

NOTICE

Notice is hereby given that the Extraordinary General Meeting (“**EGM**”) of the Members of Go Digit Life Insurance Limited will be held on Monday, 16th March 2026 at 4.30 P.M. IST through video conferencing and deemed venue shall be at 2nd Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005, Maharashtra, India, to transact the following Special Business:

ITEM NO. 1

To approve alteration in Articles of Association of the Company and in this regard, pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “**Act**”), and rules made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Insurance Act, 1938 and other applicable laws, rules, regulations, guidelines issued thereunder, and subject to the necessary approvals required, including that of the Registrar of Companies, Maharashtra at Pune (“**ROC**”), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, the consent and approval of the Members of the Company be and is hereby accorded to replace the existing clause 162 of Articles of Association of the Company with the following clause:

“The Board shall at all times consist of up to 10 (ten) Directors including at least 1 (one) female Director (as may be required under Applicable Law), as follows:

- a) 2 (two) non-executive Directors nominated by OV LLP;
- b) 2 (two) non-executive Directors nominated by FAL;
- c) up to 5 (five) Independent Directors based on recommendations received from the Nomination and Remuneration Committee; and
- d) the chief executive officer, or principal officer or managing director (by whatever title called) based on recommendations received from the Nomination and Remuneration Committee.”

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution, including to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to

the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-

Priyanka Garg

Company Secretary

Membership No. - 37094

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

Place: Pune

Date: February 22, 2026

NOTES:

1. Extraordinary General Meeting (“**EGM**”) through Video Conferencing (“**VC**”) or any Other Audio-Visual Means (“**OAVM**”):

The Ministry of Corporate Affairs (“**MCA**”) has, by way of its Circular No.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2022 dated 28th December 2022, Circular No. 09/2023 dated 25th September 2023 along with subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated 19th September 2024 (collectively referred to as ‘MCA Circulars’) permitted the holding of the EGM through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the said MCA Circulars, the Company will be conducting this EGM through VC / OAVM (“**VC Facility**”) to transact the special business set out in this notice of EGM. The EGM being conducted through VC Facility shall be deemed to be convened at 2nd Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005, as stated in the Notice of the EGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. Pursuant to the provisions of the Companies Act, 2013 (“**Act**”), generally, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

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

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

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

4. Instructions for Members for attending the EGM through VC Facility:
 - (i) The Company is providing a two-way VC Facility for attending the EGM via Microsoft Teams platform.
 - (ii) The video streaming link of the EGM will be kept open for the Members to join 15 minutes before the time scheduled to start the EGM i.e. from 4:15 p.m. (IST) on Monday, 16th March 2026 and will be open throughout the proceeding of the EGM.

- (iii) Members may note that the VC Facility made available by the Company allows participation for all the Members of the Company.
- (iv) Members are encouraged to join the EGM through laptops / desktops with front camera and good speed internet connection to avoid any disturbance during the EGM and have a seamless experience.
- (v) Please note that Members connecting from their mobile devices or tablets or through laptop / desktops via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
- (vi) Members may submit their questions / queries, with regard to agenda item to be placed at the EGM (at least 24 hours in advance) at designated email ID – 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 EGM.
- (vii) To attend the EGM of the Company through VC facility, Members shall log-on to the link provided in the e-mail by which this Notice is being sent and follow the procedure mentioned below:
 - (a) The EGM meeting link received on your registered e-mail ID.
 - (b) Click and select - Join Teams Meeting to join the EGM. Members can join through any web browser or through Microsoft Teams Application.
 - (c) You have two choices: (a) download the Windows app: download the Teams app. (b) join on the web instead: join a Teams meeting on the web.
 - (d) Type in your name and turn-on the Camera and Microphone before joining the EGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what's behind you.
 - (e) Select Join now.
 - (f) You will now enter the meeting, through the lobby admission.
 - (g) Members who need any technical or other assistance before or during the EGM, can write to us at digitlife.cs@godigit.com.

5. Members attending the EGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The agenda item proposed to be transacted at this EGM 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 EGM, from their e-mail address registered with the Company / Depository Participant quoting their folio no. / DP-ID and Client ID, number of shares held and self-attested PAN card copy.
7. The aforesaid resolutions shall be deemed to be passed at 2nd Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 on the date of the EGM, i.e. on Monday, 16th March 2026, subject to receipt of the requisite number of votes in favour of the Resolution.
8. Since this EGM is being held through the VC Facility and physical attendance of Members has been dispensed with, the Attendance Slip is not annexed to this Notice.
9. Pursuant to the provisions of Section 113 of the Act, Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Explanatory statement pursuant to Section 102 of the 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. Meeting will be held subject to receipt of consent for calling the meeting at shorter notice from the requisite Members of the Company, as prescribed in Act.

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

Item No. 1 of the Notice

To approve alteration in Articles of Association of the Company

The existing clause 162 of Article of Associations is as follows:

“The Board shall at all times consist of up to 9 (nine) Directors including 1 (one) female Director (as may be required under Applicable Law), as follows:

- (a) 2 (two) non-executive Directors nominated by OV LLP;
- (b) 2 (two) non-executive Directors nominated by FAL;
- (c) up to 4 (four) Independent Directors based on recommendations received from the Nomination and Remuneration Committee; and
- (d) the chief executive officer, or principal officer or managing director (by whatever title called) based on recommendations received from the Nomination and Remuneration Committee.”

It is proposed to alter Articles of Association of the Company by replacing the existing clause 162 of Articles of Association with the following clause:

“The Board shall at all times consist of up to 10 (ten) Directors including atleast 1 (one) female Director (as may be required under Applicable Law), as follows:

- a) 2 (two) non-executive Directors nominated by OV LLP;
- b) 2 (two) non-executive Directors nominated by FAL;
- c) up to 5 (five) Independent Directors based on recommendations received from the Nomination and Remuneration Committee; and
- d) the chief executive officer, or principal officer or managing director (by whatever title called) based on recommendations received from the Nomination and Remuneration Committee.”

Copy of the existing Articles of Association with the changes marked will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the Members of the Company by way of a special resolution.

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 special resolution, except to the extent of their shareholding in the Company.

The Board has approved the proposed alteration of Articles of Association of the Company at its meeting held on 5th February 2026. The Board recommends the resolutions set out at Item No. 1 of the Notice for your approval as a Special Resolution.

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

Sd/-

Priyanka Garg

Company Secretary

Membership No. - 37094

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

Place: Pune

Date: February 22, 2026