DRHP**") with the Securities and Exchange Board of India ("**SEBI**"). Subsequently, on 30<sup>th</sup> January, 2023, the Company received a letter from SEBI communicating that, while the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") exempts rights to receive equity shares against the options granted under 'employee stock option schemes' for undertaking an IPO, this exemption is not similarly extended to a scheme of 'employee stock appreciation rights'. Further, the Company intends to re-submit the amended and restated draft red herring prospectus with SEBI and the BSE Limited and the National Stock Exchange of India Limited to comply with Regulation 5(2) of the ICDR Regulations.

In this regard, the Company has sought a feasibility report on the recourse(s) available in line with SEBI's directive, with particular reference to the ICDR Regulations. As the only feasible recourse available in this regard is variation of ESAR 2018 into an employee stock option plan in due compliance with the requirements of the ICDR Regulations read with the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 ("**Companies Rules**"), and the relevant Guidance Note or Accounting Standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013.

Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") have approved and given their respective consents to this variation of the existing plan into an employee stock option plan namely 'Go Digit – Employee Stock Option Plan 2018' ("**ESOP 2018**"). The Company has obtained consents from all eligible employees holding outstanding option (ESAR) on the proposed variation.

It may be noted that the proposed variations retain the substance of ESAR 2018 and are not prejudicial to the interests of the employees. The beneficiaries of such variations shall be the existing grantees as well as eligible employees who may be granted employee stock options ("**ESOPs**" / "**Options**") under ESOP 2018.

Such variations require your prior approval by way of special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014. Therefore, the said resolution is put for your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the salient features of the proposed amended plan namely the ESOP 2018 are given as under:



Sl. No.	Existing parameters of ESAR plan	Required parameters for an ESOP plan	Contemplated variation and the Impact
1.	Total number of ESARs/ equities reserved	Total number of ESOPs/ equities reserved	<b>No change/ no impact.</b> The Same Equity reserve shall be maintained at individual as well as at Company level. Each outstanding ESAR shall convert into an ESOP. This indicates that 1 ESOP will convert into 1 Equity Share upon exercise.
2.	Identification of classes of employees eligible to participate		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs. Employee definition of Rule 12 shall be adopted.
3.	Appraisal process for determining the eligibility of employees		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
4.	Requirements of vesting and period of vesting		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
5.	Maximum vesting period		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
6.	Exercise period and process of exercise		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
7.	Lock-in period of shares issued under the plan		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
8.	Method of valuation of ESARs/ ESOPs		<b>No change/ no impact.</b> The same method of valuation i.e. Fair Value Method shall be followed for ESOPs.
9.	Condition under which ESARs / ESOPs vested in employees may lapse		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
10.	Specific time period within which employees shall exercise the vested ESARs in the event of proposed termination of employment or resignation		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
11.	Disclosure and Accounting policies		<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.
12.	ESAR price or pricing formula/ Exercise price		<b>There is a change, but no impact.</b>  The ESAR price under ESAR 2018 (which is subtracted from Fair Market Value of shares as on date of exercise with a view to determine Appreciation) shall correspond to Exercise price under ESOP plan upon variation. <i>Albeit</i> an employee is required to pay exercise price, he/she would get the same



		value back in the form of shares. This is not prejudicial being a mere trade-off in value.
13.	Tax impact on employees	<b>No change/ no impact.</b> As the same value of ESARs shall pass-on by way of ESOPs, the taxation would be the same as that of ESARs.
14.	Settlement by cash	<b>There is a change, but no impact.</b> The choice for cash settlement which is available for ESARs shall be removed. In any case, this variation would not strip-off any value and hence, <b>neutral from value perspective.</b>
15.	Accounting & disclosure	<b>No change/ no impact.</b> The relevant provisions relating to ESARs shall be continued without any change for ESOPs.

A draft copy of the ESOP 2018 along with copy of the ESAR 2018 is available for inspection at the Company's registered office during official hours on all working days till the date of the EGM and at the place of EGM during EGM.

The Board of Directors at its meeting held on 21<sup>st</sup> March, 2023 has approved the variation in the existing ESAR 2018 of the Company and recommends the Special resolution set out at Item No. 1 and 2 of the Notice for the approval of Members.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and to the extent they may be lawfully holding any benefits under the plan.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item No. 1 & 2 of the accompanying notice.

### **Item No. 3**

The Company had implemented an employee share purchase scheme namely 'Go Digit-Employee Share Purchase Scheme 2021' ("**ESPS 2021**") for the employees of the Company and its holding Company vide a special resolution dated 16<sup>th</sup> August, 2021 passed by the Shareholders and amended it pursuant to special resolutions dated 11<sup>th</sup> August, 2022. Under ESPS 2021 the Company had approved to create, offer, issue and allot in one or more tranches up to 9,55,415 equity shares of the Company having face value of Rs. 10 per share and till date has allotted 8,42,590 equity shares of the Company having face value of Rs. 10 per share to the employees of the Company and its holding Company.

The Company is proposing to wind up the ESPS 2021 and consequently cancel the issue of balance 1,12,825 equity shares of the Company having face value of Rs. 10 per share reserved for issuance under the ESPS 2021 because the Company is not foreseeing any future allotment under the said Scheme.

A copy of the ESPS 2021 is available for inspection at the Company's registered office during official hours on all working days till the date of the EGM and at the place of EGM during EGM.



The Board of Directors at its meeting held on 21<sup>st</sup> March, 2023 has approved the closure of ESPS 2021 of the Company and recommends the Special resolution set out at Item No 3 of the Notice for the approval of Members.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and to the extent they may be lawfully holding any benefits under the plan.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item No. 3 of the accompanying notice.

#### **Item No. 4:**

Pursuant to variation of ESAR 2018 into ESOP 2018 and closure of ESPS 2021 and to correct the typographical error with reference to the IRDA Act mentioned in the Articles of Association (“AOA”), the AOA is required to be amended as per below mentioned changes:

Clause	Original	Amended
Part A Clause 2. Definitions	<p><b>“IRDAI Act”</b> means the Insurance Regulatory and Development Authority of India Act, 1999, as amended from time to time.</p> <p><b>“Share Equivalents”</b> shall mean any debentures, preference shares, foreign currency convertible bonds, floating rate notes, employee stock appreciation rights, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.</p>	<p><b>“IRDA Act”</b> means the Insurance Regulatory and Development Authority Act, 1999, as amended from time to time.</p> <p><b>“Share Equivalents”</b> shall mean any debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.</p>
Part A Clause 7 (J)	The Company can issue any class of securities as may be decided by the Board or Members. The Company shall, subject to the applicable provisions of the Act and Rules and Regulation, have the power to issue debentures, preference shares, foreign currency convertible bonds, floating rate notes, employee stock appreciation rights, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into equity shares.	The Company can issue any class of securities as may be decided by the Board or Members. The Company shall, subject to the applicable provisions of the Act and Rules and Regulation, have the power to issue debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into equity shares.
Part A Clause 16	<p><b>EMPLOYEE STOCK OPTIONS, EMPLOYEE STOCK PURCHASE AND EMPLOYEE STOCK APPRECIATION RIGHTS</b></p> <p>Subject to the Section 62 (1)(b) of the Act and rules thereto, the Company may offer its shares to its employees under a scheme</p>	<p><b>EMPLOYEE STOCK OPTIONS</b></p> <p>Subject to the Section 62 (1)(b) of the Act and rules thereto, the Company may offer its shares to its employees under a scheme of “employees stock option”, if so authorized by way of an ordinary</p>

Clause	Original	Amended
	of “employees stock option”, “employee stock purchase” or “employee stock appreciation rights”, if so authorized by way of an ordinary resolution at the general meeting.	resolution at the general meeting.
Part B Clause 2	<p><b>“Go Digit - Employee Stock Appreciation Rights Plan 2018”</b> means the employee stock appreciation scheme passed by the shareholders of the Company on 26 October 2018, as amended from time to time;</p> <p><b>“IIFL Group”</b> means IIFL Wealth Management Limited, IIFL Asset Management Limited, IIFL Securities Limited and/or IIFL Finance Limited;</p> <p><b>“IRDAI Act”</b> means the Insurance Regulatory and Development Authority of India Act, 1999, as amended from time to time.</p>	<p><b>Deleted</b></p> <p><b>“IIFL Group”</b> means 360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited), IIFL Asset Management Limited, IIFL Securities Limited and/or IIFL Finance Limited;</p> <p><b>“IRDA Act”</b> means the Insurance Regulatory and Development Authority Act, 1999, as amended from time to time.</p>
Part B Clause 55	Notwithstanding anything contained elsewhere, the employees of the Company holding vested employee stock appreciation rights under the Go Digit - Employee Stock Appreciation Rights Plan 2018 shall not have any tag-along rights in relation to any transfer of Investor Securities by any of the Investors.	<b>Deleted</b>
Part B Clause 86 (g)	The Parties agree that any exit right provided to the employees of the Company or GDISPL, holding vested employee stock appreciation rights under the Go Digit - Employee Stock Appreciation Rights Plan 2018 shall not apply to any Third Party Sale pursuant to this Article 86( <i>Third Party Sale</i> ).	<b>Deleted</b>

Pursuant to the provisions of the Companies Act, 2013 as applicable, any alteration in the Articles of Association requires approval of the Members of the Company by way of Special Resolution.

The Board of Directors at its meeting held on 21<sup>st</sup> March, 2023 has approved the alteration in the Articles of Association and recommends the Special resolution set out at Item No. 4 of the Notice for the approval of Members.



None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 4 of the accompanying notice.

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

**Tejas Saraf**

**Company Secretary**

ACS No.: 26225

Address: D-15, Sainandan Apartments, Sahakar Nagar No. 2, Pune – 411009

Place: Pune

Date: 21<sup>st</sup> March 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 Extraordinary General Meeting of the Company on Monday, 27<sup>th</sup> March 2023 at 12:30 P.M. at 1<sup>st</sup> 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: 1<sup>st</sup> to 6<sup>th</sup> 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 Extraordinary General Meeting of the Company, to be held at the registered office of the Company, on Monday, 27<sup>th</sup> March, 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 approve variation of Employee Stock Appreciation Rights Plan 2018' ("ESAR 2018") by amending it to 'Go Digit – Employee Stock Option Plan 2018' ("ESOP 2018")		
2	To consider and approve variation of Employee Stock Appreciation Rights Plan 2018' ("ESAR 2018") by amending it to 'Go Digit – Employee Stock Option Plan 2018' ("ESOP 2018") for grants in respect of eligible employees of Holding Company		
3	To approve closure of Employee Share Purchase Scheme 2021		
4	To approve alteration of the Articles of Association of the Company		

Signed this..... day of..... 2023

Signature of Shareholder

Affix  
Revenue

Stamp

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:**

**Go Digit General Insurance Limited**

1<sup>st</sup> to 6<sup>th</sup> Floor, Ananta One (AR one), Pride Hotel Lane, Narveer Tanaji wadi, City Survey no. 1579, (Bhamburda) Shivajinagar, Pune – 411005

