

Go Digit Life Insurance Limited

Formerly known as Go Digit Life Sciences Limited

NOTICE

Notice is hereby given that the Second Annual General Meeting of the Members of Go Digit Life Insurance Limited will be held at a shorter notice on Thursday, 15th June 2023 at 5:00 P.M. at 1st Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 to transact the following Special Business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamesh Goyal (DIN: 01816985), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. G D Apte & Co., Chartered Accountants (Firm Registration No. 121546) as the Statutory 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), M/s. G D Apte & Co., Chartered Accountants (Firm Registration No. 121546) be and are 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 seventh Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Mr. Srinivasan Parthasarathy (DIN: 05338278) as Director 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 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. Srinivasan Parthasarathy (DIN: 05338278), be and is hereby appointed as a Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors and/ or Company Secretary 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.”

5. To approve Articles of Association of the Company and to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, including the Companies (Incorporation) Rules, 2014, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the necessary approvals required, 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 Joint Venture

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Agreement dated 21st April 2023 entered into amongst the Company, Oben Ventures LLP and FAL Corporation and the Shareholders' Agreement dated 21st April 2023 entered into by and amongst the Company, Kanika Gupta, Oben Ventures LLP, FAL Corporation, HDFC Bank Limited, Axis Bank Limited and SCI Growth Investments IV the consent and approval of the Members of the Company be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with a new set of Articles of Association of the Company in total substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the draft of the new set of Articles of Association of the Company, as placed before the Members of the Company, is hereby approved.

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 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**

Priyanka Garg

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: 10th June 2023

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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. 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.
4. 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.
5. 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.
6. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
7. Brief profile and other details of Director(s) proposed to be appointed/re-appointed as per Secretarial Standards on General Meetings (SS-2) are given in the Annexure – A to this Notice.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170(1) of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.
9. The Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.
10. 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 Companies Act 2013.
12. 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. 4 of the Notice:

Pursuant to the recommendation of Nomination and Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Srinivasan Parthasarathy (DIN: 05338278), who was appointed as an Additional Director of the Company with effect from 3rd November 2022 holds office up to the date of ensuing Annual General Meeting and being eligible, he has offered himself for re-appointment at the ensuing Annual General Meeting of the Company. It is proposed to appoint him as a director not liable to retire by rotation and his term of appointment will be co-terminus with his appointment as Managing Director as per Insurance Act 1938.

Mr. Srinivasan Parthasarathy is said to be concerned or interested in the proposed resolution as it relates to his 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 Ordinary Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board recommends the Ordinary Resolution set out in Item No. 4 for the approval of the Members.

Item No. 5 of the Notice

It is proposed to adopt a new set of Articles of Association in total substitution of the existing set of the Articles of Association of the Company, to align the Articles of Association with the provisions of the Joint Venture Agreement dated 21st April 2023 entered into by and amongst the Company, Oben Ventures LLP and FAL Corporation and the Shareholders' Agreement dated 21st April 2023 entered into by and amongst the Company, Kanika Gupta, Oben Ventures LLP, FAL Corporation, HDFC Bank Limited, Axis Bank Limited and SCI Growth Investments IV.

Copy of the existing Articles of Association and the new set of Articles of Association 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 extra-ordinary 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.

The Board recommends the resolutions set out at Item No. 5 of the Notice for your approval as a Special Resolution.

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None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

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

Priyanka Garg

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: 10th June 2023

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Annexure - A

Brief profile of the Director seeking 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	Mr. Kamesh Goyal	Mr. Srinivasan Parthasarathy
2.	Age	57	49
3.	Qualification	Bachelor's degree in Science from University of Delhi. Bachelor's degree in law and master's degree in business administration from University of Delhi	Fellow Member of Institute of Actuaries, UK. Fellow Member of Institute of Actuaries of India. Bachelor of Science – Mathematics, University of Madras
4.	Experience	He has several years of experience in the Insurance industry and has served as the Chief Executive Officer of Bajaj Allianz General Insurance and Bajaj Allianz Life Insurance Company Limited. He is also an Associate of the Insurance Institute of India.	Nearly 30 years experience across Life, Health and Pensions Professional and Actuary by Profession. Member of Life Insurance Advisory Group of the Institute of Actuaries of India for 5 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)	Non Executive Director liable to retire by rotation. Remuneration last drawn in FY23: Nil Remuneration to be paid for FY24 subject to approval of IRDAI: Nil	Director not liable to retire by rotation. Remuneration last drawn in FY23: Rs. 97,16,798/- Remuneration to be paid for FY24 subject to approval of IRDAI: Rs. 3,60,00,000/-
6.	Date of first appointment on the Board	16 th December 2021	3 rd November 2022
7.	Shareholding in the Company	0.00%	Nil
8.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Nil	Nil
9.	Number of Meetings of the Board attended during the year	8/9	1/2
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	NIL

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ATTENDANCE SLIP

Folio No.:

DP ID:

Client ID:

Name of Member:

Address of Member:

Name(s) of joint holder(s), if any:

Name of Proxy holder:

Number of shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I / We hereby record my/our presence at the Annual General Meeting of the Company on Thursday, 15th June 2023 at 5:00 P.M. at 1st Floor, Ananta One (AR One), Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only Members of the Company and/or their proxy will be allowed to attend the meeting.

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
Of the Companies (Management and Administration) Rules, 2014]

CIN: U66000PN2021PLC206995

Name of the company: Go Digit Life Insurance Limited

Registered office: Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579,
Shivajinagar Pune MH 411005 IN

Name of the member (s):
Registered address:
E-mail Id:
Folio No/Client ID:
DP ID:

I/We, being the member (s) of shares of the above-named company, hereby appoint:

1. Name:
Address:

E-mail Id:

Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at 1st Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005, on Thursday, 15th June 2023 at 5:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at 31st March 2023 together with the reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Kamesh Goyal (DIN: 01816985), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint M/s. G D Apte & Co., Chartered Accountants (Firm Registration No. 121546) as the Statutory Auditors and fix their remuneration		

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Resolution No.	Particulars	Vote	
		For	Against
4.	To appoint Mr. Srinivasan Parthasarathy (DIN: 05338278) as Director		
5.	Adoption of the Articles of Association of the Company		

Signed this..... day of..... 2023.

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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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

