

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Go Digit General Insurance Limited ("Company") will be held on Friday, 3rd June 2022 at 11:00 a.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 special business:

Item No. 1

To approve Alteration of Articles of Association and to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, approval of the Members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company as per the draft placed before the meeting, covering the following changes:

a) *Point e) to be inserted in the definition of **Affiliate** under Article 2:*

(e) without limiting the generality of the foregoing, with respect to IIFL, an Affiliate shall also mean (i) entities Controlled by the IIFL Group or (ii) any investment vehicle, (whether any investment fund or a special purpose vehicle) whether existing or future, managed or advised or co-advised by any member of the IIFL Group or entities controlled by any member of the IIFL Group or that shares the same investment manager. Provided that, any portfolio or investee company / entity of IIFL, the IIFL Group and/ or their respective Affiliates shall not be deemed to be an Affiliate of IIFL;

b) *Definition of IIFL Group to be inserted under Article 2:*

"IIFL Group" means IIFL Wealth Management Limited, IIFL Asset Management Limited, IIFL Securities Limited and/or IIFL Finance Limited;

c) *Definition of Investors under Article 2 to be replaced with the following:*

"Investors" means, collectively, A91 Emerging Fund I LLP (Investor 1), TVS Shriram Growth Fund 3 (Investor 2), Faering Capital India Evolving Fund II (Investor 3A), Faering Capital India Evolving Fund III (Investor 3A), Faering Capital Growth Fund III (Investor 3B), Faering Capital International Growth Fund III (Investor 3B), Ithan Creek Master Investors (Cayman) L.P. (Investor 4), Wellington Hadley Harbor AIV Master Investors (Cayman) III, Ltd. (Investor 4), SCI Growth Investments III (Investor 5), IIFL Special Opportunities Fund – Series 8 (Investor 6) and IIFL Monopolistic Market Intermediaries Fund (Investor 6). With reference to Articles 48, 49, 50 (Transfer of Shares and Transfer Restrictions) (except for reference of Articles 52 to 55 in that Article), 63 to 66 (Right of First Offer of GDISPL), 67 to 74 (Tag Along Right of the Investors), 75 to 76 (Transfer to Competitor), 126 (Investor not to be considered promoter), 165 (Pre-emptive Rights) and 166 (Notice to the Company), "Investors" shall also mean, collectively Virat Kohli, Anushka Sharma, Cornerstone Sport LLP, UBR Capital Private Limited, Kapil Joshi. With reference to Article 67 to 69 and 72 "Investors" shall also mean, collectively RS Filmcraft OPC Private Limited and Dartist Talent Ventures Private Limited.

d) *Point (xx) to be inserted under Interpretation clause of Article 2:*

xx. *the Securities held by IIFL Special Opportunities Fund-Series 8 and IIFL Monopolistic Market Intermediaries Fund shall be counted as one block of Securities and shall be aggregated for determining any shareholding thresholds prescribed under these Articles in respect of entitlement or exercise of any right hereunder by IIFL.*

e) *Article 53 to be replaced as follows:*

f) *Upon the Investor 3B, Investor 4, Investor 5 and Investor 6 (“Series B Investors”) transferring all the Investor Securities to a Person as a single block, subject to Article 49, the transferee of such Investor Securities shall be automatically entitled to exercise all the rights which are available to the Series B Investors under these Articles as well as appoint an observer on the Board. Provided however that, the right of such transferee to appoint an Observer on the Board shall be subject to the prior Consent of the Company, which Consent shall not be unreasonably withheld, delayed or conditioned. Provided that if the Series A Investors and Series B Investors transfer all investor securities as referred in Article 51 and 52 respectively to a same person, then such person shall have right to appoint only one observer on the Board.*

g) *Article 57 to be replaced as follows*

As part of the In-Principle Approvals, the IRDAI may to impose a 5 (five) year lock-in with respect to the Shares held by GDISPL in the Insurance Company. Notwithstanding the imposition of such a lock-in or otherwise, the Parties agree that GDISPL shall not be entitled to Transfer, pledge, encumber or create any other security interest (in whatever form) on any Equity Shares or other securities held by it in the Insurance Company from time to time, unless the prior written Consent of KG Group and FAL has been received by the Insurance Company.

h) *Point no. ii to be inserted after point no. i of the third paragraph under Article 121:*

ii. *in the case of Investor 5 only, updates on its dedicated portfolio review portal (in the manner and form agreed between the Company and Investor 5 in advance) and to the extent any information is shared with Investor 5 pursuant to this Clause 5.7(b) that has not been provided to Investor 4, the Company shall ensure that such additional information is provided to Investor 4 (in the manner and form agreed between the Company and Investor 4 in advance);*

i) *Point no. (d) to be inserted under Article 125:*

d) *The Company shall complete and submit to Investor 5, on an annual basis, responses to an anti-corruption and export control questionnaire set out in Schedule VII of Shareholder’s Agreement, for Investor’s 5 internal compliance requirements, and simultaneously share a copy of the completed questionnaire with each of the other Investors.*

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorised to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”



BACKED BY FAIRFAX

**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: 10th May 2022

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.



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

Item No. 1 of the Notice

Alteration of Articles of Association

Pursuant to the Share Subscription Agreement dated 28th April 2022 and Shareholders Agreement dated 8th November 2021 executed between the Company and SCI Growth Investments III, IIFL Monopolistic Market Intermediaries Fund and IIFL Special Opportunities Fund - Series 8 (Collectively referred to as “Investors”) and further to the allotment of shares to the Investors by the Company, it is considered necessary to amend the Articles of Association of the Company to capture certain clauses of the Shareholders Agreement in the Articles of Association of the Company

As per the provisions of the Companies Act, 2013 the Members are required to approve the alteration of Articles of Association by way of Special Resolution. The Board of Directors at its meeting held on 10th May 2022 has approved the amendment in the Articles of Association and recommends the Special Resolution for the approval of Members.

None of the 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 except to the extent of their shareholding in the Company.

**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: 10th May 2022



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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 Friday, 3rd June 2022 at 11:00 a.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.



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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
Extraordinary General Meeting of the Company, to be held at the registered office of the
Company, on Friday, 3rd June 2022 and at any adjournment thereof in respect of such
resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
1.	Alteration of Articles of Association		

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

Signature of shareholder

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

