

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Go Digit General Insurance Limited (the “**Company**”) will be held at a shorter notice on Friday, 3rd May 2024 at 5:00 P.M. through video conferencing and deemed venue shall be 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

Adoption of New Articles of Association

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 other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (“Companies Act”), the articles of association of the Company be and are hereby altered and substituted with the set of revised articles of association of which a copy is placed before the meeting, which be and are hereby approved and adopted as the articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby jointly or severally authorised to take all steps for giving effect to the aforesaid resolution, including the filing of the 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 and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

**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,

Sahakar Nagar No. 2, Pune – 411009

Place: Pune

Date: 28th April 2024

NOTES:

1. Extraordinary general meeting (“**EGM**”) through video conferencing (“**VC**”) or any other audio-visual means (“**OAVM**”):

The Ministry of Corporate Affairs (“**MCA**”) has, by way of its Circular No. 3/2022 dated 5th May 2022 read with Circular Nos.17/2020 and 14/2020, dated 13th April 2020 and 8th April 2020 respectively, (collectively referred to as “**MCA Circulars**”) permitted the holding of the EGM through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the said MCA Circulars, the Company will be conducting this EGM through VC / OAVM (“**VC Facility**”) to transact the special business set out in this notice of EGM. The EGM being conducted through VC Facility shall be deemed to be convened at 1st Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005, as stated in the Notice of the EGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since this EGM is being held through VC Facility pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form is not annexed to this Notice..

3. Pursuant to Section 101 of the Companies Act, 2013 (“**Act**”), read with rules framed thereunder (as amended from time to time) and in compliance with the said MCA Circulars, the Notice of the EGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company / the Depository Participants.

Members may note that the Notice of EGM is made available on the Company’s website at <https://www.godigit.com>

4. Instructions for Members for attending the EGM through VC Facility:

- (i) The Company is providing a two-way VC Facility for attending the EGM via Microsoft Teams platform.
- (ii) The video streaming link of the EGM will be kept open for the Members to join 15 minutes before the time scheduled to start the EGM i.e. from 5:00 p.m. (IST) on Friday, 3rd May 2024 and will be open throughout the proceeding of the EGM.
- (iii) Members may note that the VC Facility made available by the Company allows participation for all the Members of the Company.
- (iv) Members are encouraged to join the EGM through laptops / desktops with front camera and good speed internet connection to avoid any disturbance during the EGM and have a seamless experience.
- (v) Please note that Members connecting from their mobile devices or tablets or through laptop / desktops via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.

- (vi) Members may submit their questions / queries, with regard to agenda item to be placed at the EGM (at least 24 hours in advance) at designated email ID – cs@godigit.com, so as to enable the Board / Management to respond suitably. Members can also pose questions / queries concurrently during the course of the EGM.
 - (vii) To attend the EGM of the Company through VC facility, Members shall log-on to the link provided in the e-mail by which this Notice is being sent and follow the procedure mentioned below:
 - (a) The EGM meeting link received on your registered e-mail ID.
 - (b) Click and select - Join Teams Meeting to join the EGM. Members can join through any web browser or through Microsoft Teams Application.
 - (c) You have two choices: (a) download the Windows app: download the Teams app. (b) join on the web instead: join a Teams meeting on the web.
 - (d) Type in your name and turn-on the Camera and Microphone before joining the EGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what's behind you.
 - (e) Select Join now.
 - (f) You will now enter the meeting, through the lobby admission.
 - (g) Members who need any technical or other assistance before or during the EGM, can write to us at cs@godigit.com
5. Members attending the EGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
6. The agenda item proposed to be transacted at this EGM will be put up for voting by Poll for Members to provide their votes (assent / dissent) thereon. Members may also communicate their votes (assent / dissent) on the proposal by sending an e-mail to cs@godigit.com prior to the EGM, from their e-mail address registered with the Company / Depository Participant quoting their folio no. / DP-ID and Client ID, number of shares held and self-attested PAN card copy.
7. The aforesaid resolutions shall be deemed to be passed at 1st Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 on the date of the EGM, i.e. on Friday, 3rd May 2024, subject to receipt of the requisite number of votes in favour of the Resolution.
8. Since this EGM is being held through the VC Facility and physical attendance of Members has been dispensed with, the Attendance Slip is not annexed to this Notice
9. Pursuant to the provisions of Section 113 of the Act, 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.

10. 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.

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

Item No. 1

The Book Running Lead Managers to the proposed initial public offering of the Company have received observations from the Securities and Exchange Board of India (“SEBI”) vide letter dated 1st March, 2024, that there are no special rights to the promoters/shareholders in the Articles of Association, at the time of filing of the offer document, and Part B of the articles of association of the Company shall be deleted prior to the filing of red herring prospectus. In furtherance of the same, the Board has passed a resolution dated 28th April, 2024, approving the amended set of Articles of Association.

A copy of existing Articles of Association and revised set of Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on all working days up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 14(1) of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the company by way of special resolution.

The Board recommends the resolution for approval of the Members of the Company.

None of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) are concerned or interested in the proposed resolution, except in the ordinary course of business.

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

**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,
Sahakar Nagar No. 2, Pune – 411009

Place: Pune

Date: 28th April 2024