



GO DIGIT GENERAL INSURANCE LIMITED

Registered Office: 1st to 6th Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi,
City Survey No. 1579, Shivajinagar Pune - 411005 Maharashtra, India

Phone No.: 1800-258-5956

Website: www.godigit.com

CIN: L66010PN2016PLC167410

NOTICE OF THE NINTH (9TH) ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting ("AGM") of the Members of Go Digit General Insurance Limited (the "**Company**") will be held on Wednesday, August 6, 2025 at 3:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("**OAVM**"), to transact the business as set out in this Notice. The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company at Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended as at March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Kamesh Goyal (DIN: 01816985), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Kanj & Co. LLP, Company Secretaries as Secretarial Auditors for a term of five (5) consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended, Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint Kanj & Co. LLP, Company Secretaries (Firm Registration Number P2000MH005900), a peer reviewed Company Secretary firm, as Secretarial Auditors of the

Company for a term of five (5) consecutive years with effect from April 1, 2025 till March 31, 2030, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company from time to time, in consultation with the Secretarial Auditor, and to avail any other services, certificates, or reports as may be permissible under applicable laws.

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 other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

4. Revision in Remuneration of Jasleen Kohli (DIN: 07634112), Managing Director & Chief Executive Officer of the Company for financial year 2025-26 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 34A of the Insurance Act, 1938, applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable regulation(s), guideline(s), circular(s) issued by the Insurance Regulatory and Development Authority of India ("**IRDAI**") (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and other applicable laws (together referred to as "**Applicable Laws**") applicable provisions of the Articles of Association of the Company, as recommended by the Audit Committee, Nomination and Remuneration Committee and Board of Directors of the Company and subject to approval of IRDAI, Jasleen Kohli (DIN: 07634112), Managing Director and Chief Executive Officer of the Company, be paid a fixed remuneration (including provident

fund and gratuity) of ₹ 3,92,27,401/- (Rupees Three Crore Ninety Two Lakh Twenty Seven Thousand Four Hundred and One only) for the financial year 2025-26 which includes leave encashment, provident fund, gratuity, life insurance, personal accident insurance, group medicare policy, and any other benefits, as per the policy of the Company as in force from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Applicable Laws and applicable provisions of the Articles of Association of the Company, based on recommendation of the Audit Committee, Nomination and Remuneration Committee and Board of Directors of the Company and subject to approval of IRDAI, Jasleen Kohli (DIN: 07634112), Managing Director and Chief Executive Officer of the Company, in addition to the fixed remuneration shall also be entitled to variable pay linked to her performance not exceeding ₹ 3,85,26,412/- (Rupees Three Crore Eighty Five Lakhs Twenty Six Thousand Four Hundred and Twelve only) per annum, which includes cash component and non-cash component comprising of Employee Stock Options, in accordance with the relevant scheme of the Company in this regard and /or as approved by the Nomination and Remuneration Committee or Board of Directors as per the remuneration policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee thereof) be and is hereby severally

authorised to determine, or revise, or alter and vary the remuneration structure, including amount and/or any parameters, of Jasleen Kohli, as may be agreed with her, to comply with IRDAI or any other regulatory or statutory directives and to settle any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution.

RESOLVED FURTHER THAT the Board and/or any other person(s) authorised by the Board in this regard, be and is/are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof."

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

sd/-
Tejas Saraf
Company Secretary and
Compliance Officer
ACS No.: 26225
Place: Pune
Date: July 9, 2025

Registered Office: 1 to 6 Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune, Maharashtra, India, 411005

NOTES:

1. Annual General Meeting ("AGM") through Video Conferencing ("VC") or any Other Audio-Visual Means ("OAVM"):

Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM is being held through VC/OAVM. The deemed venue for the 9th AGM shall be the registered office of the Company.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), with respect to the Special Business to be transacted at the 9th AGM is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD IN ACCORDANCE WITH THE CIRCULARS THROUGH VC/OAVM, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE. ACCORDINGLY, THE ATTENDANCE SLIP, PROXY FORM AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate Members intending to authorise their representatives to participate and vote at the Meeting are requested to send to the Company and to the scrutinizer by email a certified true copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at the Meeting not later than 48 hours before the scheduled time of the commencement of the AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned hereunder. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors

etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the applicable provisions of the Act, Rules made thereunder, SEBI Listing Regulations, the Circulars, Notice of the 9th AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, July 4, 2025. Members may note that the Annual Report 2024-25 and Notice of AGM will be available at <https://www.godigit.com/investor-relations> and will also be available on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of the remote e-voting service provider viz. NSDL at <https://www.evoting.nsdl.com>.

In compliance with Regulation 36 of SEBI Listing Regulations, a letter providing the web-link of the Annual Report 2024-25, is being sent to the Members who have not registered their e-mail address with the Company/Depositories.

8. Physical copy of the Annual Report 2024-25 and the Notice of the 9th AGM shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2024-25, may write to the Company at cs@godigit.com requesting for the same by providing their holding details and DP ID and Client ID/Folio No.
9. Members are requested to intimate any change in their address or e-mail ids to their Depository Participants immediately with whom they are maintaining their demat accounts. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/Depositories of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified from time to time.
10. In terms of the Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, the SEBI has mandated the submission of Permanent Account Number (PAN), Nomination, Contact details, Bank A/c details, and Specimen

signature for their corresponding folio numbers by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN, if not submitted already, to their Depository Participants with whom they are maintaining their demat accounts.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Registrar & Transfer Agent ("**RTA**") of the Company at <https://web.in.mpms.mufig.com/KYC-downloads>. Members are requested to submit the said details to their DP for the shares held by them in dematerialized form.
12. A Member shall first take up his/her/their grievance with the RTA of the Company by lodging a complaint directly and if the grievance is not redressed satisfactorily, the Member may forward his/her complaint to the Company Secretary and Compliance Officer of the Company or may register their grievance on the SEBI SCORES platform in accordance with the process laid out therein. If the Member is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution Portal. The framework for investor grievance redressal has been provided on the website of the Company at www.godigit.com/investor-relations for ease of the Members.
13. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, the transfer, transmission, and transposition of the securities of the listed entities shall be effected only in dematerialized form.
14. The relevant details, pursuant to Regulations 36 of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI ("**SS-2**"), in respect of appointment/ re-appointment of Directors and Auditors at this AGM are annexed to this Notice.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM including the explanatory statement are available for inspection by the Members at the registered office of the Company on all working days, except Saturday, Sunday and National Holidays, during business hours from the date hereof up to the date of the Meeting and will also be available electronically for inspection by the Members on their request during the AGM.
16. The Certificate from the Secretarial Auditors of the Company certifying that the Company's Employees Stock Option Scheme, are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is available for inspection by the Members at the registered office and will also be available electronically for inspection by the Members at their request during the AGM.
17. Members desiring any information as regards to financial statements are requested to write to the Company at cs@godigit.com, by Wednesday, July 30, 2025, so as to enable the management to keep the information ready.
18. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**"), SS-2 and Regulation 44 of the SEBI Listing Regulations, the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
19. The remote e-Voting period begins on Saturday, August 2, 2025 at 09:00 A.M. (IST) and ends on Tuesday, August 5, 2025 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the **cut-off date** i.e., **Wednesday, July 30, 2025** may cast their vote electronically.
20. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM.
21. The voting right of Member shall be in proportion to their share in the paid-up equity share capital of the

Company as on the cut-off date, Wednesday, July 30, 2025. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

22. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
23. The Board of Directors has appointed M/s. Kishor Kulkarni & Co., Practicing Company Secretaries as the Scrutinizer for scrutinizing the process of remote e-Voting and e-Voting during the AGM in a fair and transparent manner.
24. The results of remote e-Voting and e-voting at the AGM shall be declared by the Chairman or by any other Director or Company Secretary duly authorised in this regard. The results declared along with the Report of the Scrutinizer shall be placed on the Company's website <https://www.godigit.com/investor-relations> and also be displayed on the Notice Board of the Company at its Registered Office and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations.

The Resolutions shall be deemed to be passed on the date of the AGM, i.e. Wednesday, August 6, 2025 subject to receipt of the requisite number of votes in favour of the Resolutions.

25. NSDL e-Voting Instructions:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, August 2, 2025 at 09:00 A.M. and ends on Tuesday, August 5, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, July 30, 2025, may cast their vote electronically. Members who have not cast their votes during aforementioned dates, may cast their votes through e-voting platform made available during the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, July 30, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. OTP based login: <ol style="list-style-type: none"> i) Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp ii) Enter our 8 digit DP ID, 8 digit Client Id, PAN, Verification code and generate OTP. iii) Enter the OTP received on your registered email address/mobile number and click on login. iv) After successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. v) Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining AGM and e-voting during the meeting.

Type of shareholders	Login Method
	<p>2. Users already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i) Visit e-services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. ii) On the homepage, click on the 'Beneficial Owner' icon under 'Login' available under 'IDeAS' section. iii) Enter User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-Voting' under e-voting services and you will be able to see e-voting page. iv) Click on Company name or e-voting service provider i.e. NSDL. You will be redirected to e-voting website of NSDL to cast your vote during the remote e-voting period or joining AGM and e-voting during the AGM. <p>3. User not registered for IDeAS facility:</p> <p>Click on link: https://eservices.nsdl.com and select 'Register Online for IDeAS Portal'. or click at https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>4. Alternatively, by directly accessing the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i) Visit e-voting website of NSDL viz. https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. ii) Click on the icon 'Login' available under 'Shareholder/Member' section. iii) On the Login page, enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen. iv) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM and e-voting during the AGM. <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. User already registered for Easi/Easiest:</p> <ul style="list-style-type: none"> i) Visit www.cdslindia.com and click on 'Login' and select 'New System Myeasi'. ii) Enter your User ID and Password. Option will be made available to reach e-voting page without any further authentication. iii) After successful login, the user will be able to see the e-voting option. <p>On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider i.e. NSDL for casting vote during the remote e-voting period or joining AGM and e-voting during the AGM. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> i) Option to register is available at: https://web.cdslindia.com ii) Click on 'Login' and select 'New System Myeasi' and then click on registration option. iii) After successful registration, follow steps mentioned for registration. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> i) Visit www.cdslindia.com and select 'E Voting'. ii) Enter your demat account number in the BOID requirement field and PAN in the respective field. iii) System will authenticate user by sending OTP on registered Mobile Number and Email address as recorded in the demat account. iv) After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> 1. You can login using the credentials of your demat account through your DP registered with NSDL/CDSL, for e-voting facility. 2. Once logged-in, you will be able to see 'e-Voting' option. Once you click on 'e-Voting' option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL wherein you can see e-Voting feature. 3. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL to cast your vote during the remote e-voting period or join AGM and e-voting during the AGM.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL E-voting website?

- I. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- II. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.

- III. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- IV. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

V. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134526 then user ID is 134526001***

VI. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and

the system will force you to change your password.

c) How to retrieve your 'initial password'?

- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

VII. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

VIII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- IX. Now, you will have to click on “Login” button.
- X. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. or e-voting during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskishorkulkarni@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@godigit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@godigit.com. If you are an Individual shareholder, holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email id correctly in their demat account in order to access e-Voting facility.

26. Procedure for e-voting during the AGM:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- b) The e-voting window shall be activated upon instructions of the Chairperson of the Meeting during the AGM.
- c) Only those Members/ Shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- d) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- e) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

27. Instructions for Members for Attending the AGM Through VC/OAVM:

- a) Members will be able to attend the AGM through VC/OAVM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned above for Access to NSDL e-Voting system.

After successful login, click on the link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name available in Shareholder/ Member login where EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote

e-Voting instructions mentioned in the notice to avoid last minute rush.

- b) Members can join the AGM through VC/ OAVM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
- c) Members are encouraged to join the Meeting through laptops for better experience.
- d) Please note that participants connecting from mobile devices or tablets or through laptop connecting 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 aforesaid glitches.

28. Speaker Registration Before AGM

- a) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number and mobile number at cs@godigit.com from 9:00 a.m. (IST) on Friday, August 1, 2025 to 5:00 p.m. (IST) on Tuesday, August 5, 2025.
- b) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time at the AGM.
- c) For the smooth conduct of proceedings of the AGM, Members are encouraged to send their queries in advance mentioning their name, DPID and Client ID /folio number, mobile number on or before 5:00 p.m. (IST) on Tuesday, August 5, 2025 at cs@godigit.com.

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 3 of the Notice:

Appointment of Kanj & Co. LLP, Company Secretaries as Secretarial Auditors for a term of five (5) consecutive years

The Board of Directors of the Company at its Meeting held on January 22, 2025, based on the recommendation of the Audit Committee, approved the appointment of Kanj & Co. LLP, Company Secretaries (Firm Registration Number: P2000MH005900) as the Secretarial Auditor of the Company, in accordance with Section 204 of the Act read with the rules made thereunder and Regulation 24A of SEBI Listing Regulations for a term of five years with effect from April 1, 2025 till March 31, 2030 subject to the approval of the Members at the ensuing Annual General Meeting of the Company, at a remuneration as may be approved by the Board from time to time.

Based on the eligibility criteria and qualification prescribed under the Act, rules made thereunder and the SEBI Listing Regulations, Kanj & Co. LLP has confirmed that they are not disqualified and are eligible to be appointed as the Secretarial Auditors of the Company for the proposed term. The Board of Directors and the Audit Committee have considered the capability, assurance, audit experience, the audits conducted by them in the past, nature of work involved and services offered while recommending the appointment of Kanj & Co. LLP as Secretarial Auditor of the Company.

Kanj & Co. LLP, Company Secretaries, has given its consent to act as Secretarial Auditor of the Company and holds a valid peer review certificate issued by the Peer Review Board of the Institute of Company Secretaries of India ("ICSI") as required under Regulation 24A of the SEBI Listing Regulations.

Kanj & Co. LLP, Company Secretaries has confirmed that appointment would be within the prescribed limits under the Act read with the rules made thereunder and the SEBI Listing Regulations.

Kanj & Co. LLP is a Limited Liability Partnership Firm incorporated in India and was formed in the year 2000 with 5 partners and has now grown to more than 12 partners, 60+ employees, managers and interns and 10+ administrative staff. KANJ has network of practicing company secretaries across India. The firm is primarily engaged in Corporate and Listing Compliance, Foreign Exchange Management ("FEMA") laws, Securities Law, and other advisory services to its clients.

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

The Board recommends passing the resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Item no. 4 of the Notice:

Revision in Remuneration of Jasleen Kohli (DIN: 07634112), Managing Director & Chief Executive Officer of the Company for financial year 2025-26

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 April 20, 2022 till April 19, 2027, in accordance with the provisions of Companies Act, 2013 ("the Act") and as per the approval of Insurance Regulatory and Development Authority of India ("IRDAI") pursuant to Section 34A of the Insurance Act, 1938. As per the recommendation of the Nomination and Remuneration Committee ("NRC") and Board of Directors of the Company ("Board"), the Members had approved the remuneration of MD & CEO for financial year 2024-25 in their 8th Annual General Meeting held on August 14, 2025 and the same was subsequently approved by the IRDAI vide its letters dated December 19, 2024 and March 18, 2025.

Based on the recommendations of the NRC, as a part of annual compensation review, and considering the performance of the Company, the Board vide its resolution dated June 30, 2025 and subject to the approval of IRDAI, approved the revision in remuneration of Jasleen Kohli, MD & CEO for the financial year 2025-26.

The fixed remuneration includes basic pay, house rent allowance, education allowance, leave travel allowance, other allowances, contribution to provident fund and gratuity and all other benefits as are applicable to the MD & CEO and / or senior employees of the Company as per the Company's remuneration policies and as approved by the NRC or Board, from time to time.

Jasleen Kohli, will be entitled to insurance cover and other perquisites, in accordance with the Company policy from the time and as approved by the NRC or Board subject to overall ceiling of her annual remuneration.

The performance based variable pay shall be inclusive of cash component and non-cash component including share-linked instruments (stock options) as may be determined by the NRC and Board as per the Company's remuneration policy and in line with the IRDAI Master Circular on Corporate Governance for Insurers, 2024 ("CG Master Circular"), as amended from time to time and as approved by the IRDAI. The variable pay shall

be determined subject to performance achieved by the Company, individual performance of the MD & CEO and other applicable parameters as prescribed by the NRC and Board. The variable pay shall be subject to deferment as per the applicable law and Company's remuneration policy.

The Members may note that the variable pay mentioned in the resolution is the upper ceiling and the actual amount of variable pay shall be as determined by the NRC and Board based on the criteria approved by the IRDAI.

The Company being an Indian insurance company in terms of the Insurance Act, 1938, as amended from time to time, the provisions relating to remuneration of Managing Director/ Whole Time Directors / Chief Executive Officer are regulated and governed by the Insurance Act 1938, the regulations made there under and CG Master Circular.

Therefore, the revision in remuneration is also subject to the prior approval of IRDAI under Section 34A of the Insurance Act, 1938.

The proposed remuneration for financial year 2025-26 and other particulars of Jasleen Kohli are detailed in **Annexure I** of this Notice.

Except Jasleen Kohli and her relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Jasleen Kohli is not related to any of the Director or Key Managerial Personnel of the Company. The Board recommends the resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

ANNEXURE I

Information as required under SS-2 and Regulation 30 and Regulation 36(3) of the SEBI Listing Regulations, a statement containing details of the concerned Directors as on date of the AGM Notice is given hereunder:

Sr. No.	Particulars	Details	
1.	Name of Director	Kamesh Goyal	Jasleen Kohli
2.	DIN	01816985	07634112
3.	Age	59 years	45 years
4.	Qualification	MBA, LLB, B.Sc., Associate of the Insurance Institute of India	Post Graduate Diploma in Business Management
5.	A brief resume of the director and experience	Kamesh Goyal is the Non-Executive Chairman of the Company and a nominee of Go Digit Infoworks Services Private Limited ("GDISPL"), the holding company, and has been a Director of the Company since its incorporation. He is also one of the Promoters of the Company. He holds a bachelor's degree in science from the University of Delhi. He holds a bachelor's degree in law and master's degree in business administration from the University of Delhi. He has several years of experience in the insurance industry and has served as the Chief Executive Officer of Bajaj Allianz General Insurance Company Limited and Bajaj Allianz Life Insurance Company Limited. He is also an associate of the Insurance Institute of India.	Jasleen Kohli has attended the K J Somaiya Institute of Management Studies and Research for post graduate programme in management studies. She has several years of experience in the insurance industry and has served as the Head of Operations at Bajaj Allianz General Insurance Company Limited earlier.

Sr. No.	Particulars	Details	
6.	Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	<p>Kamesh Goyal is proposed to be re-appointed as a Non-Executive Director who shall be liable to retire by rotation.</p> <p>He was appointed as Non-Executive Chairman of the Company with effect from December 7, 2016. Pursuant to the IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024, the Board of Directors on recommendation of the Nomination and Remuneration Committee, has approved appointment of Kamesh Goyal as Non-Executive Chairman of the Company for a period of 5 years w.e.f. October 24, 2024, subject to the approval of the IRDAI. The IRDAI vide its letter dated June 11, 2025, has approved his appointment.</p> <p>He shall not draw any remuneration from the Company.</p> <p>Remuneration last drawn: Nil</p>	<p>Jasleen Kohli has been appointed as the Managing Director and Chief Executive Officer of the Company for a period of five (5) years with effect from April 20, 2022.</p> <p>Proposed remuneration for financial year 2025-26, subject to approval of IRDAI and the members as detailed in Agenda no. 4 is:</p> <p>Fixed: ₹ 3,92,27,401/-</p> <p>Variable: ₹ 3,85,26,412/-</p> <p>Details of Remuneration drawn in FY 2024-25 forms part of the Annual Report.</p>
7.	Date of first appointment on the Board and term	Kamesh Goyal was appointed w.e.f. December 7, 2016 till cessation.	Jasleen Kohli was appointed as Managing Director and Chief Executive Officer w.e.f. April 20, 2022 for a period of five (5) years.
8.	Shareholding in the listed entity, including shareholding as a beneficial owner	<p>As at March 31, 2025 -</p> <p>Shareholding in Company: Nil</p> <p>Beneficial ownership through GDISPL: 38.02%</p>	<p>As at March 31, 2025 -</p> <p>Shareholding in Company: 1,50,000</p>
9.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None
10.	Number of Meetings of the Board attended during the year	<p>FY 2025-26: Present in 1 Board Meetings (Total Meetings- 1).</p> <p>FY 2024-25: Present in 10 Board Meetings (Total Meetings- 11)</p>	<p>FY 2025-26: Present in 1 Board Meetings (Total Meetings- 1).</p> <p>FY 2024-25: Present in 11 Board Meetings (Total Meetings- 11)</p>
11.	Other Directorships	<p>Director in:</p> <ol style="list-style-type: none"> Valueattics Reinsurance Limited Go Digit Infoworks Services Private Limited Go Digit Life Insurance Limited 	None

Sr. No.	Particulars	Details	
12.	Membership/ Chairmanship of Committees of other Boards	<p>4. Valueattics Reinsurance Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee- Member Investment Committee- Member Risk Management Committee- Member <p>5. Go Digit Infoworks Services Private Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee- Chairman <p>6. Go Digit Life Insurance Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee- Member Policyholder Protection, Grievance Redressal and Claims Monitoring Committee- Member Risk Management Committee- Member Investment Committee- Member 	None
13.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None	None
14.	Listed entities from which the person has resigned in the past three years;	None	None
15.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable
16.	Nature of expertise in specific functional areas	Law and Governance, Business Management and Strategy, Insurance & Risk Management, Operations and Technology, Finance and Investment, and Health Insurance	Law and Governance, Business Management and Strategy, Insurance & Risk Management, Operations and Technology, Finance and Investment, and Health Insurance

ANNEXURE II

Information as required under Regulation 36(5) of the SEBI Listing Regulations, disclosures relating to appointment of the Secretarial Auditors as on date of the AGM Notice is given hereunder:

Sr. No.	Particulars	Details
1	Proposed fees payable to the Secretarial Auditor	A remuneration of ₹ 5,00,000 (Rupees Five Lakh only), plus the Goods and Service Tax as applicable and out-of-pocket, travelling and boarding expenses is proposed to be paid to M/s Kanj & Co. LLP, Company Secretaries for conducting secretarial audit of the Company for FY 2025-26. Subject to approval of Members of the Company to item number 3 of the AGM notice, the fees for secretarial audit of subsequent years of their term as secretarial auditor will be decided by the Board of Directors.
2	Terms of appointment	<p>Kanj & Co. LLP, Company Secretaries, is proposed to be appointed for a term of 5 consecutive years commencing from April 1, 2025 till March 31, 2030.</p> <p>The Company may also avail various permissible professional services (other than the prohibited services under SEBI Listing Regulations and circulars issued thereunder, from the Secretarial Auditors. The Board of Directors on recommendation of the Audit Committee) shall approve revision, if any, in the remuneration of the Secretarial Auditors, for the balance part of their tenure based on review of the scope of work and any additional efforts taken by them on account of changes in regulations, restructuring or other considerations, etc.</p> <p>Further, the Board on recommendation of the Audit Committee may alter or vary the other terms and conditions of appointment of Secretarial Auditors, including remuneration, in such a manner and to such an extent as may be mutually agreed with the Secretarial Auditor, in accordance with the applicable laws.</p>
3	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
4	Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	<p>The Board of Directors on recommendation of the Audit Committee, and after considering various parameters including capability, assurance, audit experience, the audits conducted by them in the past, nature of work involved, services offered, recommended to pay the audit fee as mentioned above.</p> <p>Kanj & Co. LLP is a Limited Liability Partnership Firm incorporated in India and was formed in the year 2000 with 5 partners and has now grown to more than 12 partners, 60+ employees, managers and interns and 10+ administrative staff. KANJ has network of practicing company secretaries across India. The firm is primarily engaged in Corporate and Listing Compliance, FEMA laws, Securities Law, and other advisory services to its client.</p>

Information at Glance for the 9th Annual General Meeting

Sr. No.	Particulars	Details
1	Day, Date and Time of AGM	Wednesday, August 6, 2025 at 3:00 p.m. (IST)
2	Mode	Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")
3	Speaker Registration before AGM	Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail id mentioning their name, DPID and Client ID/ folio number and mobile number at cs@godigit.com between 9:00 a.m. (IST) on Friday, August 1, 2025 to 5:00 p.m. (IST) on Tuesday, August 5, 2025.
4	Web-link for Annual Report and Notice of the 9th AGM	www.godigit.com/investor-relations
5	Cut-off date for ascertaining members for E-voting	Wednesday, July 30, 2025
6	Remote E-voting start time and date	9:00 a.m. (IST) on Saturday, August 2, 2025
7	Remote E-voting end time and date	5:00 p.m. (IST) on Tuesday, August 5, 2025
8	Name, address and contact details of E-Voting service provider	National Securities Depository Limited ("NSDL") 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel No.: 022 - 4886 7000 E-mail: evoting@nsdl.com
9	Remote E-Voting website of NSDL	Shares held in Demat mode with NSDL: www.evoting.nsdl.com Shares held in Demat mode with CDSL: www.cdslindia.com Logging in through Depository Participants: Members can also login using the login credentials of their demat account through their DP registered with NSDL / CDSL for e-voting facility.
10	E-voting Event Number	134526
11	E-mail registration and Contact Updation Process	Contact your Depository Participant(s)
12	Name, address and contact details of RTA	MUFG Intime India Private Limited C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. R & T Services - Shares and Interest on Bonds: (0) 810 811 6767 Toll-free number: 1800 1020 878 Email: rnt.helpdesk@linkintime.co.in Website: www.in.mpms.mufg.com
13	Name, address and contact details of Company	Go Digit General Insurance Limited 1 st to 6 th Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005 Tel No.: - 020 67495400 Toll-free number: 1800-258-5956 E-mail: cs@godigit.com Website: www.godigit.com