

NOTICE

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") of the Members of Go Digit Life Insurance Limited will be held at a shorter notice on Tuesday, November 25, 2025, at 5.00 P.M (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") and deemed venue shall be at 2nd floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 to transact the following Special Businesses:

1. To approve the re- appointment of Dr. Vandana Gupta (DIN: 07790005) as Non-Executive Independent Director of the Company for a period of two years w.e.f. November 29, 2025, 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 provisions of Section 149, 150, 152 and 178 of the Companies Act, 2013 ("the Act") read with Schedule IV with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act and the rules made thereunder, the Insurance Act, 1938, regulations, rules, guidelines, circulars 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 and Policy on Appointment and Remuneration of Directors, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, consent of the Members be and is hereby accorded for the re-appointment of Dr. Vandana Gupta (DIN: 07790005) as a Non-Executive Independent Director of the Company for a term of two (2) years commencing from November 29, 2025 till November 28, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT as a Non-Executive Independent Director, Dr. Vandana Gupta shall be eligible for sitting fees and remuneration as may be approved by the Board, 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 Committees.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to file necessary forms or returns with the concerned Registrar of Companies and to do all acts, deeds and things necessary to give effect to this resolution, including but not limited to filing relevant forms, executing of deed of covenants and to do such 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 regards for the purpose of implementing the above resolutions."

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

Sd/-

**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: November 11, 2025

NOTES:

1. Extraordinary general meeting ("**EGM**") through video conferencing ("**VC**") or any other audio-visual means ("**OAVM**"):

Pursuant to the General Circular No. 03/2025 dated September 22, 2025 read with previous circulars issued in this regard (collectively referred to as "MCA Circulars"), by the Ministry of Corporate Affairs ("MCA"), companies are allowed to hold EGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars, the EGM is being held through VC/OAVM. The deemed venue for the EGM 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 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 in accordance with the MCA Circulars through VC/OAVM, the facility for appointment of Proxies by the Members will not be available. Accordingly, the attendance slip, proxy form and route map are not annexed to this Notice.
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 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 www.godigit.com/life

4. Instructions for Members for attending the EGM through VC/OAVM Facility:
 - (i) The Company is providing a two-way VC/OAVM 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 scheduled time of commencement of the EGM i.e. from 4:45 P.M (IST) on Tuesday, November 25, 2025, and will be open throughout the proceeding of the EGM.
 - (iii) Members may note that the VC/OAVM 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 business 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/OAVM facility, Members may follow the procedure mentioned below:

- (a) Locate the link for attending the EGM is provided in the e-mail by which this Notice is being sent to your registered e-mail ID.
- (b) Click on '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. It is recommended to turn on background blur.
- (e) Click on 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/OAVM Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6. The business item proposed to be transacted at this EGM 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 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 resolution(s) 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 Tuesday, November 25, 2025, subject to receipt of the requisite number of votes in favour of the Resolution.
- 8. Since this EGM is being held through the VC/OAVM 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 EGM.
- 10. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.

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 EGM 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 up to the date of EGM and during the EGM.

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**Item no. 1 of the Notice:****To approve the re- appointment of Dr. Vandana Gupta (DIN: 07790005) as Non-Executive Independent Director of the Company for a period of two years w.e.f. November 29, 2025**

Pursuant to the provisions of Section 149, 150, 152 and 178 of the Companies Act, 2013 ("the Act") read with Schedule IV with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act and the rules made thereunder, the Insurance Act, 1938, regulations, rules, guidelines, circulars 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 and Policy on Appointment and Remuneration of Directors and subject to the approval of Members of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, had re-appointed Dr. Vandana Gupta (DIN: 07790005) as a Non-Executive Independent Director with effect from November 29, 2025.

Dr. Vandana Gupta (DIN: 07790005) was appointed as a Non-Executive Independent Director of the Company for a period of one (1) year effective from November 29, 2024 and she holds office as a Non-Executive Independent Director of the Company upto November 28, 2025 ('First Term'). As per the provisions of the Act, an Independent Director can hold office for a term of up to five (5) consecutive years on the Board of the Company and can be re-appointed for another term of up to five (5) consecutive years with the approval of Members by way of a special resolution. Accordingly, it is proposed to re-appoint Dr. Vandana Gupta for a further period of (2) years effective from November 29, 2025 till November 28, 2027 ("Second Term").

Dr Vandana Gupta has a bachelor's degree in medical sciences and surgery from Kanpur University and Doctor of Medicine degree from Bundelkhand University. She has several years of experience in the medical field and has worked as a senior pathologist in a private hospital since 2003. Currently she is on the Board of Go Digit General Insurance Limited as a Non-Executive Independent Director.

Dr Vandana Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in Form DIR-2 to be appointed as a Non-Executive Independent Director. She has further given a declaration under Section 149(7) of the Act that she meets the criteria of independence as per 149(6) of the Act and the rules made thereunder. She has provided the 'Fit and Proper' declaration under Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. She is also registered with Independent Director database maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA'). Further, the Company has also received the Notice of Disclosure of Interest pursuant to Section 184(1) of the Act and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014. Further, there is no conflict of interest in the appointment of Dr Vandana Gupta as a Non-Executive Independent Director of the Company.

Dr Vandana Gupta will be eligible for sitting fees and remuneration as may be approved by the Board 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 Committees, respectively. Presently the Board has approved a sitting fee of Rs. 50,000 per meeting for attending the meetings of the Board and Committees, respectively.

In the opinion of the Board, Dr Vandana Gupta is a person of integrity and possesses relevant expertise and experience to be appointed as a Non-Executive Independent Director.

Dr Vandana Gupta is said to be concerned or interested in the proposed resolution as it relates to her own appointment. None of the other 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.

Brief profile of the Director seeking appointment/re-appointment at the Extraordinary General Meeting pursuant to Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure-1 to the notice

As per the provisions of the Act, the Members are requested to approve this resolution by way of a special resolution. The Board of Directors at its meeting held on November 7, 2025, had approved the proposal for re- appointment of Dr. Vandana Gupta (DIN: 07790005) as Non-Executive Independent Director of the Company for a period of two years w.e.f. November 29, 2025, and recommended the Members to approve the same 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: November 11, 2025

Annexure A

Brief profile of the Director seeking appointment/re-appointment at the Extraordinary 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	Dr Vandana Gupta
2)	DIN	07790005
3)	Age	67 years
4)	Qualification	Dr Vandana Gupta has a bachelor's degree in medical sciences and surgery from Kanpur University and Doctor of Medicine degree from Bundelkhand University
4)	Experience	She has several years of experience in the medical field and has worked as a senior pathologist in a private hospital since 2003. Currently she is on the Board of Go Digit General Insurance Limited as a Non-Executive Independent Director.
5)	Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of 2 years. She will be entitled for sitting fees for attending the meetings of Board and Committees of the Company
6)	Date of first appointment on the Board	November 29, 2024
7)	Shareholding in the Company	Nil
8)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
9)	Number of Meetings of the Board attended during the year	FY 2025-26: Present in 2 Board Meetings (Total Meetings- 2)
10)	Other Directorships,	Go Digit General Insurance Limited – Non-Executive Independent Director
11)	Membership/ Chairmanship of	Audit Committee – Member Nomination and remuneration committee – Member

Sr. No.	Particulars	Details
	Committees of other Boards	Stakeholders Relationship Committee – Chairperson Corporate Social Responsibility Committee - Chairperson