

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar NA
Pune
Pune
Maharashtra
411005

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K3	Life/Non-life Insurance and Reinsurance activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	121,185,685	121,185,685	121,185,685
Total amount of equity shares (in Rupees)	2,000,000,000	1,211,856,850	1,211,856,850	1,211,856,850

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	200,000,000	121,185,685	121,185,685	121,185,685
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,211,856,850	1,211,856,850	1,211,856,850

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	32,680,000	32680000	326,800,000	326,800,000	
Increase during the year	0	88,505,685	88505685	885,056,850	885,056,850	885,906,252
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	88,505,685	88505685	885,056,850	885,056,850	885,906,252

v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	121,185,685	121185685	1,211,856,8	1,211,856,8	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0MK301015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,925,164,389

(ii) Net worth of the Company

2,492,313,856

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	86,545,336	71.42	0	
10.	Others	0	0	0	
	Total	86,545,336	71.42	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0	0	
	(ii) Non-resident Indian (NRI)	9,940,000	8.2	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	21,868,000	18.05	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,832,343	2.34	0	
10.	Others	0	0	0	

	Total	34,640,349	28.59	0	0
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Total number of shareholders (other than promoters)

10

**Total number of shareholders (Promoters+Public/
Other than promoters)**

12

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	2
Members (other than promoters)	7	10
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	0	0	0
B. Non-Promoter	1	2	1	6	0	0
(i) Non-Independent	1	2	1	4	0	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kamesh Goyal	01816985	Director	6	
Philip Varghese	03410192	Director	0	
Michael Anthony Walla	10214400	Additional director	0	
Srinivasan Parthasarat	05338278	Managing Director	0	30/06/2024
Mukul Kant Gupta	08730748	Director	0	
Shefali Shah	09731801	Director	0	
Gopalakrishnan Sound	05242795	Additional director	0	
Srinivasan Parthasarat	AUBPP4696G	CEO	0	30/06/2024
Gunjan Basu	AJJPB7913P	CFO	0	
Priyanka Garg	AQSPG6177C	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mukul Kant Gupta	08730748	Director	06/04/2023	Appointed as Independent Dir
Shefali Shah	09731801	Director	06/04/2023	Appointed as Independent Dir
Michael Anthony Wa	10214400	Additional director	13/07/2023	Appointed as Non Executive, I
Sameer Bakshi	07634138	Director	14/07/2023	Ceased to be Director via Res
Gopalakrishnan Sou	05242795	Additional director	12/02/2024	Appointed as Non Executive, I

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/06/2023	12	5	52.01
Extra-Ordinary General Meeting	06/04/2023	8	5	69.58
Extra-Ordinary General Meeting	22/05/2023	8	5	69.58
Extra-Ordinary General Meeting	25/10/2023	12	8	78.45
Extra-Ordinary General Meeting	23/03/2024	12	8	71.08

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2023	4	4	100
2	22/05/2023	6	5	83.33
3	10/06/2023	6	5	83.33
4	25/07/2023	6	6	100
5	20/10/2023	6	6	100
6	30/01/2024	6	6	100
7	20/03/2024	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	10/06/2023	3	2	66.67
2	Nomination and Remuneration	10/06/2023	3	2	66.67
3	Investment Committee	10/06/2023	7	7	100
4	Risk Management	10/06/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	Policyholder P	10/06/2023	3	2	66.67
6	Audit Committe	25/07/2023	3	3	100
7	Nomination an	25/07/2023	4	4	100
8	Investment Co	25/07/2023	7	7	100
9	Risk Manager	25/07/2023	4	4	100
10	Policyholder P	25/07/2023	5	5	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	10/09/2024
								(Y/N/NA)
1	Kamesh Goya	7	7	100	16	16	100	Yes
2	Philip Varghes	7	6	85.71	0	0	0	No
3	Michael Antho	4	4	100	14	14	100	Yes
4	Srinivasan Par	7	7	100	12	12	100	No
5	Mukul Kant Gu	6	6	100	15	15	100	Yes
6	Shefali Shah	6	5	83.33	11	8	72.73	No
7	Gopalakrishna	1	1	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Srinivasan Parthasa	Managing Direct	29,033,400	0	0	2,367,889	31,401,289
	Total		29,033,400	0	0	2,367,889	31,401,289

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gunjan Basu	Chief Financial C	7,444,529	0	0	853,342	8,297,871
2	Priyanka Garg	Company Secre	1,261,443	0	0	0	1,261,443
	Total		8,705,972	0	0	853,342	9,559,314

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mukul Kant Gupta	Independent Dir	0	0	0	1,050,000	1,050,000
2	Shefali Shah	Independent Dir	0	0	0	650,000	650,000
	Total		0	0	0	1,700,000	1,700,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

For reason please refer point no. 3 of clarification note attached

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Sunil Nanal

Whether associate or fellow

Associate Fellow

Certificate of practice number

2809

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sabyasac
hi Sarkar
Digitally signed by
Sabyasachi Sarkar
Date: 2024.11.09
20:30:59 +05'30'

DIN of the director

1*6*2*7*

To be digitally signed by

PRIYANK
A GARG
Digitally signed by
PRIYANKA GARG
Date: 2024.11.09
20:34:50 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

GDLIL List of Shareholders 2024.pdf
GDLIL List of Committees.pdf
Declaration of beneficial ownership signed.
Clarification Note-MGT-7 signed.pdf
GDLIL_MGT-8_Signed_2024.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Go Digit Life Insurance Limited				
List of Shareholders as on 31.03.2024				
Name	Number of Shares held	Folio Number	DP ID-Client ID	Class of Shares
AXIS BANK LIMITED	10,934,000	-	IN300484 10820757	Equity Shares
FAL CORPORATION	29,335,342	-	IN300167 10157712	Equity Shares
HDFC BANK LIMITED	10,934,000	-	IN300126 10001816	Equity Shares
KAMESH GOYAL J/W TEJAS RAMAKANT SARAF	1	-	IN303028 76284760	Equity Shares
KAMESH GOYAL J/W SAMEER BAKSHI	1	-	IN303028 76285326	Equity Shares
KAMESH GOYAL J/W RAJEEV KUMAR SINGH	1	-	IN303028 76285625	Equity Shares
KAMESH GOYAL J/W FARAHNAZ R VADOLIWALA	1	-	IN303028 76286824	Equity Shares
KAMESH GOYAL J/W RASIKA KUBER	1	-	IN303028 76288168	Equity Shares
KAMESH GOYAL J/W RAVI PRAKASH KHETAN	1	-	IN303028 76288176	Equity Shares
KANIKA GUPTA	9,940,000	-	IN303028 76283308	Equity Shares
OBEN VENTURES LLP	57,209,994	-	IN301348 20278013	Equity Shares
PEAK XV PARTNERS GROWTH INVESTMENTS IV (FORMELY KNOWN AS SCI GROWTH INVESTMENTS IV)	2,832,343	-	IN300167 10175424	Equity Shares
Total number of Shares	121,185,685			

Committee Meeting					
Number of Meetings held					
Sr No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of Members attended	% of attendance
11	Audit Committee Meeting	20-Oct-23	3	3	100.00
12	Investment Committee Meeting	20-Oct-23	7	7	100.00
13	Policyholder Protection Committee Meeting	20-Oct-23	5	5	100.00
14	Risk Management Committee	20-Oct-23	4	4	100.00
15	Audit Committee Meeting	30-Jan-24	3	3	100.00
16	Nomination and Remuneration Committee Meeting	30-Jan-24	4	4	100.00
17	Investment Committee Meeting	30-Jan-24	8	8	100.00
18	Policyholder Protection Committee Meeting	30-Jan-24	5	5	100.00
19	Risk Management Committee	30-Jan-24	4	4	100.00

9th November 2024

To,
The Registrar of Companies
PCTDA Green Building,
Block A, 1st & 2nd Floor,
Near Akurdi Railway Station, Akurdi
Pune – 411044

Subject: Clarification Note

Dear Sir,

This is with reference to Form MGT-7 ("Form") being filed by the Company with the Ministry of Corporate Affairs with respect to Annual Return for FY.2023-24.

Please note that pursuant to the amendment in the Companies (Management and Administration) Rules, 2014 under the Companies Act, 2013 dated 27th October 2023, every Company was required to designate a person who would be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company.

In this regard the Board of Directors of the Company at its meeting held on 30th January 2024 have designated Ms. Priyanka Garg, Company Secretary of the Company for furnishing, and extending co-operation for providing, information to the Registrar with respect to beneficial interest in shares of the Company. The said board resolution is attached herewith as Annexure-1.

Request you to please note the above information.

Thanking you,

Yours faithfully,

For Go Digit Life Insurance Limited

PRIYANKA Digitally signed by
GARG PRIYANKA GARG
Date: 2024.11.09
15:04:50 +05'30'

Priyanka Garg

Company Secretary

Membership No. - A37094

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

Enclosed- Annexure-1 Board Resolution

Annexure 1

CERTIFIED TRUE COPY OF EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GO DIGIT LIFE INSURANCE LIMITED HELD ON TUESDAY, 30TH JANUARY 2024 AT 5:03 P.M. AT 2ND FLOOR, ANANTA ONE, PRIDE HOTEL LANE, NARVEER TANAJI WADI, CITY SURVEY NO. 1579, (BHAMBURDA) SHIVAJINAGAR, PUNE – 411005, MAHARASHTRA, INDIA

To designate the Company Secretary of the Company for the purpose of Companies (Management and Administration) Rules, 2014 under the Companies Act, 2013

“RESOLVED THAT pursuant to Section 89(3) of the Companies Act, 2013 read with sub-rule 4 of Rule 9 of Companies (Management and Administration) Rules, 2014 and such other provisions, as may be applicable, and in accordance with such other applicable acts, rules, regulations, guidelines, if any, Ms. Priyanka Garg (ACS: 37094) Company Secretary of the Company be and is hereby designated as a person for furnishing, and extending co-operation for providing, information to the Registrar with respect to beneficial interest in shares of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms, applications and returns with the ROC and to do all acts, deeds and things necessary to give effect to this resolution.”

For Go Digit Life Insurance Limited

PRIYANKA Digitally signed by
PRIYANKA GARG
GARG Date: 2024.11.09
15:05:36 +05'30'

Priyanka Garg

Company Secretary

Membership No. - A37094

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

9th November 2024

To,
The Registrar of Companies
PCTDA Green Building,
Block A, 1st & 2nd Floor,
Near Akurdi Railway Station, Akurdi
Pune – 411044

Subject: Clarification Note on MGT-7 for the Financial Year 2023-24

Dear Sir,

This is with reference to Form MGT-7 ("Form") being filed by the Company with the Ministry of Corporate Affairs with respect to Financial Year 2023-24.

Following is the clarification with respect to the details filled in the form.

1. IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS Point no. D ATTENDANCE OF DIRECTORS

Clarification:

In the abovementioned serial number, please note the attendance of Mr. Sameer Bakshi who was a director of the Company in FY2023-24 till 13th July 2023 and resigned w.e.f. 14th July 2023.

S.No	Name of the director	Board Meeting			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								09-10-2024
1	Sameer Bakshi	3	3	100	1	1	100	NA

2. Point X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Clarification:

In the abovementioned serial number, the amount of variable pay included in, remuneration of Mr. Srinivasan Parthasarathy, Mr. Gunjan Basu and Ms. Priyanka Garg is on paid basis i.e. the actual amount of variable pay paid in FY 2023-24.

3. Point XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Clarification:

Refer point XI B:

After the closure of financial year 2023-24, the Company had received a show cause notice from the Registrar of Companies (ROC), Pune, regarding a delay in filing Form BEN-2 (Return to the Registrar in respect of declaration under Section 90) pertaining to earlier financial year. The Company had made its submission that the delay was inadvertent. After considering the submission, ROC levied a penalty on the Company and the Officers in default (MD & CEO, CFO, and Company Secretary). A penalty of Rs. 1.38 lakhs was imposed on each KMP (MD, CFO, and Company Secretary), and Rs. 4.20 lakhs on the Company. The Company and the respective KMPs paid the penalties as levied by the ROC and the matter was then closed.

Request you to please note the above information.

Thanking you,

Yours faithfully,

For Go Digit Life Insurance Limited

PRIYANKA GARG
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Digitally signed by
PRIYANKA GARG
Date: 2024.11.09
18:47:58 +05'30'

Priyanka Garg

Company Secretary

Membership No. - A37094

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

FORM NO. MGT-8

***[Pursuant to Section 92 of the Companies Act 2013 and Rule 11(2) of the Companies
(Management and Administration) Rules, 2014***

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Go Digit Life Insurance Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31st March 2024. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there under in respect of:
1. its status of being a Public Limited Company pursuant to the provisions of Sec 2(71) of the Act;
 2. maintenance of registers / records and making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time except in cases where the forms were filed beyond the prescribed time by payment of additional fees. There were no instances requiring the Company to file forms with the Regional Director, Central Government, the Tribunal, Court or other authorities;
 4. calling / convening / holding meetings of Board of Directors or its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolution have been properly recorded in the Minutes Book maintained for the

Sunil G. Naval



purpose which are duly signed. However, the Company was not required to pass any resolution by postal ballot;

5. the company was not required to close its Register of Members;
6. the company had not given advances/loans to its directors and/or persons or firms or companies referred to in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act which were executed in an ordinary course of business and were at arm's length basis;
8. issue and allotment of shares in dematerialized form. Furthermore, there were no instances of transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities;
9. the Company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. there were no instances of declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. constitution, appointment, re-appointment, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There were no instances of retirement, filling up casual vacancies;
13. reappointment of auditors as per the provisions of Section 139 of the Act. There were no instances of appointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;

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14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, as may be applicable;
15. the company has not accepted/ renewed/ repaid any deposits;
16. there were no instances of borrowings from directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect;
17. the provisions of Section 186 of the Act are not applicable to the Company with regards to investments made during the year;
18. alteration of the provisions of the Articles of Association of the Company. There were no instances of alteration of the provisions of the Memorandum of Association of the Company.

For KANJ & CO. LLP
Company Secretaries



Sunil G Nanal
FCS No. 5977
CP No. 2809



UDIN: F005977F002004831

Firm Unique Code: P2000MH005900

Peer Review Number: PR 1331/2021

Date: 09.11.2024

Place: Pune