

Go Digit Life Sciences Private Limited

NOTICE

Notice is hereby given that the First Annual General Meeting of the Shareholders of Go Digit Life Sciences Private Limited will be held at a shorter notice on Friday, 22nd April 2022 at 11:00 A.M. at 1st Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended as at 31st March 2022 together with the report of the Auditors and Board of Directors thereon
2. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Satish Aphale, Chartered Accountant, be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. To appoint Mr. Philip Varghese (DIN: 03410192) as Non-Executive Director.

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 152 of the Companies Act, 2013 and all other applicable provisions 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), Mr. Philip Varghese (DIN: 03410192), be and is hereby appointed as a Director of the Company in the category of Non-Executive Director.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby severally authorized to do all such act, deeds and things as may be necessary to give effect to this resolution.”

4. To convert the Company into public limited Company and in this regard pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof), consent of the Members be and is hereby accorded for conversion of the Company i.e. Go Digit Life Sciences Private Limited into a Public Limited Company.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby severally authorized to take such steps as may be necessary in relation to the above and to settle all matters or question, difficulty or doubt arising out of and incidental thereto and sign and execute

Flat No.-3, Bldg- E, Konark Campus, S. No.-230/A1/1-6, Viman Nagar, Lohegaon, Pune – 411014
CIN: U85300PN2021PTC206995 Email: sameer.bakshi@godigit.com Phone No. 1800-258-5956



Go Digit Life Sciences Private Limited

all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including filing of necessary e-form/intimations with the Registrar of Companies, Pune."

5. To amend the Memorandum of Association and in this regard pass the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 ("Act") read with rules framed thereunder, consent of the members be and is hereby accorded to change the name of the Company from Go Digit Life Sciences Private Limited to Go Digit Life Sciences Limited and necessary consequential changes be effected in the Memorandum of Company wherever deemed necessary.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised to do all such acts, things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including without limitation, to settle any question, difficulty or doubt that may arise in this regard for the purpose of giving effect to this resolution."

6. To approve and adopt restated Articles of Association and in this regard pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("Act") read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Members of the Company be and is hereby accorded for substituting the existing Articles of Association of the Company with a new set of Articles of Association as per the draft placed before the meeting.

RESOLVED FURTHER THAT the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company by removing the restrictions and limitations which were included in the previous articles of a private company under the Act.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised to do all such acts, things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including without limitation, to settle any question, difficulty or doubt that may arise in this regard for the purpose of giving effect to this resolution."

**By Order of the Board of Directors
of Go Digit Life Sciences Private Limited**

Sameer Bakshi

**Sameer Bakshi
Director**

DIN: 07634138

Address: Flat No.-3, Bldg E, Konark Campus, S. No.-230/A1/1-6
Viman Nagar, Pune – 411014



Place: Bengaluru

Date: 16th April 2022

Flat No.-3, Bldg- E, Konark Campus, S. No.-230/A1/1-6, Viman Nagar, Lohegaon, Pune – 411014
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "**MEETING**") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A proxy form for the Meeting is enclosed. Proxies are requested to bring their identity document to prove identity at the time of attending the Meeting.
3. Members are requested to write their folio number in the attendance slip for attending the meeting.
4. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
6. 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.
7. 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 Companies Act, 2013.
8. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members during the Meeting.
9. Route map including prominent landmark for easy location of the place of the Meeting is also enclosed to the Notice.



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

Item no. 3 of the Notice:

To appoint Mr. Philip Varghese (DIN: 03410192) as Non-Executive Director

As required by section 160 of the Companies Act, 2013, the Company has received a notice in writing, in the prescribed manner, regarding candidature of Mr. Philip Varghese for the office of the Director of the Company.

He possesses appropriate skills, experience and knowledge which will be helpful to the Company to discharge its responsibilities towards the stakeholders.

Sr. No.	Particulars	Details
1.	Name of Director	Philip Varghese
2.	Age	52 years
3.	Qualification	B.E (Electronics), AIRM (Lon), AIII (Bom), PGD (Marketing)
4.	Experience	29 years
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)	As a Non-Executive Director. No remuneration is proposed to be paid to him as a Director by the Company.
6.	Date of first appointment on the Board	-
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
9.	Number of Meetings of the Board attended during the year	0/0
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Go Digit Infoworks Services Private Limited Corporate Social Responsibility Committee in Go Digit Infoworks Services Private Limited

None of the Directors of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out in item no. 3 for the approval of Members.



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Item No. 4 & 5 of the Notice

To convert the Company into public limited Company

Considering the business plans of the Company, it is proposed to convert the Company from a Private Limited Company into a Public Limited Company.

As per the provisions of the Companies Act, 2013 the Members are required to approve the change in status of the Company by way of Special Resolution and change of name from Go Digit Life Sciences Private Limited to Go Digit Life Sciences Limited. The Board of Directors at its meeting held on 16th April 2022 has approved the conversion of Company into Public Limited Company and recommends the Special Resolution for the approval of Members.

None of the Directors 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 recommends the Ordinary Resolution set out in item no. 4 & 5 for the approval of Members.



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Item No. 6 of the Notice

To approve and adopt restated Articles of Association

In view of conversion from private limited company to a public limited company subject to the applicable regulatory approvals it is considered necessary to substitute the existing Articles of Association of the Company by a new set of Articles of Association to bring the same in line with the provisions of the Companies Act 2013 applicable to a public company by removing the restrictions and limitations which are required to be included in the articles of a private company under the Act. The draft of the new set of Articles of Association is available for inspection at the place of AGM during AGM.

As per the provisions of the Companies Act, 2013 the Members are required to approve the alteration of Articles of Association by way of Special Resolution. The Board of Directors at its meeting held on 16th April 2022 has approved the amended and restated Articles of Association and recommended Special Resolution for the approval of Members.

None of the Directors 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 recommends the Special Resolution set out in item no. 6 for the approval of Members.

**By Order of the Board of Directors
of Go Digit Life Sciences Private Limited**



Sameer Bakshi

Director

DIN: 07634138

Address: Flat No.-3, Bldg E, Konark Campus, S. No.-230/A1/1-6

Viman Nagar, Pune – 411014



Place: Bengaluru

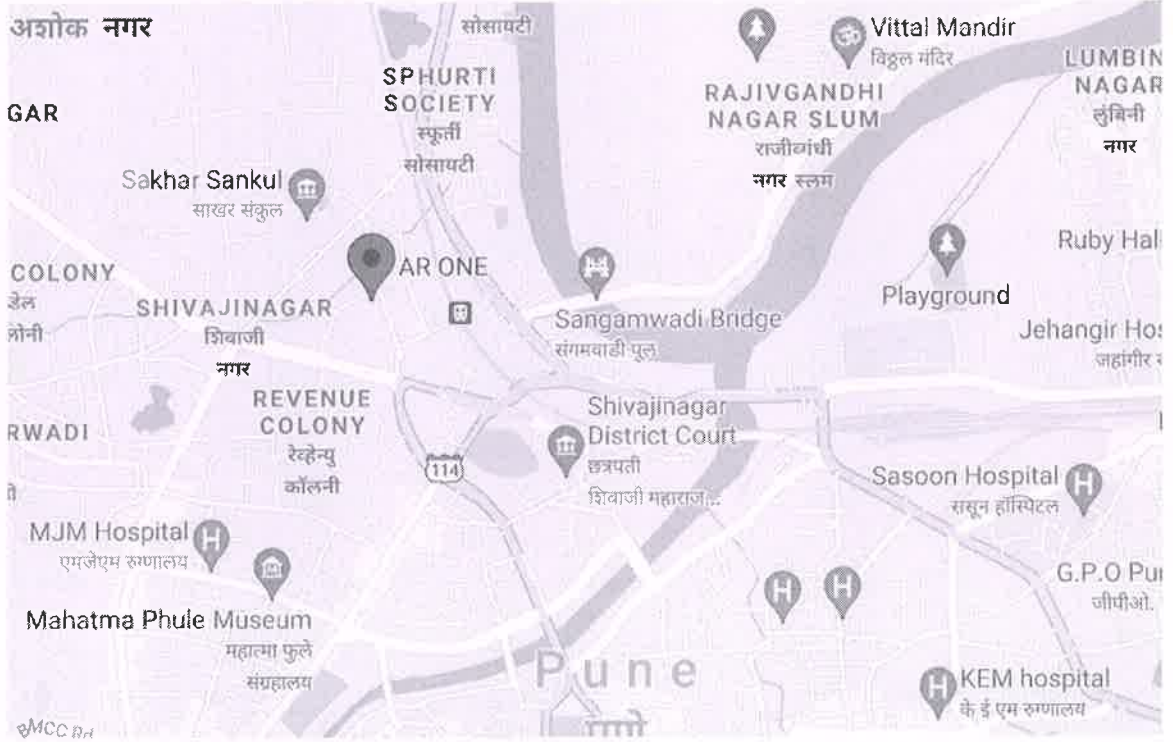
Date: 16th April 2022

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Route Map:

Ananta One (AR one)

1st Floor, Ananta One (AR one), Pride Hotel Lane, Narveer Tanaji wadi, City Survey no. 1579, (Bhamburda) Shivajinagar, Pune – 411005



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