

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the Members of Go Digit General Insurance Limited will be held on Wednesday, 20th July 2022 at 12 noon 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 2022 together with the reports of the Board of Directors and Auditors thereon: and
2. To appoint a Director in place of Mr. Kamesh Goyal (DIN: 01816985), who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint Kirtane & Pandit LLP, Chartered Accountants as the 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), Kirtane & Pandit LLP, Chartered Accountants (Registration No. 105215W/W100057) be and are hereby re-appointed as 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 eleventh Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Ms. Jasleen Kohli (DIN: 07634112) as the Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 152 of the Companies Act 2013 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being), Ms. Jasleen Kohli (DIN: 07634112) be and is hereby appointed as an Executive Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary of the Company, be and is hereby authorized to do all such other act, deeds and things as may be necessary to give effect to this resolution.”

5. To appoint Mr. Christof Mascher (DIN: 09083996) as Non-Executive Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2017 (including any modification(s)

or re-enactment(s) thereof for the time being), Mr. Christof Mascher be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years from the date of this Annual General Meeting of the Company. i.e. w.e.f. 20th July 2022.

RESOLVED FURTHER THAT Mr. Christof Mascher be and is hereby inducted as a member of the Audit Committee, Nomination Remuneration Committee, Investment Committee, Risk Management Committee and Corporate Social Responsibility Committee and any other Committee as may be decided by Board from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Christof Mascher be paid such sitting fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary of the Company, be and is hereby authorized to do all such other act, deeds and things as may be necessary to give effect to this resolution.”

6. To re-appoint Mr. Rajendra Beri (DIN: 03177323) as an Independent Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2017 (including any modification(s) or re-enactment(s) thereof for the time being), Mr. Rajendra Beri having DIN: 03177323, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years with effect from 14th December 2022.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajendra Beri be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary of the Company, be and is hereby authorized to do all such other act, deeds and things as may be necessary to give effect to this resolution.”

7. To re-appoint Dr. Vandana Gupta (DIN: 07790005) as an Independent Director of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2017 (including any modification(s) or re-enactment(s) thereof for the time being), Dr. Vandana Gupta having DIN: 07790005 be and is hereby re-appointed as an Independent Director of the Company,

not liable to retire by rotation for a period of five consecutive years with effect from 14th December 2022.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Vandana Gupta be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary of the Company, be and is hereby authorized to do all such other act, deeds and things as may be necessary to give effect to this 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,
Tulshibagwale Colony, Shraddha Hospital,
Sahakarnagar No. 2, Pune – 411009

Place: Pune

Date: 10th May 2022

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:

To appoint Ms. Jasleen Kohli (DIN: 07634112) as an Executive Director

Pursuant to IRDAI approval dated 13th April 2022, Ms. Jasleen Kohli (DIN: 07634112) had been appointed as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 20th April 2022. She was appointed by the Board as an Additional Director pursuant to Section 161 of the Companies Act 2013. She holds office up to the date of ensuing Annual General Meeting and being eligible and based on the recommendations of Nomination and Remuneration Committee, it is proposed to recommend her appointment as Director in the ensuing Annual General Meeting of the Company.

Ms. Jasleen Kohli is said to be concerned or interested in the proposed resolution as it relates to her own appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board recommends the Ordinary Resolution set out in Item No. 4 for the approval of the Members.

Item no. 5 of the Notice:

To appoint Mr. Christof Mascher (DIN: 09083996) as Non-Executive Independent Director

Mr. Christof Mascher (DIN: 09083996) was appointed as a Non-Executive Director of the Company at the 5th Annual General Meeting (AGM) of the Company held on 16th August 2021. It is now proposed to appoint him as an Independent Director for a term of 5 years as per the provisions of the Companies Act, 2013 ("the Act").

It is also proposed to appoint Mr. Mascher as the Member of Audit Committee, Nomination Remuneration Committee, Investment Committee, Risk Management Committee and Corporate Social Responsibility Committee.

Mr. Mascher is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act 2013 and has given his consent in Form DIR-2 to be appointed as an Independent Director. He has further given declaration under Section 149(7) of the Companies Act 2013 that he meets the criteria of independence as per 149(6) of the Companies Act 2013. The 'Fit and Proper' criteria declaration under IRDAI CG Guidelines has also been obtained from him. He is also registered with Independent Director database maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA').

As per the recommendations of Nomination and Remuneration Committee and after taking into consideration the relevant background, experience, qualification and proficiency of Mr. Mascher the Board is of the opinion that Mr. Mascher is a person of integrity and possess relevant expertise, proficiency and experience to be appointed as Independent Director and hence recommended the **resolution no. 5 as a Special Resolution** for his appointment as Independent Director for the approval of the Shareholders.

Mr. Christof Mascher is said to be concerned or interested in the proposed resolution as it relates to his own appointment. None of the other Directors and Key Managerial Personnel of the

Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution.

Item no. 6 of the Notice:

Mr. Rajendra Beri (DIN: 03177323) was appointed as a Non-Executive, Independent Director of the Company for a period of five (5) years effective from first Annual General Meeting of the Company held on 14th December 2017 and he holds office as an Independent Director of the Company upto 14th December 2022 ('First Term'). As per the provisions of the Companies Act, 2013, an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of the Company and can be re-appointed for another term of five (5) consecutive years with the approval of Members by way of a special resolution.

Mr. Beri is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act 2013 and has given his consent in Form DIR-2 to be appointed as an Independent Director. He has further given declaration under Section 149(7) of the Companies Act 2013 that he meets the criteria of independence as per 149(6) of the Companies Act 2013. The 'Fit and Proper' criteria declaration under IRDAI CG Guidelines has also been obtained from him. He is also registered with Independent Director database maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA').

As per the recommendations of Nomination and Remuneration Committee and after taking into consideration the relevant background, experience, qualification and proficiency of Mr. Beri the Board is of the opinion that Mr. Beri is a person of integrity and possess relevant expertise, proficiency and experience to be appointed as Independent Director and hence recommended the **resolution no. 6 as a Special Resolution** for his appointment as Independent Director for the approval of the Shareholders.

Mr. Beri is said to be concerned or interested in the proposed resolution as it relates to his own re-appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution.

Item no. 7 of the Notice:

Dr. Vandana Gupta (DIN: 07790005) was appointed as a Non-Executive, Independent Director of the Company for a period of five (5) years effective from first Annual General Meeting of the Company held on 14th December 2017 and he holds office as an Independent Director of the Company upto 14th December 2022 ('First Term'). As per the provisions of the Companies Act, 2013, an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of the Company and can be re-appointed for another term of five (5) consecutive years with the approval of Members by way of a special resolution.

Dr. Vandana Gupta is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act 2013 and has given her consent in Form DIR-2 to be appointed as an Independent Director. She has further given declaration under Section 149(7) of the Companies Act 2013 that she meets the criteria of independence as per 149(6) of the Companies Act 2013. The 'Fit and Proper' criteria declaration under IRDAI CG Guidelines has also been obtained from her. She is also registered with Independent Director database maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA').

As per the recommendations of Nomination and Remuneration Committee and after taking into consideration the relevant background, experience, qualification and proficiency of Dr. Gupta the Board is of the opinion that Dr. Gupta is a person of integrity and possess relevant expertise, proficiency and experience to be appointed as Independent Director and hence recommended the **resolution no. 7 as a Special Resolution** for her appointment as Independent Director for the approval of the Shareholders.

Dr. Gupta is said to be concerned or interested in the proposed resolution as it relates to her own re-appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution.

Annexure - A

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	Details
1.	Name of Director	Ms. Jasleen Kohli	Mr. Christof Mascher
2.	Age	42	61
3.	Qualification	Post Graduate Diploma in Business Management	Doctorate in Law, Master of Arts (M.A.) in Philosophy
4.	Experience		32+ years of experience
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)	Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 20 th April 2022.	Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years.
6.	Date of first appointment on the Board	20 th April 2022	1 st March 2021
7.	Shareholding in the Company	5,68,665 equity shares	3,83,939 equity shares
8.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Nil	Nil
9.	Number of Meetings of the Board attended during the year	Nil	7/7
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	1. Arabesque Artificial Intelligence Ltd., London

Sr. No.	Particulars	Details	Details
1.	Name of Director	Mr. Rajendra Beri	Dr. Vandana Gupta
2.	Age	76	64
3.	Qualification	MBA Birla Institute of Science & Technology ,Pilani, Rajasthan	MBBS, MD (Pathology)

Sr. No.	Particulars	Details	Details
4.	Experience		Worked as consultant Pathologist from 1983 to 2015
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)	Independent Director	Independent Director
6.	Date of first appointment on the Board	14 th December 2017	14 th December 2017
7.	Shareholding in the Company	Nil	Nil
8.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Nil	Nil
9.	Number of Meetings of the Board attended during the year	7/7	7/7
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. TransAfrica Assurance Co. Ltd, Kampala, Uganda	Nil

**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,
Tulshibagwale Colony, Shraddha Hospital,
Sahakarnagar No. 2, Pune – 411009

Place: Pune

Date: 10th May 2022

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 Sixth Annual General Meeting of the Company on Wednesday, 20th July 2022 at 12 noon. 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)
holder/proxy

Signature of first

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 Sixth Annual General Meeting of the Company, to be held at the registered office of the Company, on Wednesday, 20th July 2022 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 31st March 2022 together with the reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Kamesh Goyal (DIN: 01816985), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To reappoint Kirtane & Pandit LLP, Chartered Accountants as the Statutory Auditors and fix their remuneration		

Resolution No.	Particulars	Vote	
		For	Against
4.	To appoint Ms. Jasleen Kohli (DIN: 07634112) as the Director of the Company		
5.	To appoint Mr. Christof Mascher (DIN: 09083996) as Non-Executive Independent Director of the Company		
6.	To re-appoint Mr. Rajendra Beri (DIN: 03177323) as an Independent Director of the Company		
7.	To re-appoint Dr. Vandana Gupta (DIN: 07790005) as an Independent Director of the Company		

Signed this..... day of..... 2022.

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

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

