

NOTICE

Notice is hereby given that the Third Annual General Meeting of the Members of Go Digit Life Insurance Limited will be held on Tuesday, 10th September 2024 at 12:00 noon through video conferencing and deemed venue shall be 2nd Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 to transact the following Ordinary and 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 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Philip Varghese (DIN: 03410192), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s PKF Sridhar & Santhanam LLP, Chartered Accountants, (Firm Registration Number 003390S/S200018) as Joint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution with or without modification(s) 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 Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024 (including any statutory modification(s) or re enactment(s) thereof, for the time being in force), M/s PKF Sridhar & Santhanam LLP, Chartered Accountants, (Firm Registration Number 003390S/S200018) be and are hereby appointed as Joint Statutory Auditors of the Company for a term of 4 (four) consecutive years from the conclusion of Third 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the terms and conditions of re-appointment including the remuneration payable to the Joint Statutory Auditors based on the recommendations of Audit Committee."

SPECIAL BUSINESS:

4. To appoint Mr. Michael Anthony Wallace (DIN: 10214400) as a Non-Executive Director of the Company 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 149, 152 and 160 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) the Insurance Act, 1938, guidelines, circulars, regulations 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, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Michael Anthony Wallace (DIN: 10214400), who was appointed as an Additional Director in the capacity of Non-Executive Director by the Board with effect from 13th July 2023, and who holds office till the date of Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

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 other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

5. To appoint Mr. Gopalakrishnan Soundarajan (DIN:05242795) as a Non-Executive Director of the Company 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 149, 152 and 160 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), the Insurance Act, 1938, guidelines, circulars, regulations 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, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Gopalakrishnan Soundarajan(DIN:05242795), who was appointed as an Additional Director in the capacity of Non-Executive Director by the Board with effect from 12th February 2024, and who holds office till the date of Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

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 other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

6. To appoint Dr. Christof Mascher (DIN: 09083996), as Non-Executive, Independent Director of the Company 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 149, 150 152, 160 read with Schedule IV and all other applicable provisions, if any, 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 in force), the Insurance Act, 1938, guidelines, circulars, regulations 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, approval and recommendation of the Nomination and

Remuneration Committee and that of the Board of Directors, Dr. Christof Mascher (DIN: 09083996), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 30th April 2024 and who meets the criteria for Independence under Section 149(6) of the Act and the Rules made thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years w.e.f. 30th April 2024.

RESOLVED FURTHER THAT as a Non-executive Independent Director, Christof Mascher, shall be eligible for sitting fees and remuneration as may be approved by the Board for Independent Directors 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 Committee meetings.

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 other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

7. To appoint Mr. Sabyasachi Sarkar (DIN:10692578) as the Director of the Company and to consider and, if thought fit, , pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 and 160 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 in force) the Insurance Act, 1938, guidelines, circulars, regulations 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, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sabyasachi Sarkar (DIN:10692578) who was appointed as an Additional Director with effect from 29th July 2024, be and is hereby appointed as Director of the Company not liable to retire by rotation.

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 other authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

8. To approve “Go Digit Life-Employee Stock Option Plan 2024” (“Go Digit Life ESOP 2024”/ “Plan”) for employees of the Company and to consider and, if thought fit, pass the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of rules, regulations, guidelines, clarifications, circulars and notifications issued by Insurance Regulatory and Development

Authority of India (“IRDAI”), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors the approval and consent of the Members of the Company be and is hereby accorded to the adoption of Go Digit Life Employee Stock Option Plan 2024 (“Go Digit Life ESOP 2024”/ “Plan”) and to create, offer, issue and allot 12,11,856 equity shares of the Company having face value of Rs. 10 per share (“Equity Shares”) under the Plan to the benefit of such person(s) who are in permanent employment of the Company, including any Director (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board / Nomination and Remuneration Committee / Compensation Committee in its sole and absolute discretion (“Eligible Employees”) at such price or prices on such terms and conditions, as may be fixed or determined in accordance with the provisions of the Go Digit Life ESOP 2024 and the applicable laws and regulations.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and are hereby severally authorized to administer and govern the Plan and to make modifications, changes, variations, alterations or revisions in the Go Digit Life ESOP 2024, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws, subject however to the overall superintendence and control of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Nomination and Remuneration Committee / Compensation Committee be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to issue certified true copies of this resolution to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Pune.”

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

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: 25th July 2024

NOTES:

1. Annual general meeting (“**AGM**”) 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, along with subsequent circulars issued in this regard, the latest being Circular No. 09/2023 dated 25th September 2023 (collectively referred to as ‘MCA Circulars’) permitted the holding of the AGM 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 AGM through VC / OAVM (“**VC Facility**”) to transact the ordinary and special business set out in this Notice of AGM. The AGM 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 AGM. 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, generally, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form is 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 AGM 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 AGM is made available on the Company’s website at www.godigit.com/life

4. Instructions for Members for attending the AGM through VC Facility:

- (i) The Company is providing a two-way VC Facility for attending the AGM via Microsoft Teams platform.
- (ii) The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM i.e. from 12:00 noon (IST) on Tuesday, 10th September 2024 and will be open throughout the proceeding of the AGM.
- (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 AGM through laptops / desktops with front camera and good speed internet connection to avoid any disturbance during the AGM 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 AGM (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 AGM.
 - (vii) To attend the AGM 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 AGM link received on your registered e-mail ID.
 - (b) Click and select - Join Teams Meeting to join the AGM. 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 AGM. 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 AGM, can write to us at Digitlife.cs@godigit.com
5. Members attending the AGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
6. The agenda item proposed to be transacted at this AGM 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 AGM, 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 AGM, i.e. on Tuesday, 10th September 2024, subject to receipt of the requisite number of votes in favour of the Resolution.
8. Since this AGM 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 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.
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 AGM 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 during the AGM. \

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 4 of the Notice:

To appoint Mr. Michael Anthony Wallace (DIN: 10214400) as a Non Executive Director of the Company

The Board of Directors of the Company vide resolution passed on 13th July 2023, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), has appointed Michael Anthony Wallace (DIN: 10214400), as an Additional Director in the category of Non-executive Director of the Company with effect from 13th July 2023.

As per Section 161 of the Companies Act, 2013 (the “Act”), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. In accordance with the aforesaid provisions, as an Additional Director, Michael Anthony Wallace holds office upto the 3rd AGM and is eligible for appointment as a Non-executive Director of the Company, subject to the approval of Members.

Michael Anthony Wallace has over 30 years of progressive experience in Property Casualty Insurance operations, underwriting, reinsurance and management. He has expertise in domains like Mergers/Acquisitions/Divestitures Profit/Loss management/accountability/Strategic Planning and Execution Staff Management / Development/Internal controls & systems Underwriting and Proposition Development/Business analysis /case preparation System Development/Volume growth execution Innovative Culture.

Currently, he is working as a Vice President, Insurance Operations in Fairfax Financial, Toronto. Prior to this role, he was serving as a President of Insurance at Pethealth Inc. (Part of Fairfax Financial until the sale of Pethealth). Prior to this, he was working as Senior Vice President and as a Vice President, Risk, Reinsurance and Underwriting (Chief Risk Officer and CUO) in RSA Canada, Toronto.

He is also a Non-Executive Director for Ki Financial Limited based in London UK and Onlia Holding Inc based in Toronto. He has pursued his Bachelor of Science degree in Actuarial Science (Co-op) from University of Calgary and also successfully completed RSA’s Executive Development Program.

The Company has received necessary documents pertaining to his appointment as Director including confirmation that he meets the ‘Fit and Proper’ criteria prescribed by the Insurance Regulatory and Development Authority of India (“IRDAI”). Michael Anthony Wallace is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Considering requisite qualifications, skills, experience and expertise of Michael Anthony Wallace, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Michael Anthony Wallace as a Non-Executive Director of the Company who shall be liable to retire by rotation.

Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, details of Michael Anthony Wallace are provided in the **Annexure I** of this Notice.

Except Michael Anthony Wallace, being appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the passing of the Resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Item no. 5 of the Notice:

To appoint Mr. Gopalakrishnan Soundarajan (DIN:05242795) as a Non Executive Director of the Company

The Board of Directors of the Company vide a resolution passed on 12th February 2024, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has appointed Gopalakrishnan Soundarajan (DIN: 05242795), as an Additional Director in the category of Non-executive Director of the Company with effect from 12th February 2024.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. In accordance with the aforesaid provisions, as an Additional Director, Gopalakrishnan Soundarajan holds office upto the 3rd AGM and is eligible for appointment as a Non-executive Director of the Company, subject to the approval of Members.

Gopalakrishnan Soundarajan is the Chief Operating Officer at Fairfax India Holdings Corporation and the Managing Director, India at Hamblin Watsa Investment Counsel Ltd. Prior to this, he was the Chief Investment Officer at ICICI Lombard General Insurance Company Limited, a leading private general insurance company in India. He held the position of Head of Investments at ICICI Lombard from 2001 to 2018 and was a member of the Investment Committee.

Gopalakrishnan Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States of America.

Gopalakrishnan Soundarajan serves on the board of directors of Fairfax India Holdings Corporation, FIH Mauritius Investments Limited, FIH Private Investments Limited, Bangalore International Airport Limited, IIFL Finance Limited, Fairfirst Insurance Limited, 10955230 Canada Inc., Thomas Cook (India) Limited, Anchorage Infrastructure Investments Holdings Limited, Qess Corp Limited, Go Digit General Insurance Limited, and Primary Real Estate Investment Fund.

The Company has received necessary documents pertaining to his appointment as Director including confirmation that he meets the 'Fit and Proper' criteria prescribed by the Insurance Regulatory and Development Authority of India ("IRDAI"). Gopalakrishnan Soundarajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Considering requisite qualifications, skills, experience and expertise of Gopalakrishnan Soundarajan, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Gopalakrishnan Soundarajan as a Non-Executive Director of the Company who shall be liable to retire by rotation.

Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, details of Gopalakrishnan Soundarajan are provided in the **Annexure I** of this Notice.

Except Gopalakrishnan Soundarajan, being appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the passing of the Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Item no. 6 of the Notice:

To appoint Dr Christof Mascher(DIN: 09083996) as Non-Executive, Independent Director of the Company

The Board of Directors of the Company at its Meeting held on 30th April 2024, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Christof Mascher(DIN: 09083996), as an Additional Director in the category of Non-executive, Independent Director of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. In accordance with the aforesaid provisions, as an Additional Director, Christof Mascher holds office upto the 3rd AGM and is eligible for appointment as a Non-executive, Independent Director of the Company, subject to the approval of Members.

Christof Mascher holds a master's degree in Philosophy from the University of Vienna and doctorate degree in law from the University of Innsbruck. He was appointed as the chief operating officer of Allianz SE and the chairman of supervisory board of Syncier GmbH. He also serves as an Independent Director of Go Digit General Insurance Limited.

The Company has received necessary documents pertaining to the appointment including a declaration of independence from Christof Mascher confirming that he meets the criteria of independence as prescribed under the Act and that he meets the 'Fit and Proper' criteria prescribed by the Insurance Regulatory and Development Authority of India ("IRDAI"). Christof Mascher is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company

In opinion of the Board and based on the declaration of independence submitted by Christof Mascher, he is a person of integrity and has the necessary knowledge, experience and expertise and is independent of the Management of the Company and fulfills the conditions specified in the Act, rules made thereunder for appointment as a Non-executive, Independent Director of the Company.

Considering requisite qualifications, skills, experience and expertise of Christof Mascher, the Board of Directors of the Company is of the opinion that his association would be beneficial to the Company and it is desirable to avail services of Christof Mascher as a Non-executive, Independent Director of the Company for a period of 5 consecutive years with effect from 30th April 2024, not liable to retire by rotation.

Christof Mascher is in compliance with the requirements as prescribed in Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling his name in the online databank of independent directors.

As an Independent Director of the Company, Christof Mascher will be entitled to receive sitting fees for attending Board and Committee Meetings and reimbursement of expenses for attending the Board and Committee meetings.

Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, necessary disclosures regarding appointment of Christof Mascher are provided in the Annexure I of this Notice.

A copy of the draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company at <https://www.godigit.com/life>.

Except Christof Mascher, being appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Christof Mascher is not related to any Directors or Key Managerial Personnel of the Company.

The Board recommends passing of the resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Item no. 7 of the Notice:

To appoint Mr. Sabyasachi Sarkar (DIN:10692578) as the Director of the Company

Mr. Sabyasachi Sarkar (DIN: 10692578) was appointed as an Additional Director of the Company, pursuant to Section 161 of the Companies Act 2013, with effect from 29th July 2024 and he holds office up to the date of ensuing Annual General Meeting of the Company. Being eligible, it is proposed to appoint Mr. Sabyasachi Sarkar as a Director at the ensuing Annual General Meeting of the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution, except Mr. Sabyasachi Sarkar as it relates to his own appointment.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board recommends the Ordinary Resolution set out in Item No. 7 for the approval of the Members.

Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, necessary disclosures regarding appointment of Sabyasachi Sarkar are

provided in the Annexure I of this Notice.

Except Sabyasachi Sarkar, being appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Item no. 8 of the Notice:

To approve “Go Digit Life-Employee Stock Option Plan 2024” (“Go Digit Life ESOP 2024”/ “Plan”) for employees of the Company

The Company appreciates the critical role people play in the organizational growth. It strongly feels that the value created by its people should be shared with them. In this regard to grant employees of the Company long-term incentive compensation in the form of Equity Shares in the Company in addition to compensation, thus identifying their interests with those of the Company and its shareholders, and to enhance the ability of the Company to attract and retain qualified employees, the Company is intending to issue and offer Equity Shares under an Employee Stock Option Plan namely “Go Digit Life Employee Stock Option Plan 2024” (“Go Digit Life ESOP 2024”/ “Plan”) to the employees and Directors of the Company, as determined from time to time.

The Company seeks Members’ approval in respect of Go Digit Life ESOP Plan 2024 and offer Equity Shares to the eligible employees/ Directors (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company, as decided by the Board / Nomination and Remuneration Committee / Compensation Committee from time to time in due compliance of the applicable laws.

Particulars as required under Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 read with relevant rules made thereunder are given below:

The main features of the Go Digit Life ESOP Plan 2024 are as under:

1) Total number of ESOPs granted or to be granted:

The total number of ESOPs granted under the Plan shall be such which upon exercise shall not exceed in aggregate 12,11,856 (Twelve Lakh Eleven Thousand Eight Hundred and Fifty Six) fully paid-up Shares in the Company, of face value of Rs.10/- each fully paid-up, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

2) Identification of classes of employees entitled to participate in ESOP 2024:

Following classes of employees are entitled to participate in Go Digit Life ESOP Plan 2024

- (a) a permanent employee of the Company who has been working in India or outside India;
or
- (b) a Director of the Company, whether whole time Director or not, but excluding an Independent Director; or
- (c) an employee as defined in sub-clauses (i) or (ii), of a subsidiary, in India or outside India, or of a Holding Company of the Company,

Following persons are not eligible

- (a) an employee who is a Promoter or belongs to the Promoter Group;
- (b) a Director who either by himself/herself or through his /her relatives or through any-body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; and
- (c) Non-Executive Director of the Company.

3) Appraisal process for determining the eligibility of employees under ESOP 2024

The appraisal process for determining the eligibility of the employees will be as per the provisions of Go Digit Life ESOP 2024

The employees would be granted ESOPs under the Go Digit Life ESOP 2024 based on various parameters such as designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination and Remuneration Committee/Compensation Committee at its sole discretion, from time to time.

4) Requirements of vesting and period of vesting:

ESOPs granted under Go Digit Life ESOP 2024 would Vest after One (1) year but not later than Six (6) years from the Grant date of such Options, as may be decided by the Compensation Committee or Nomination and Remuneration Committee.

Vesting of Options would be subject to continued employment with the Company and thus the Options would vest essentially on passage of time. In addition to this, the Nomination and Remuneration Committee/Compensation Committee may also specify certain performance parameters subject to which the Options would Vest. The Nomination and Remuneration Committee/Compensation Committee shall have full discretion in prescribing the vesting schedule/conditions thereof.

5) The maximum period within which the ESOPs shall be vested:

ESOPs granted under Go Digit Life ESOP 2024 would Vest after One (1) year but not later than Six (6) years from the Grant date of such Options, as may be decided by the Compensation Committee or Nomination and Remuneration Committee.

6) Exercise price or pricing formula:

The ESOP Exercise Price shall be the face value of the Share of the Company or any other price which shall not be lesser than the face value of the Share of the Company as on Grant Date of such Options.

7) Exercise period and the process of exercise:

a. While in employment/ service:

Exercise Period in respect of a Vested Option shall be Four (4) years from the date of Vesting of such Option.

b. Exercise Period in case of separation from employment/ service:

Subject to the provisions of the Clause 10 of this Plan, the Vested Options can be exercised by the Option Grantees as under:

Sl. No.	Particulars	Vested Options	Unvested Options
1.	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of submission of resignation or termination shall be exercised by the Option Grantee on or before his/her last working day with the Company or before the expiry of the Exercise Period, whichever is earlier.	All Unvested Options on the date of submission of resignation/termination shall stand cancelled with effect from that date.
2.	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3.	Retirement	All the Vested Options as on date of retirement shall be exercised by the Option Grantee on or before his/her	All Unvested Options on the date of Retirement shall stand cancelled with effect from that date.

Sl. No.	Particulars	Vested Options	Unvested Options
		last working day with the Company or before the expiry of the Exercise Period, whichever is earlier.	
4.	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir(s) immediately after, but in no event later than 12 months from the date of last working day with the Company.	All the Unvested Options as on the date of death shall be deemed to vest immediately and may be exercised as per Provisions applicable for Vested Options.
5.	Termination due to Permanent Incapacity	All Vested Options as on the date of incurring such disability may be exercised by the Option Grantee immediately after, but in no event later than 12 months from the date of last working day with the Company.	All the Unvested Options as on the date of incurring such disability shall be deemed to vest immediately and may be exercised as per provisions applicable for Vested Options.
		The Vested Options as on that date shall stand cancelled unless otherwise decided by the Nomination and Remuneration Committee / Compensation Committee and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date or as may be decided by the Nomination and Remuneration Committee / Compensation Committee.

8) Lock-in Period:

The shares issued pursuant to exercise of ESOPs shall not be subject to any lock-in period.

9) Maximum number of ESOPs to be issued per employee and in aggregate:

The number of ESOPs that may be offered to any Employee in any financial year shall not exceed 1% of existing issued capital (excluding outstanding warrants and conversions) of the Company under ESOP 2024.

10) Method of ESOPs Valuation:

The Company will use fair market value of a Share of the Company as determined by a Category 1 merchant banker registered with SEBI or as required by Applicable Laws for the time being in force and appointed by the Company from time to time, to value its ESOPs.

11) The condition under which ESOP vested in employees may lapse:

The ESOP would lapse on failure to Exercise the ESOP within the Exercise Period and/ or due to other reasons/ circumstances provided under the Go Digit Life ESOP Plan 2024.

12) The specified time period within which the employee shall exercise the vested ESOPs in the event of a proposed termination of employment or resignation of employee:

Following is time frame within which the employee shall exercise the vested ESOPs in the event of a proposed termination of employment or resignation

Sl. No.	Particulars	Vested Options
1.	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of submission of resignation or termination shall be exercised by the Option Grantee on or before his/her last working day with the Company or before the expiry of the Exercise Period, whichever is earlier.
2.	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.

Sl. No.	Particulars	Vested Options
3.	Retirement	All the Vested Options as on date of retirement shall be exercised by the Option Grantee on or before his/her last working day with the Company or before the expiry of the Exercise Period, whichever is earlier.
4.	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir(s) immediately after, but in no event later than 12 months from the date of last working day with the Company.
5.	Termination due to Permanent Incapacity	All Vested Options as on the date of incurring such disability may be exercised by the Option Grantee immediately after, but in no event later than 12 months from the date of last working day with the Company.
6.	Other Reasons Apart from those mentioned above	The Vested Options as on that date shall stand cancelled unless otherwise decided by the Nomination and Remuneration Committee/Compensation Committee and such decision shall be final.

13) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing Accounting guidelines and under applicable law.

A draft copy of the Go Digit Life ESOP Plan 2024 is available for inspection at the Company's registered office during official hours on all working days till the date of the AGM and at the place of AGM during AGM.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any under the Scheme.



The Board recommends passing of the resolution at Item No. 8 of the accompanying Notice for approval of the Members of the Company as Special Resolution.

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

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: 25th July 2024

Go Digit Life Insurance Limited (formerly known as Go Digit Life Sciences Limited) | **Registered Office:** Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005, Maharashtra | **Corporate Office:** Atlantis, 95, 4th B Cross Rd, 5th Block, Koramangala Industrial Layout, Bengaluru, Bengaluru urban, Karnataka - 560095 | CIN: U66000PN2021PLC206995.

Annexure A

Brief profile of the Director seeking appointment/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	Details	Details	Details
1)	Name of Director	Mr. Philip Varghese	Mr. Michael Anthony Wallace	Mr. Gopalakrishnan Soundarajan	Dr Christof Mascher	Mr. Sabyasachi Sarkar
2)	Age	54 years	55 years	62 years	64 years	53 years
3)	Qualification	B.E (Electronics), AIRM (Lon), AIII (Bom), PGD (Marketing)	Bachelor of Science degree in Actuarial Science (Co-op) from University of Calgary Completed RSA's Executive Development Program.	Bachelor of Commerce degree from the University of Madras, Member of the Institute of Chartered Accountants of India Qualified Chartered Financial Analyst Member of the CFA Institute in the United States	Master of Arts (M.A.) degree in philosophy from the University of Vienna and a Doctorate degree in Law from the University of Innsbruck	M.Sc, F.I,A.I
4)	Experience	He was Managing Director of Allianz Cornhill Information Services Private Limited, India and member of the Board of Allianz Managed Operations and Services, India.	Currently, he is working as a Vice President, Insurance Operations in Fairfax Financial, Toronto	Gopalakrishnan Soundarajan is Chief Operating Officer of Fairfax India Holdings Corporation. He is also the Managing Director, India at Hamblin Watsa Investment Counsel (Hamblin Watsa), a wholly owned subsidiary of Fairfax	He has worked as the chief operating officer of Allianz SE and the chairman of supervisory board of Syncier GmbH	30 year's experience in Life insurance Industry out of which 20 years of experience in Corporate Actuarial departments of various Indian Life Insurers.

Sr. No.	Particulars	Details	Details	Details	Details	Details
				Financial Holdings Limited (Fairfax). Prior to his roles with Fairfax and Hamblin Watsa, he was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India. He held the position of head of investments at ICICI Lombard from 2001 to 2018		
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, liable to retire by rotation. No remuneration is proposed to be paid to him as a Director by the Company.	As Non-Executive Director liable to retire by rotation. Details of remuneration to be paid as Director: Nil	As Director liable to retire by rotation. Details of remuneration to be paid as Director: Nil	Independent Director Details of Remuneration: Sitting Fee for attending Board/Committee Meetings.	Proposed remuneration for FY 2024-25, subject to approval of IRDAI and the members . Fixed remuneration of Rs. 1,09,28,966/- variable pay linked to his performance, of not exceeding Rs. 1,09,28,966/- including stock options

Sr. No.	Particulars	Details	Details	Details	Details	Details
6)	Date of first appointment on the Board	22 nd April 2022	13 th July 2023	12 th February 2024	30 th April 2024	29 th July 2024
7)	Shareholding in the Company	24,66,368 Equity Shares through Sparsh Partners (Partnership firm)	Nil	Nil	Nil	Nil
8)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil	Nil
9)	Number of Meetings of the Board attended during the year	6/7	4/4	1/1	N.A	NA
10)	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Director - Go Digit Infoworks Services Private Limited	Director- Onlia Holding Inc. Director – Ki Financial Limited	Director- Bangalore International Airport Limited. Director – Quess Corp Limited Director – Thomas Cook (India) Limited Director- Anchorage Infrastructure Investments Holdings Limited	Director: Go Digit General Insurance Limited. Member of Audit Committee of Go Digit General Insurance Limited	Nil