



LIFE INSURANCE

GO DIGIT LIFE INSURANCE LIMITED

Registered Office: Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi,
City Survey No.1579, Shivajinagar, Pune – 411005, Maharashtra

Corporate Office: Atlantis, 95, 4th B Cross Rd, 5th Block, Koramangala Industrial Layout,
Bengaluru, Bengaluru urban, Karnataka - 560095

Website: www.godigit.com/life

CIN: U66000PN2021PLC206995

NOTICE OF THE FOURTH (4TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Fourth (4th) Annual General Meeting of the Members of Go Digit Life Insurance Limited (the “Company”) will be held on Friday, September 12, 2025, at 2.00 P.M (IST) 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 to transact the following Ordinary and Special Businesses:

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. To offer and issue 1,60,400 equity shares of the Company of face value of INR 10 each, at a premium of INR 187 per equity share, by way of preferential allotment, on a private placement basis and to consider and, if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

“RESOLVED THAT pursuant to the: (a) provisions of Sections 23, 42, Section 62(1)(c) and Section 179(3) (c) of the Companies Act, 2013 (“Companies Act”), read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Companies Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations,

2019, and the Consolidated Foreign Direct Investment Policy of 2020 issued by the Department for Promotion of Industry and Internal Trade, as amended from time to time and such other applicable regulations and guidelines issued by the Reserve Bank of India; (b) provisions of the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company, as amended from time to time; 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, the consent of the Members of the Company be and is hereby accorded to offer and issue up to 1,60,400 equity shares of the Company of face value of ₹ 10 each at a premium of INR 187 per share to certain investors, by way of preferential issue of shares, in one or more tranches, aggregating to upto ₹ 3,15,98,800 (Indian Rupees Three Crore Fifteen Lakh Ninety- Eight Thousand Eight Hundred Only) for cash, on a private placement basis, through private placement offer-cum-application letter in Form PAS-4 as under:

Sr. No.	Name of the Investor	No. of equity shares proposed to be issued
1.	Shashank Sinha	10,152
2.	Parag Pethe	5,076
3.	Avinash Shetty	2,538
4.	Annie Sau	10,152
5.	Mayur Mewada	2,538
6.	Deepak Srivastava	10,152
7.	Ashish Parikh	5,076
8.	Jayesh Patel	2,538
9.	Freddi Patel	1,522
10.	Jay Kakkad	1,015
11.	Abhinay Purohit	7,614
12.	Meher Dandu Kishan	5,076
13.	Vishnu Kant Dwivedi	3,045
14.	Bhaskar Chakraborty	5,076
15.	Vaibhav Agrawal	7,614

Sr. No.	Name of the Investor	No. of equity shares proposed to be issued
16.	Umesh Sundara Hegde	7,614
17.	Sandeep Kumar Jha	50,761
18.	Trisha Sarkar	12,690
19.	Vinny Bhagal	5,076
20.	Vishal Tripathi	2,538
21.	Adira Abhijeet Dhamale	2,537

RESOLVED FURTHER THAT the valuation report prepared by the registered valuer Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708), procured by the Company under the Companies Act and Section 56 of the Income-tax Act, 1961 read with Rule 11UA of the Income-tax Rules, 1962 and the valuation report prepared by a registered merchant banker with Securities and Exchange Board of India, ICICI Securities Limited, in accordance with the requirements of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and tabled before the meeting, be and are hereby, approved and taken on record.

RESOLVED FURTHER THAT the equity shares so offered to the allottees shall be subject to the provisions of the MOA and AOA of the Company and shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the monies received by the Company from the applicants for the application of equity shares to the private placement offer-cum-application letter in Form PAS-4 shall be kept by the Company in a separate bank account pending allotment of such equity shares.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all the following acts on behalf of the Company:

- (i) to comply with such terms and conditions as may be laid down by IRDAI and 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;

- (ii) to finalize, sign, issue and circulate the private placement offer letter(s) in form PAS-4 and other offer related document(s), make suitable entries to record the name of the investors in the statutory registers and all other relevant records and to do all such acts, deeds, matters, and things connected therewith or incidental thereto to give effect to the above resolution, including for completing and updating the records of the Company in respect of the allotment of equity shares to the allottees;

- (iii) all such acts, deeds, filings, matters and things and to sign and submit necessary documents, deeds, agreements, instruments, letters including as may be required to give effect to any of the foregoing on behalf of the Company, including but not limited to signing and submitting documents, filing of required forms and payment of fees with statutory authorities, including the Registrar of Companies, Insurance Regulatory and Development Authority of India and the Reserve Bank of India, and 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.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to issue and authenticate a certified true copy of the resolution to all concerned parties wherever required."

By Order of the Board of Directors of
Go Digit Life Insurance Limited

Priyanka Garg
Company Secretary
Membership No. - A37094

Address: Ananta One (AR One), Pride Hotel Lane,
Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar
Pune - 411005 Maharashtra

Place: Pune
Date: August 20, 2025

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"), 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 4th AGM shall be the registered office of the Company.

2. Pursuant to the provisions of the Companies Act, 2013, generally, a Member entitled to attend and vote at the AGM 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 AGM is being held through VC/OAVM 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 AGM. Accordingly, the attendance slip, proxy form and route map are 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 AGM 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 AGM is made available on the Company's website at www.godigit.com/life

4. Instructions for Members for attending the AGM through VC/OAVM Facility:

- (i) The Company is providing a two-way VC/OAVM Facility for attending the AGM via Microsoft Teams platform.
- (ii) The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e. from 2:00 P.M (IST) on Friday, September 12, 2025 and will be open throughout the proceeding of the AGM.
- (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 AGM through laptops / desktops with front camera and good speed internet connection to avoid any disturbance during the AGM 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 AGM (at least 24 hours in advance) at designated email ID – Digitlife.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 AGM.

- (vii) To attend the AGM 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 AGM link received on your registered e-mail ID.
- (b) Click and select - Join Teams Meeting to join the AGM. 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 AGM. 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 AGM, can write to us at Digitlife.cs@godigit.com

5. Members attending the AGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The agenda item proposed to be transacted at this AGM will be put up for voting by show of hand 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 Digitlife.cs@godigit.com prior to the AGM, 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 Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 on the date of the AGM, i.e. on Friday, September 12, 2025, subject to receipt of the requisite number of votes in favour of the Resolution.
8. Since this AGM 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 participate and vote at 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 not later than 48 hours before the scheduled time of the commencement of the AGM.
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.
11. The Brief Profile and relevant details of the Director(s) proposed to be appointed/re-appointed as per Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given in the Annexure - A of this Notice.
12. 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 and explanatory statement are available for inspection by the Members at the registered office and will also be available electronically for inspection by the Members during the AGM.

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

Item no. 3 of the Notice:

To offer and issue 1,60,400 equity shares of the Company of face value of INR 10 each, at a premium of INR 187 per equity share

It is proposed to offer and issue 1,60,400 equity shares of face value of INR 10 each, at a premium of INR 187 per equity share, to certain investors, by way of preferential issue, on a private placement basis.

The Board of Directors at its meeting held on August 7, 2025, subject to the approval of Members of the Company, has approved the aforesaid offer and issue of equity shares to certain investors. The details of the proposed issuance as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014 are as under:

1)	Objects of the issue	Funds raised through this issue will be used in furtherance of the business of the Company.
2)	Size of the issue and number of equity shares to be issued and nominal value of each share. Total number of shares or other securities to be issued	1,60,400 equity shares of the Company of face value of INR 10 each, at a premium of INR 187 per equity share
3)	Nature of such shares	Equity shares
4)	Manner of issue of shares	Issue under provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013.
5)	Price or price band at / within which the allotment is proposed	The equity shares of face value of INR 10 each are proposed to be issued at a premium of INR 187/- per equity share i.e., at an issue price of INR 197/- per equity share.
6)	Basis or justification on which the price (including the premium) has been arrived at along with report of the registered valuer	The price has been arrived at based on the valuation report dated August 7, 2025 issued by the registered valuer, Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708). The valuation report is available for inspection at the registered office of the Company, during normal business hours on all working days from the date hereof till the conclusion of the meeting.
7)	Name and address of the Valuer who performed the valuation	Name: Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708) Address: A/101, Shelter CHSL, CSC Road, Dahisar East, Mumbai – 400068
8)	Amount which the Company intends to raise by way of such Shares	The Company intends to raise a total of ₹ 3,15,98,800 (Indian Rupees Three Crore Fifteen Lakh Ninety- Eight Thousand Eight Hundred).
9)	Relevant date with reference to which the price has been arrived at	The valuation arrived based on valuation as on March 31, 2025.
10)	Terms of issue, including terms and rate of dividend on each share	The equity shares shall rank pari passu with the existing equity shares of the Company.
11)	Terms of redemption, including tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Not applicable
12)	Manner and mode of redemption	Not applicable
13)	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to certain identified persons.
14)	Intention of promoter, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnels of the Company intends to subscribe to this proposed offer.

15)	The proposed time within which the allotment is proposed to be made	In accordance with Section 42 of the Companies Act, 2013, the allotment of equity shares will be made within 60 (sixty) days from the date of receipt of the share application money.	
16)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of proposed allottees	% Post allotment holding
		Shashank Sinha	0.00
		Parag Pethe	0.00
		Avinash Shetty	0.00
		Annie Sau	0.00
		Mayur Mewada	0.00
		Deepak Srivastava	0.00
		Ashish Parikh	0.00
		Jayesh Patel	0.00
		Freddi Patel	0.00
		Jay Kakkad	0.00
		Abhinay Purohit	0.00
		Meher Dandu Kishan	0.00
		Vishnu Kant Dwivedi	0.00
		Bhaskar Chakraborty	0.00
		Vaibhav Agrawal	0.00
		Umesh Sundara Hegde	0.00
		Sandeep Kumar Jha	0.02
		Trisha Sarkar	0.01
		Vinny Bhagal	0.00
Vishal Tripathi	0.00		
Adira Abhijeet Dhamale	0.00		
17)	The Change in control if any, in the Company that would occur consequent the preferential offer	No change in the control of the Company will occur from the proposed preferential offer.	
18)	The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of Securities as well as price	During the current financial year, no allotment has been made.	
19)	The pre issue and post issue shareholding pattern of the Company in the following format.	Refer to the table below.	
20)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable	
21)	The expected dilution in equity share capital upon conversion of preference shares	Not applicable	
22)	Date of passing Board Resolution	August 7, 2025	
23)	Offer validity	The proposed offer shall remain valid till December 31, 2025, until it is fully subscribed, whichever is earlier.	

The pre-issue and post-issue shareholding pattern of the Company

Sr. No	Category	Pre Issue (Current)		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' Holding		-		
1	Indian				
i)	Individual	-	-		
ii)	Bodies Corporate	7,23,71,990	33.95	7,23,71,990	33.92
	Sub-Total (Indian)	7,23,71,990	33.95	7,23,71,990	33.92
2	Foreign Promoters				
i)	Individual				
ii)	Bodies Corporate	7,29,23,348	34.20	7,29,23,348	34.18
	Sub-Total (Foreign)	7,29,23,348	34.20	7,29,23,348	34.18
	Sub-Total A	14,52,95,338	68.15	14,52,95,338	68.10
B	Non-Promoters' Holding				
1	Institutional Investors				
2	Non-institutional Investors				
	Private Corporate bodies	4,57,20,950	21.45	4,57,20,950	21.43
	Directors & Relatives	1,06,47,571	4.99	1,06,47,571	4.99
	Indian Public	31,07,922	1.46	32,68,322	1.53
	Others (Including Non-resident Indian (NRIs))	84,29,014	3.95	84,29,014	3.95
	Sub-Total (B)	6,79,05,457	31.85	6,80,65,857	31.90
	Grand Total	21,32,00,795	100.00	21,33,61,195	100.00

As per the provisions of the Companies Act, 2013, the Members are required to approve this resolution by way of a special resolution. The Board of Directors at its meeting held on August 7, 2025 has approved the proposal for offer on a preferential basis through private placement and recommends the special resolution for the approval of the Members.

Except Sabyasachi Sarkar and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said special resolution.

By Order of the Board of Directors of
Go Digit Life Insurance Limited

Priyanka Garg
Company Secretary
Membership No. - A37094

Address: Ananta One (AR One), Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579,
Shivajinagar Pune - 411005 Maharashtra

Place: Pune
Date: August 20, 2025

Annexure A

Brief profile of the Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Sr. No.	Particulars	Details
1)	Name of Director	Kamesh Goyal
2)	DIN	01816985
3)	Age	59 years
4)	Qualification	MBA, LLB, B.Sc., Associate of the Insurance Institute of India
5)	Experience	Kamesh Goyal is the Non-Executive Chairman of the Company, and has been a Director of the Company since its incorporation. 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
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)	Kamesh Goyal is proposed to be re-appointed as Non-Executive Director who shall be liable to retire by rotation. He was appointed as Non-Executive Chairman of the Company with effect from January 14, 2022. 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 25, 2024, subject to the approval of the IRDAI. The IRDAI vide its email dated March 12, 2025, has approved his appointment. He shall not draw any remuneration from the Company. Remuneration last drawn: Nil
7)	Date of first appointment on the Board	December 16, 2021 till cessation
8)	Shareholding in the Company	6 Equity Shares jointly with other holders.
9)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
10)	Number of Meetings of the Board attended during the year	FY 2025-26: Present in 1 Board Meetings (Total Meetings- 1) FY 2024-25: Present in 4 Board Meetings (Total Meetings-4)
11)	Other Directorships,	Director in: 1. Valueattics Reinsurance Limited 2. Go Digit Infoworks Services Private Limited 3. Go Digit General Insurance Limited

Sr. No.	Particulars	Details
11)	Membership/ Chairmanship of Committees of other Boards	<p>1. Valueattics Reinsurance Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee- Member Investment Committee- Member Risk Management Committee – Member <p>2. Go Digit Infoworks Services Private Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee- Chairman <p>3. Go Digit General Insurance Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee- Member Stakeholders' Relationship Committee- Member Corporate Social Responsibility Committee- Member Policyholder Protection, Grievance Redressal and Claims Monitoring Committee- Member Risk Management Committee- Member Investment Committee- Member Share Allotment Committee- Member