

Date: 22nd July, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
BSE Scrip Code: 544179

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
NSE Symbol: GODIGIT

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”): Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 read with Paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are enclosing herewith the Postal Ballot Notice dated 22nd July 2025 along with the explanatory statement thereto, seeking approval of the Members of the Company, by way of remote e-voting process (“e-voting”) for:

- i. **To obtain approval of the Members of the Company for commitment and support to set up a unit in the International Financial Services Centre (“IFSC”), a Special Economic Zone for financial services in India, by way of an IFSC Insurance Office (“IO”) in Gujarat International Finance Tech City (“GIFT IFSC”).**

Further, in compliance with circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI Circulars”), the Postal Ballot Notice (including E-voting instructions) are being sent through electronic mode to all the Members whose email addresses are registered with the Registrar and Share Transfer Agent viz. MUFG Intime India Private Limited or the Depository Participant(s) as on the cut-off date i.e. **Friday, July 18, 2025**.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and read with MCA Circulars and SEBI Circulars, the Company is pleased to provide all its Members, holding shares either in physical or in dematerialized form as on the closure of business hours of the cut-off date, i.e., **Friday, July 18, 2025 (“cut-off date”)**, the facility to exercise their vote electronically on the resolution set forth in the Postal Ballot Notice of the Company. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained with the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. The detailed instructions for remote e-voting have been provided in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating the e-voting process, as the authorized agency. The e-voting facility will be available during the following period:

Cut Off date:	Friday, 18 th July, 2025
Commencement of e-voting:	9:00 A.M. (IST) on Friday, 25 th July, 2025
End of e-voting:	5:00 P.M. (IST) on Saturday, 23 rd August 2025

The Postal Ballot Notice is also available on the Company's website at the link i.e., <https://www.godigit.com/investor-relations> and would also be available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the above intimation on record.

Thanking you,

Yours faithfully,

For **Go Digit General Insurance Limited**

Tejas Saraf
Company Secretary & Compliance Officer

Encl:

1. As above

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given that the resolution set out below is proposed for approval by the Members of Go Digit General Insurance Limited ("Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act, General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") read along with other connected circulars issued from time to time in this regard ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended, from time to time).

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot ("Notice") and additional information as required under the SEBI Listing Regulations and the circular(s) issued by Securities and Exchange Board of India ("SEBI"), as applicable, is also attached.

The Board of Directors has appointed M/s. Kanj & Co. LLP, Practicing Company Secretaries as the Scrutinizer for scrutinizing the process of remote e-Voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

This Postal Ballot is being initiated in compliance with the MCA Circulars and the SEBI Circulars. Accordingly, this Postal Ballot Notice is being sent only through electronic mode (by e-mail) to all those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), Members who have registered their e-mail addresses with the Company or MUFG Intime India Private Limited, the Registrar & Share Transfer Agent of the Company ("MUFG Intime" or "RTA") or the Depository Participant(s) and other persons entitled to receive this notice, as on **Friday, July 18, 2025 ("Cut-off Date")**.

The Company has engaged the services of NSDL to provide remote e-Voting facility to the Members identified on the Cut-off Date.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Cut-off Date:	Friday, July 18, 2025
Commencement of remote e-voting:	9:00 a.m. (IST) on Friday, July 25, 2025
End of remote e-voting:	5:00 p.m. (IST) on Saturday, August 23, 2025

The remote e-Voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system.

The Scrutinizer will submit their report, after the completion of scrutiny,

to the Chairman or to 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 viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed in compliance with Regulation 44(3) of the SEBI Listing Regulations.

SPECIAL BUSINESS

- To obtain approval of the Members of the Company for commitment and support to set up a unit in the International Financial Services Centre ("IFSC"), a Special Economic Zone for financial services in India, by way of an IFSC Insurance Office ("IO") in Gujarat International Finance Tech City ("GIFT IFSC")**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Insurance Act 1938 read with the Insurance Regulatory and Development Authority of India (Protection of Policyholders' Interests, Operations and Allied Matters of Insurers) Regulations, 2024, Master Circular on Operations and Allied Matters of Insurers issued by Insurance Regulatory and Development Authority of India ("IRDAI") dated June 19, 2024 and the circulars, guidelines and regulations if any issued by the IRDAI from time to time, and in accordance with the consent of the Board of Directors, subject to the approval of IRDAI, and such other approvals, permissions, sanctions and consents as may be necessary and on such terms, conditions and modifications as may be prescribed by any regulatory authority and which may be agreed to by the Board of Directors of the Company, approval of the Members be and is hereby accorded to provide commitment and support for setting up a unit in the International Financial Services Centre ("IFSC"), a Special Economic Zone for financial services in India, by way of an IFSC Insurance Office ("IO") in Gujarat International Finance Tech City ("GIFT IFSC").

RESOLVED FURTHER THAT the Board and/or any other person(s) authorised by the Board in this regard or the Chief Compliance Officer or the Company Secretary of the Company, be and are hereby severally authorised on behalf of the Company to comply with such terms and conditions as may be laid down by IRDAI and to do all other actions as they may, in their absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard, for the purpose of implementing the above resolutions and 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
For Go Digit General Insurance Limited**

sd/-

Tejas Saraf
Company Secretary and Compliance Officer
Membership No.: A26225

Place: Pune **Date:** July 22, 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. Explanatory Statement pursuant to Section 102(1) and 110 of the Act, read with the applicable rules made thereunder and the SS-2 with respect to the Special Business to be transacted through Postal Ballot is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the register of members / register of beneficial owners as on Friday, July 18, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with Postal Ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website 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 NSDL at <https://www.evoting.nsdl.com>.
4. Only a person, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the remote e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

5. Documents referred to in the Postal Ballot Notice will be kept open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, during business hours from the date of circulation of this Postal Ballot Notice until the last date of remote e-voting.

Procedure for remote e-voting

6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
7. The remote e-Voting shall commence at **9:00 a.m. (IST) on Friday, July 25, 2025 and shall end at 5:00 p.m. (IST) on Saturday, August 23, 2025**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
8. 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, i.e. Friday, July 18, 2025. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
9. The Board of Directors of the Company has appointed M/s. Kanj & Co. LLP, Company Secretaries, as the Scrutinizer for scrutinizing the process of remote e-Voting in fair and transparent manner. The M/s. Kanj & Co. LLP, Company Secretaries, have consented to act as Scrutinizer for this Postal Ballot.
10. The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman or to any other Director or Company Secretary duly authorised in this regard. The results of remote e-voting will be announced **on or before Tuesday, August 26, 2025**. 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 viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Scrutinizer's decision on the validity of votes cast will be final.

11. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Saturday, August 23, 2025**.

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

The remote e-voting period begins at 9:00 a.m. (IST) on Friday, July 25, 2025 and shall end at 5:00 p.m. (IST) on Saturday, August 23, 2025. 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. Friday, July 18, 2025, may cast their vote electronically. 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 Friday, July 18, 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.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your -8digit DP ID,-8digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.
	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing 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. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 - 48867000
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

B) Login Method 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

a) 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*****.

b) 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*****.

c) 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 101456 then user ID is 101456001***

5. 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

6. 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) 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, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on "Login" button.

9. 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 currently going on.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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 sunil.nanal@kanjcs.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



INSURANCE

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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 (Name of NSDL Official) 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 email 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 (Company email id).
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 (Company email id). If you are an Individual shareholders 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.

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

Item no. 1:

Special Economic Zones ("SEZ") is a specifically delineated duty-free enclave or a notified geographical region/area, which is usually deemed to be foreign territory for the purposes of trade operations, duties, tariffs and economic and fiscal laws and regulation. In India, SEZs are inter alia governed under the Special Economic Zones Act, 2005 ("SEZ Act 2005") and Special Economic Rules, 2006 ("SEZ Rules, 2006"). SEZs have been notified for manufacturing (for example products like engineering/capital goods, pharmaceuticals, chemicals etc) and services (IT, ITES, gems and jewellery processing/designing). International Financial Services Centres ("IFSCs") are SEZs for financial services. Financial services including banking, capital markets and insurance can be carried out through units in IFSCs. Gujarat International Finance Tech City IFSC ("GIFT IFSC") was notified as the first IFSC in India by Government of India and it was operationalised in 2015. Union Government notified the special rules that recognised the entities that could undertake the business of insurance, reinsurance and insurance intermediation in the IFSCs in 2015. In the first phase the financial services regulators i.e., RBI, SEBI, IRDAI issued regulations allowing Indian and foreign institutions to open their office in GIFT IFSC. This was followed by detailed guidelines by IRDAI in December 2017 for insurers/reinsurers and January 2019 for insurance intermediaries. Pursuant to enactment of the International Financial Services Centres Authority Act, 2019, by the Parliament of India, a new financial services regulator was established for IFSCs. The International Financial Services Centres Authority ("IFSCA") is the regulator for IFSCs and is India's first super-regulator of sorts, with combined powers of RBI, SEBI and IRDAI for the respective financial services business undertaken in IFSCs. The IFSCA became operational in September 2020.

Regulatory framework for insurance business in IFSCs

- i. In October 2021, IFSCA notified IFSCA (Registration of Insurance Business) Regulations, 2021 ("IFSC Insurance Regulations") along with IFSCA (Operations of International Financial Services Centres Insurance Offices) Guidelines, 2021 ("Insurance Guidelines") to enable insurers, reinsurers and other eligible entities to establish IFSC Insurance Office ("IIOs") in IFSCs to undertake insurance, reinsurance and other permitted business activities from IFSC.
- ii. The IFSC Insurance Regulations inter alia permit Indian insurance companies, licensed by IRDAI to undertake insurance business in IFSC by setting up a place of business in the form of an IIO.
- iii. IIOs will enjoy a slew of fiscal and regulatory incentives, as may be applicable from time to time, some of which include:
 - IIOs are eligible for a 10 -year income tax holiday, which can be claimed out of the first 15 years of operations, as provided under Section 80LA of the Income Tax Act, 1961.
 - Specified services rendered by IIOs in the IFSC are exempt from Goods and Services Tax (GST), thereby reducing the overall cost of operations.
 - IIOs may also benefit from reduced or nil rates of other applicable duties and levies, in accordance with applicable laws and notifications.
 - IIOs are not required to maintain assigned capital or solvency margin within the IFSC. Instead, assigned capital may be maintained in India in accordance with the IFSCA (Registration of Insurance Business) Regulations, 2021.
 - IIOs operate under a light-touch regulatory regime designed to minimise the compliance burden while ensuring effective oversight.
 - There is no mandatory requirement for appointment of elaborate Key Managerial Personnel (KMPs) at the IFSC unit.

Business activities for IIOs:

For IIOs engaged in general or health insurance business, the following types of business may be undertaken, subject to applicable regulatory framework and necessary approvals:

- a. General insurance of Non-Resident Indians (NRIs), Overseas Citizens of India (OCIs), Persons of Indian Origin (PIOs), and foreign nationals.
- b. Insurance of Indian interests abroad, including non-resident employees of Indian companies.
- c. Group insurance business for entities operating within SEZs and the IFSC.
- d. Inward Reinsurance from cedants of inside/outside India subject to applicable regulatory framework and necessary approvals, if any.
- e. Policies for Indian residents under the Liberalised Remittance Scheme (LRS).
- f. Alternate Risk Transfer (ART) solutions and other innovative insurance structures and any other business allowed to be undertaken by IIO GIFT IFSC subject to applicable regulatory framework and necessary approvals, if any.

In this regard the Board of Directors of the Company, at its meeting held on October 24, 2024, has approved the setting up of a unit in the IFSC by way of an IIO in GIFT IFSC and had also approved making an application to the IRDAI for no objection certificate regarding the set-up of IIO.

Pursuant to IRDAI (Protection of Policyholders' Interests, Operations and Allied Matters of Insurers) Regulations, 2024 read with the Master Circular on Operations and Allied Matters of Insurers issued by IRDAI dated June 19, 2024, wherever the Insurer's foreign branch office operations result or likely results into a loss, then additional capital requirements for meeting the losses or for meeting the capital or other regulatory requirements shall be contributed out of the Shareholder's funds beyond solvency margin and no contributions from the policyholders' funds shall be utilized to meet the capital requirement of the foreign branch office. It further states that approval of Shareholders for supporting the operations of Foreign Branch Office/ IFSC is required to be obtained by the insurer.

Accordingly, it is now proposed to take the approval of Members of the Company for setting up of IIO in GIFT IFSC and supporting the operations of IIO in GIFT IFSC.

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 of the resolution at Item No. 1 of the accompanying Postal Ballot Notice for approval of the Members of the Company as an **Ordinary Resolution**.

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

**Sd/-
Tejas Saraf
Company Secretary and Compliance Officer**
Membership No. A26225

Place: Pune Date: July 22, 2025

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