digit
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, India

Telephone No.: 9960126126 | Email ID: life@godigit.com

Website: www.godigit.com/life

CIN: U66000PN2021PLC206995

# Notice of 5th Annual General Meeting ("AGM")

Notice is hereby given that the 5th Annual General Meeting ("**AGM**") of the Members of Go Digit Life Insurance Limited ("the Company") will be held on Friday, September 11, 2026 at 3:00 P.M. (IST) through video conferencing ("VC")/ Other Audio Visual Means ("OAVM") and deemed venue shall be at the registered office of the Company at Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005, Maharashtra, India, to transact the following Ordinary and Special Business:

## ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended as at March 31, 2026 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Michael Wallace (DIN: 10214400), who retires by rotation and being eligible, offers himself for re appointment.

## SPECIAL BUSINESS:

3. To appoint Giridhar Aramane (DIN: 00483130) as a Non-Executive, Independent Director of the Company and to consider and, if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), the Insurance Act, 1938, guidelines, circulars, regulations issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Giridhar Aramane (DIN: 00483130), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director with effect from May 9, 2026 and who meets the criteria for Independence under Section 149(6) of the Act and the Rules made thereunder, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years w.e.f. May 9, 2026.

   RESOLVED FURTHER THAT as a Non-executive Independent Director, Giridhar Aramane, shall be eligible for sitting fees and remuneration as may be approved by the Board for Independent Directors from time to time within the permissible limit prescribed under the applicable law along with reimbursement of expenses for attending the meetings of the Board and Committee meetings.

   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."

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

Sd/-
**Sanskar Prabhakar**
Company Secretary
Membership No. – A65089
Address: Ananta One, Pride Hotel Lane,
Narveer Tanaji Wadi,
City Survey No. 1579, Shivajinagar Pune -
411005 Maharashtra

Place: Pune
Date: August 20, 2026

**NOTES:**

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

   The Ministry of Corporate Affairs ("MCA") has, by way of its Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 Circular No. 09/2024 dated September 19, 2024, along with subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC Facility without the physical presence of the Members at a common venue. Hence, in compliance with the provisions of Companies Act, 2013 ("the Act") and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and the Circulars, the Company will be conducting this AGM through VC / OAVM ("VC Facility") to transact the ordinary and special business set out in this notice of AGM. The AGM being conducted through VC Facility shall be deemed to be convened at the registered office of the Company at Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005, Maharashtra, India, as stated in the Notice of the AGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. Pursuant to the provisions of the Companies Act, 2013 ("**Act**"), 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 Facility pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.

3. Pursuant to Section 101 of the 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 https://www.godigit.com/life

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

   (i) The Company is providing a two-way VC 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 2:45 p.m. (IST) on Friday, September 11, 2026 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 items 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 meeting 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.

# Notice

(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 Act.

6. The agenda items proposed to be transacted at this AGM will be put up for voting by show of hands 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, Maharashtra, India on the date of the AGM, i.e. on Friday, September 11, 2026, 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 attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

10. Explanatory statement pursuant to Section 102 of the Act 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 to the Notice

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

## Item No. 3 of the Notice

**To appoint Giridhar Aramane (DIN: 00483130) as a Non-Executive, Independent Director of the Company**

The Board of Directors of the Company vide resolution passed on May 8, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has appointed Giridhar Aramane (DIN: 00483130), as an Additional Director in the category of Non-executive Independent Director of the Company with effect from May 9, 2026.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. In accordance with the aforesaid provisions, as an Additional Director, Giridhar Aramane holds office upto the 5th AGM and is eligible for appointment as a Non-executive, Independent Director of the Company, subject to the approval of Members.

Giridhar Aramane, was an Indian Administrative Service (IAS) officer of the 1988 batch with over 30 years of distinguished experience in public service. He has led transformative reforms in defence, infrastructure, industrial policy, and economic governance. Giridhar Aramane served as the Defence Secretary in the Ministry of Defence, Government of India, where he was instrumental in advancing India's defence strategy and promoting self-reliance in defence manufacturing. Prior to this, he held key positions as Secretary, Ministry of Road Transport & Highways, and Secretary, Department for Promotion of Industry and Internal Trade (DPIIT), contributing to infrastructure modernization and regulatory reform. Earlier in his career, he served as Executive Director at the Insurance Regulatory and Development Authority of India (IRDAI) from 2009 to 2012, where he played a key role in strengthening India's insurance regulatory framework. He has pursued his Bachelor of Technology degree from the Jawaharlal Nehru Technological University, Hyderabad and M Tech from IIT, Madras. He has also completed his post-graduation in Master of Arts (Economics) from Kakatiya University, Warangal.

The Company has received necessary documents pertaining to his appointment as Director including confirmation that he meets the 'Fit and Proper' criteria prescribed by the Insurance Regulatory and Development Authority of India ("IRDAI"). Giridhar Aramane is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Considering requisite qualifications, skills, experience and expertise of Giridhar Aramane, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Giridhar Aramane as a Non-Executive, Independent Director of the Company for five consecutive years w.e.f. May 9, 2026, who shall not be liable to retire by rotation. In the opinion of the Board, Giridhar Aramane fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as an Independent Director and he is independent of the management of the Company. The Company has received a declaration from him under Section 149(7) of the Act confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act, and confirmation that his name is registered in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, details of Giridhar Aramane are provided in the Annexure A of this Notice.

Except Giridhar Aramane, being appointee, and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

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

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

Sd/-
**Sanskar Prabhakar**
Company Secretary
Membership No. – A65089
Address: Ananta One, Pride Hotel Lane,
Narveer Tanaji Wadi, City Survey No. 1579,
Shivajinagar Pune - 411005 Maharashtra

Place: Pune
Date: August 20, 2026

# Notice

## 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 | Details |
|---|---|---|---|
| 1) | Name of Director | Michael Wallace | Giridhar Aramane |
| 2) | DIN | 10214400 | 00483130 |
| 3) | Age | 56 years | 62 years |
| 4) | Qualification | Bachelor of Science degree in Actuarial Science (Co-op), University of Calgary<br>RSA's Executive Development Program. | Bachelor of Technology in Civil Engineering from JNTU, Hyderabad<br>Master of Technology in Civil Engineering from IIT Madras<br>Master of Arts in Economics from Kakatiya University, Warangal |
| 5) | Experience | Michael Wallace has over 30 years of progressive experience in Property Casualty Insurance operations, underwriting, reinsurance and management. He<br>has expertise in domains like Mergers, Acquisitions, Divestitures, Profit & Loss management, accountability, Strategic Planning and Execution<br>Staff Management, Development, Internal controls & systems Underwriting and Proposition Development, Business analysis case preparation System Development, Volume growth execution Innovative Culture. Currently, he is working as a Vice President, Insurance Operations in Fairfax Financial Holdings Limited ("FFHL"), Toronto. He is currently a non executive Director for Brit Group Holding Limited and Ki Financial Limited, both part of FFHL. He also serves as a Non-Executive Director on the Board of Go Digit Life Insurance Limited and Valueattics Reinsurance Limited. Prior to this, he was working as Senior Vice President and as a Vice President, Risk, Reinsurance and Underwriting (Chief Risk Officer and CUO) in RSA Canada, Toronto. | Giridhar Aramane, was an Indian Administrative Service (IAS) officer of the 1988 batch with over 30 years of distinguished experience in public service. He has led transformative reforms in defence, infrastructure, industrial policy, and economic governance. Giridhar Aramane served as the Defence Secretary in the Ministry of Defence, Government of India, where he was instrumental in advancing India's defence strategy and promoting self-reliance in defence manufacturing. Prior to this, he held key positions as Secretary, Ministry of Road Transport & Highways, and Secretary, Department for Promotion of Industry and Internal Trade (DPIIT), contributing to infrastructure modernization and regulatory reform. Earlier in his career, he served as Executive Director at the Insurance Regulatory and Development Authority of India (IRDAI) from 2009 to 2012, where he played a key role in strengthening India's insurance regulatory framework |
| 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) | Michael Wallace is proposed to be appointed as a Non-Executive Director liable to retire by rotation and shall hold office w.e.f. July 13, 2023. He shall not draw any remuneration from the Company.<br>Remuneration last drawn: Nil | Giridhar Aramane is proposed to be appointed as an Independent Director not liable to retire by rotation and shall hold office w.e.f. May 9, 2026 till May 8, 2031.<br>He shall not draw any remuneration from the Company, however, shall be eligible to receive sitting fee as decided by the Board from time to time for attending the meetings of the Board and Committees thereof.<br>Remuneration last drawn: NA |
| 7) | Date of first appointment on the Board | July 13, 2023 till cessation | May 9, 2026 till May 8, 2031 |
| 8) | Shareholding in the Company | NIL | NIL |

| Sr. No. | Particulars | Details | Details |
|---|---|---|---|
| 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 | FY 2026-27: Present in 2 Board Meetings (Total Meetings- 2)<br>FY 2025-26: Present in 4 Board Meetings (Total Meetings- 4) | FY 2026-27: Present in 1 Board Meetings (Total Meetings- 1)<br>FY 2025-26: None |
| 11) | Other Directorships, | Director in:<br>1. Valueattics Reinsurance Limited<br>2. Go Digit General Insurance Limited | Director in:<br>1. Infrastructure Leasing and Financial Services Limited<br>2. Go Digit General Insurance Limited<br>3. Cyient DLM Limited<br>4. Raajmarg Infra Investment Managers Private Limited<br>5. AXISCADES Technologies Limited |
| 12) | Membership/ Chairmanship of Committees of other Boards | 1. Valueattics Reinsurance Limited<br>• Audit Committee- Member<br>• Nomination and Remuneration Committee- Member<br>• Risk Management Committee – Member<br>• Investment Committee - Chairman | 1. Infrastructure Leasing and Financial Services Limited<br>• Audit Committee- Member<br>• Compensation Committee – Member<br>2. Raajmarg Infra Investment Managers Private Limited<br>• Stakeholders Relationship Committee - Chairperson<br>• Risk Management Committee - Chairperson<br>• Audit Committee - Member |