

## NOTICE

Notice is hereby given that the Extraordinary General Meeting (“**EGM**”) of the Members of Go Digit Life Insurance Limited will be held at a shorter notice on Tuesday, 10<sup>th</sup> December 2024 at 04.00 p.m. IST through video conferencing and deemed venue shall be at 2nd Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No. 1579, Shivajinagar, Pune – 411005, Maharashtra, India, to transact the following Special Business:

### **ITEM NO. 1**

**To increase the Authorized Share Capital of the Company and consequently alter the 5th clause of the Memorandum of Association and in this regard, pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules in force as on the date or as may be notified or amended from time to time and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and other law, notifications and regulations as may be applicable, consent of the Members be and is hereby accorded to increase and alter the Authorised Share Capital of the Company from existing INR. 200,00,00,000/- (Indian Rupees Two Hundred Crore) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR10/- (Indian Rupees Ten) each to INR. 300,00,00,000/- (Indian Rupees Three Hundred Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of INR. 10/- (Indian Rupees Ten) each by creation of additional 10,00,00,000 (Ten Crore) Equity Shares of INR.10/- (Indian Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to Section 13 of the Act and other applicable provisions of the Act and the rules made thereunder (including statutory modifications or re-enactments thereof), the existing clause 5 of the Memorandum of Association of the Company in relation to the Authorised Share Capital be and is hereby substituted with the following clause:

“5th The Authorized Share capital of the Company is INR. 3,00,00,00,000/- (Indian Rupees Three Hundred Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of INR. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, consider necessary, expedient or incidental for giving effect to this resolution and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions and determine further terms as may be necessary or desirable and to obtain any approvals which may be necessary or desirable, as they may think fit, and to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**ITEM NO. 2**

To offer and issue 3,55,32,994 Equity Shares of the Company of face value of INR 10 each, at a premium of INR 187 per equity share, by way of preferential allotment on a private placement basis, and in this regard, pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the: (a) provisions of Sections 23, 42, Section 62(1)(c) and Section 179(3)(c) of the Companies Act, 2013 (“Companies Act”), read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Companies Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, and the Consolidated Foreign Direct Investment Policy of 2020 issued by the Department for Promotion of Industry and Internal Trade, as amended from time to time and such other applicable regulations and guidelines issued by the Reserve Bank of India; (b) provisions of the Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company, as amended from time to time; and (c) subject to the approval of Insurance Regulatory and Development Authority of India (“IRDAI”), and such other approvals, permissions, sanctions and consents as may be necessary and on such terms, conditions and modifications as may be prescribed by any regulatory authority and which may be agreed to by the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to offer and issue up to 3,55,32,994 (Three Crore Fifty-Five Lakh Thirty Two Thousand Nine Hundred Ninety Four) equity shares of the Company of face value of INR 10 (Indian Rupees Ten) each, at a premium of INR 187 (Indian Rupees One Hundred Eighty Seven) per equity share, to the promoters of the Company, FAL Corporation and Oben Ventures LLP and certain investors by way of preferential allotment, in one or more tranches, aggregating to upto INR 699,99,99,818/- (Indian Rupees Six Hundred and Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Eighteen) for cash, on a private placement basis, through private placement offer-cum-application letter in Form PAS-4, as under:

Sr. No.	Name of Allottees	Status	No. of equity shares proposed to be issued
1.	Oben Ventures LLP	Promoter	1,51,61,996
2.	FAL Corporation	Promoter	1,52,77,505
3.	Peak XV Partners Growth Investments IV	Investor	18,44,762
4.	Storge Ventures LLP	Investor	15,73,604
5.	Sparsh Partners	Investor	9,13,706
6.	Swapna Jha	Investor	86,294

Sr. No.	Name of Allottees	Status	No. of equity shares proposed to be issued
7.	Satish Aphale	Investor	20,305
8.	Kunal Arora	Investor	5,076
9.	Bijan Kumar Mohanty	Investor	50,761
10.	Adarsh Kishor Agarwal	Investor	1,52,284
11.	Tanya Marwah	Investor	7,614
12.	Vivek Chaturvedi	Investor	38,071
13.	Atul Balkrishna Mehta	Investor	50,761
14.	Rajeev Kumar Singh	Investor	40,609
15.	Gangadhar Jadagerimath	Investor	30,457
16.	Mudit Singhal	Investor	12,690
17.	Parimal Heda	Investor	12,690
18.	Tejas Saraf	Investor	5,079
19.	Vishal Shah	Investor	2,23,350
20.	Gopal Rao	Investor	5,076
21.	Rasika S Joshi	Investor	2,538
22.	Malli Nagarajan Dinesh	Investor	5,076
23.	Nalini Venkat	Investor	12,690
	<b>Total</b>		<b>3,55,32,994</b>

RESOLVED FURTHER THAT the valuation report dated 25<sup>th</sup> October 2024 prepared by the registered valuer, Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708), procured by the Company under the Companies Act and Section 56 of the Income-tax Act, 1961 read with Rule 11UA of the Income-tax Rules, 1962 and the valuation report dated 25<sup>th</sup> October 2024 prepared by a registered merchant banker with Securities and Exchange Board of India, Navigant Corporate Advisors Limited, in accordance with the requirements of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and tabled before the meeting, be and are hereby, approved and taken on record.

RESOLVED FURTHER THAT the equity shares so offered to the allottees shall be subject to the provisions of the MOA and AOA of the Company and shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the monies received by the Company from the allottees for the application of equity shares to the private placement offer-cum-application letter in Form PAS-4 shall be kept by the Company in a separate bank account pending allotment of such equity shares.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all the following acts on behalf of the Company:

- (i) to comply with such terms and conditions as may be laid down by IRDAI and all other actions as they may, in their absolute discretion, deem necessary or

desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard, for the purpose of implementing the above resolutions;

- (ii) to finalize, sign, issue and circulate the private placement offer letter(s) in Form PAS-4 and other offer related document(s), make suitable entries to record the name of the investors in the statutory registers and all other relevant records and to do all such acts, deeds, matters, and things connected therewith or incidental thereto to give effect to the above resolution, including for completing and updating the records of the Company in respect of the allotment of equity shares to the allottees; and
- (iii) all such acts, deeds, filings, matters and things and to sign and submit necessary documents, deeds, agreements, instruments, letters including as may be required to give effect to any of the foregoing on behalf of the Company, including but not limited to signing and submitting documents, filing of required forms and payment of fees with statutory authorities, including the Registrar of Companies, IRDAI and the Reserve Bank of India, and all other actions as they may, in their absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard for the purpose of implementing the above resolutions.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to issue and authenticate a certified true copy of the resolution to all concerned parties wherever required.”

### **ITEM NO. 3**

**To approve alteration in Articles of Association of the Company and in this regard, pass the following resolution, with or without modification(s), as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) Insurance Act 1938 and other applicable laws, rules, regulations, guidelines, and subject to the necessary approvals required, including 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 consent and approval of the Members of the Company be and is hereby accorded to replace the existing clause 162 of Articles of Association of the Company with the following clause:

“The Board shall at all times consist of up to 9 (nine) Directors including 1 (one) female Director (as may be required under Applicable Law), as follows:

- a) 2 (two) non-executive Directors nominated by OV LLP;
- b) 2 (two) non-executive Directors nominated by FAL;
- c) up to 4 (four) Independent Directors based on recommendations received from the Nomination and Remuneration Committee; and

- d) the chief executive officer, or principal officer or managing director (by whatever title called) based on recommendations received from the Nomination and Remuneration Committee.”

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution, including to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **ITEM NO. 4**

**To approve the appointment of Dr Vandana Gupta (DIN: 07790005) as an Independent Director of the Company, and in this regard, pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as “**the Act**”), and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the and the rules made thereunder, the Insurance Act, 1938, regulations, rules, guidelines, circulars issued by Insurance Regulatory and Development Authority of India (hereinafter referred as “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, Policy on Appointment and Remuneration of Directors and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint Dr Vandana Gupta (DIN: 07790005) as an Independent Director of the Company for a term of one year commencing from 29th November 2024 till 28th November 2025, not liable to retire by rotation.

RESOLVED FUTURE THAT as a Non-Executive Independent Director, Dr Vandana Gupta (DIN: 07790005), 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 the letter of appointment elucidating the terms of appointment of Dr Vandana Gupta as an Independent Director pursuant to the provisions of the Act, be and is hereby recorded and approved.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to file necessary forms or returns with the concerned Registrar of Companies and to do all acts, deeds and things necessary to give effect to this resolution, including but not limited to filing relevant forms, executing of deed of covenants and to do such other actions as they may, in their absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise

in this regards for the purpose of implementing the above resolutions, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Sd/-**

**Priyanka Garg**

**Company Secretary**

Membership No. - 37094

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

**Place: Pune**

**Date: 4<sup>th</sup> December 2024**

**NOTES:**

1. Extraordinary General Meeting (“**EGM**”) 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, Circular No. 09/2023 dated 25th September 2023 along with subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated 19<sup>th</sup> September 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the EGM 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 EGM through VC / OAVM (“**VC Facility**”) to transact the special business set out in this notice of EGM. The EGM being conducted through VC Facility shall be deemed to be convened at 2<sup>nd</sup> Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005, as stated in the Notice of the EGM. 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 EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

Since this EGM is being held 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 EGM 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 EGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company / the Depository Participants.

Members may note that the Notice of EGM is made available on the Company’s website at <https://www.godigit.com/life>

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

- (i) The Company is providing a two-way VC Facility for attending the EGM via Microsoft Teams platform.
- (ii) The video streaming link of the EGM will be kept open for the Members to join 15 minutes before the time scheduled to start the EGM i.e. from 3:45 p.m. (IST) on Tuesday, 10<sup>th</sup> December 2024 and will be open throughout the proceeding of the EGM.
- (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 EGM through laptops / desktops with front camera and good speed internet connection to avoid any disturbance during the EGM and have a seamless experience.
  - (v) Please note that Members connecting from their mobile devices or tablets or through laptop / desktops via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
  - (vi) Members may submit their questions / queries, with regard to agenda item to be placed at the EGM (at least 24 hours in advance) at designated email ID – [digitlife.cs@godigit.com](mailto:digitlife.cs@godigit.com), so as to enable the Board / Management to respond suitably. Members can also pose questions / queries concurrently during the course of the EGM.
  - (vii) To attend the EGM of the Company through VC 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 EGM meeting link received on your registered e-mail ID.
    - (b) Click and select - Join Teams Meeting to join the EGM. Members can join through any web browser or through Microsoft Teams Application.
    - (c) You have two choices: (a) download the Windows app: download the Teams app. (b) join on the web instead: join a Teams meeting on the web.
    - (d) Type in your name and turn-on the Camera and Microphone before joining the EGM. You can choose the audio and video settings you want 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 EGM, can write to us at [digitlife.cs@godigit.com](mailto:digitlife.cs@godigit.com).
5. Members attending the EGM 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 EGM 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](mailto:digitlife.cs@godigit.com) prior to the EGM, from their e-mail address registered with the Company / Depository Participant quoting their folio no. / DP-ID and Client ID, number of shares held and self-attested PAN card copy.



7. The aforesaid resolutions shall be deemed to be passed at 2<sup>nd</sup> Floor, Ananta One, Pride Hotel Lane, Narveer Tanaji Wadi, City Survey No.1579, Shivajinagar, Pune – 411005 on the date of the EGM, i.e. on Tuesday, 10<sup>th</sup> December 2024, subject to receipt of the requisite number of votes in favour of the Resolution.
8. Since this EGM 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 (i.e., Members other than Individuals, HUFs, NRIs etc.) 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 Act 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. 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.
12. The transcript of the EGM shall be made available on the website of the Company at <https://www.godigit.com/life>

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

**Item No. 1**

**To increase the Authorized Share Capital of the Company and consequently alter the 5th clause of the Memorandum of Association**

**Statement under Section 60 of the Companies Act 2013:**

<b>Sr. No</b>	<b>Particulars</b>	<b>Amount (in Rs)</b>
1	Authorised Capital (Rs)	2,00,00,00,000
2	Issued, Subscribed and Paid up Capital (Rs)	1,77,71,34,860

The Existing Authorised Share Capital of the Company is INR. 2,00,00,00,000 (Indian Rupees Two Hundred Crore). In order to meet the capital requirements of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from present INR 200,00,00,000/- (Rupees Two Hundred Crore) divided into 20,00,00,000 Equity Shares of INR. 10/- (Rupees Ten) each to INR 300,00,00,000/- (Rupees Three Hundred Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of INR. 10/- (Rupees Ten) each by creation of additional 10,00,00,000 (Ten Crores) Equity Shares of INR 10 (Indian Rupees Ten) each.

Pursuant to the provisions of Sections 13 and 61 of Companies Act 2013 and the Articles of Association of the Company, the aforesaid increase in authorised share capital would require approval from the Members of the Company in the form of Ordinary Resolution. The Board of Directors at its Meeting held on 25<sup>th</sup> October 2024 have approved the increase in Authorised Share Capital, subject to the approval by Members.

None of the Directors/ or the Key Managerial Persons 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 altered Memorandum of Association of the Company with the changes marked proposed to be adopted at the Meeting is available for inspection of Members of the Company as per details mentioned in the notes to the Notice.

The Board recommends the resolutions set out at **Item No. 1** of the Notice for your approval as an Ordinary Resolution.

**Item No. 2**

**To offer and issue 3,55,32,994 Equity Shares of the Company of face value of INR 10 each, at a premium of INR 187 per equity share, by way of preferential allotment on a private placement basis**

To meet capital needs of the Company for its business and to meet the regulatory solvency requirement, it is proposed to offer and issue 3,55,32,994 (Three Crore Fifty-Five Lakh Thirty Two Thousand Nine Hundred Ninety Four) equity shares of face value of INR 10 (Indian

Rupees Ten) each, at a premium of INR 187 (Indian Rupees One Hundred Eighty Seven) per equity share, to FAL Corporation and Oben Ventures LLP, promoters of the Company, and certain investors, by way of preferential issue, on a private placement basis.

The Board of Directors at its meeting held on 25<sup>th</sup> October 2024 subject to the approval of Members of the Company and of IRDAI, has approved the aforesaid offer and issue of equity shares to FAL Corporation and Oben Ventures LLP, the promoters of the Company and certain investors. The details of the proposed issuance as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014 are as under:

1)	Objects of the issue	Funds raised through this issue will be used in furtherance of the business of the Company and for meeting the regulatory solvency requirement.
2)	Size of the issue and number of equity shares to be issued and nominal value of each share. Total number of shares or other securities to be issued	3,55,32,994 equity shares of the Company of face value of INR 10 each, at a premium of INR 187 per equity share
3)	Nature of such shares	Equity shares
4)	Manner of issue of shares	Issue under provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013.
5)	Price or price band at / within which the allotment is proposed	The equity shares of face value of INR 10 each are proposed to be issued at a premium of INR 187 per equity share i.e., at an issue price of INR 197 per equity share.
6)	Basis or justification on which the price (including the premium) has been arrived at along with report of the registered valuer	<p>The price has been arrived at based on the valuation report dated 25<sup>th</sup> October 2024 issued by the registered valuer, Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708).</p> <p>The valuation report is available for inspection at the registered office of the Company, during normal business hours on all working days from the date hereof till the conclusion of the meeting.</p>

7)	Name and address of the Valuer who performed the valuation	Name: Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708)  Address: A/101, Shelter CHSL, CSC Road, Dahisar East, Mumbai – 400068
8)	Amount which the Company intends to raise by way of such Shares	The Company intends to raise a total of INR 699,99,99,818 (Indian Rupees Six Hundred and Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Eighteen).
9)	Relevant date with reference to which the price has been arrived at	The price has been arrived based on the valuation as on 30 <sup>th</sup> September 2024
10)	Terms of issue, including terms and rate of dividend on each share	The equity shares shall rank <i>pari passu</i> with the existing equity shares of the Company.
11)	Terms of redemption, including tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Not applicable
12)	Manner and mode of redemption	Not applicable
13)	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to certain identified persons.
14)	Intention of promoter, directors or key managerial personnel to subscribe to the offer	Except FAL Corporation and Oben Ventures LLP, Promoters of the Company subscribing 43.00% and 42.67% of the offer size and Mr. Philip Varghese through Sparsh Partners subscribing 2.57% of the offer size none of the Directors or Key Managerial Personnel of the Company intend to subscribe to this private placement offer.
15)	The proposed time within which the allotment is proposed to be made	In accordance with Section 42 of the Companies Act 2013, the allotment of equity shares will be made within 60 (sixty) days from the date of receipt of the share application money.

16) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of proposed allottees	% Post allotment holding
	Oben Ventures LLP	33.94%
	FAL Corporation	34.20%
	Peak XV Partners Growth Investments IV	5.00%
	Storge Ventures LLP	2.37%
	Sparsh Partners	1.59%
	Swapna Jha	0.13%
	Satish Aphale	0.04%
	Kunal Arora	0.05%
	Bijan Kumar Mohanty	0.08%
	Adarsh Kishor Agarwal	0.15%
	Tanya Marwah	0.04%
	Vivek Chaturvedi	0.07%
	Atul Balkrishna Mehta	0.06%
	Rajeev Kumar Singh	0.05%
Gangadhar Jadagerimath	0.04%	

		<table border="1"> <tbody> <tr> <td>Mudit Singhal</td> <td>0.01%</td> </tr> <tr> <td>Parimal Heda</td> <td>0.03%</td> </tr> <tr> <td>Tejas Saraf</td> <td>0.01%</td> </tr> <tr> <td>Vishal Shah</td> <td>0.11%</td> </tr> <tr> <td>Gopal Rao</td> <td>0.01%</td> </tr> <tr> <td>Rasika S Joshi</td> <td>0.00%</td> </tr> <tr> <td>Malli Nagarajan Dinesh</td> <td>0.01%</td> </tr> <tr> <td>Nalini Venkat</td> <td>0.01%</td> </tr> </tbody> </table>	Mudit Singhal	0.01%	Parimal Heda	0.03%	Tejas Saraf	0.01%	Vishal Shah	0.11%	Gopal Rao	0.01%	Rasika S Joshi	0.00%	Malli Nagarajan Dinesh	0.01%	Nalini Venkat	0.01%
Mudit Singhal	0.01%																	
Parimal Heda	0.03%																	
Tejas Saraf	0.01%																	
Vishal Shah	0.11%																	
Gopal Rao	0.01%																	
Rasika S Joshi	0.00%																	
Malli Nagarajan Dinesh	0.01%																	
Nalini Venkat	0.01%																	
17)	The Change in control if any, in the Company that would occur consequent the preferential offer	No change in the control of the Company will occur from the proposed preferential offer.																
18)	The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of Securities as well as price	<p>During the current financial year, the Company made the following allotments:</p> <p>a) 13,62,251 equity shares of face value of INR 10 each at a premium of INR 79.20, being the fair market value, were allotted to 26 shareholders on 25<sup>th</sup> September 2024. The issue was approved in the extraordinary general meeting of the Company held on 30<sup>th</sup> July 2024.</p> <p>b) 3,13,07,704 equity shares of face value of INR 10 each at a premium of INR 79.20, being the fair market value, were allotted to 5 Shareholders on 07<sup>th</sup> June 2024. The issue was approved in the extraordinary general meeting of</p>																

		<p>the Company held on 23<sup>rd</sup> March 2024.</p> <p>c) 70,41,704 equity shares of face value of INR 10 each at a premium of INR 79.20 being the fair market value, were allotted to 12 Shareholders on 02<sup>nd</sup> June 2024. The issue was approved in the extraordinary general meeting of the Company held on 23<sup>rd</sup> March 2024.</p> <p>d) 168,16,142 equity shares of face value of INR 10 each at a premium of INR 79.20 being the fair market value, were allotted to 1 Shareholders on 25<sup>th</sup> April 2024. The issue was approved in the extraordinary general meeting of the Company held on 23<sup>rd</sup> March 2024</p>
19)	The pre issue and post issue shareholding pattern of the Company in the following format.	Refer to the table below.
20)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
21)	The expected dilution in equity share capital upon conversion of preference shares	Not applicable
22)	Date of passing Board Resolution	25 <sup>th</sup> October 2024
23)	Offer validity	The proposed offer shall remain valid till 31 <sup>st</sup> March 2025 or it is fully subscribed, whichever is earlier, but not more than 12 months from the date of passing special resolution.

The pre-issue and post-issue shareholding pattern of the Company

Sr. No	Category	Pre Issue (Current)		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' Holding				
1	Indian				
i)	Individual	-	-	-	-
ii)	Bodies Corporate	5,72,09,994	32.19	72,371,990	33.94
	Sub-Total (Indian)	5,72,09,994	32.19	72,371,990	33.94
2	Foreign Promoters				
i)	Individual	-	-	-	-
ii)	Bodies Corporate	5,76,45,843	32.44	72,923,348	34.20
	Sub-Total (Foreign)	5,76,45,843	32.44	72,923,348	34.20
	Sub-Total A	<b>11,48,55,837</b>	<b>64.63</b>	<b>14,52,95,338</b>	<b>68.13</b>
B	Non-Promoters' Holding				
1	Institutional Investors				
2	Non-institutional Investors				



Sr. No	Category	Pre Issue (Current)		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
	Private Corporate bodies	4,38,76,188	24.69	4,57,20,950	21.44
	Directors & Relatives	1,06,47,571	5.99	1,06,47,571	4.99
	Indian Public	23,92,186	1.35	31,53,607	1.48
	Others (Including Non-resident Indian (NRIs))	59,41,704	3.34	84,29,014	3.95
	Sub-Total (B)	<b>6,28,57,649</b>	<b>35.37</b>	<b>6,79,51,142</b>	<b>31.87</b>
	Grand Total	<b>17,77,13,486</b>	<b>100.00</b>	<b>21,32,46,480</b>	<b>100</b>

As per the provisions of the Companies Act 2013, the Members are required to approve this resolution by way of a Special Resolution. The Board of Directors at its meeting held on 25<sup>th</sup> October 2024 have approved the proposal for offer on a preferential basis through private placement and recommended for the approval of the Members.

Except Mr. Kamesh Goyal and Mr. Philip Varghese, 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 resolutions set out at **Item No. 2** of the Notice for your approval as a Special Resolution.

**Item No. 3 of the Notice**

**To approve alteration in Articles of Association of the Company**

The existing clause 162 of Article of Associations is as follows:

“Upon the Initial Completion Date, the Board of the Life Insurance Company shall be reconstituted, and, at all times thereafter, shall consist of up to 8 (eight) Directors including 1 (one) female Director (as may be required under Applicable Law), as follows:

- (a) 2 (two) non-executive Directors nominated by OV LLP;
- (b) 2 (two) non-executive Directors nominated by FAL;
- (c) up to 3 (three) Independent Directors based on recommendations received from the Nomination and Remuneration Committee; and
- (d) the chief executive officer, or principal officer or managing director (by whatever title called) based on recommendations received from the Nomination and Remuneration Committee”

In order to align the existing Articles of Association of the Company with the provisions of the Second Amendment to Joint Venture Agreement dated 27<sup>th</sup> November 2024 entered into by and amongst the Company, Oben Ventures LLP and FAL Corporation it is proposed to alter Articles of Association of the Company by replacing the existing clause 162 of Articles of Association with the following clause:

“The Board shall at all times consist of up to 9 (nine) Directors including 1 (one) female Director (as may be required under Applicable Law), as follows:

- a) 2 (two) non-executive Directors nominated by OV LLP;
- b) 2 (two) non-executive Directors nominated by FAL;
- c) up to 4 (four) Independent Directors based on recommendations received from the Nomination and Remuneration Committee; and
- d) the chief executive officer, or principal officer or managing director (by whatever title called) based on recommendations received from the Nomination and Remuneration Committee.”

Copy of the existing Articles of Association with the changes marked 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 general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association of the Company requires approval of the Members of the Company by way of a Special Resolution.

The Board recommends the resolutions set out at **Item No. 3** of the Notice for your approval as a Special Resolution.

**Item No. 4 of the Notice**

**To approve appointment of Dr Vandana Gupta (DIN: 07790005) as an Independent Director of the Company**

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with other relevant rules thereunder (hereinafter referred as “the Act”) and Rules made thereunder, the Insurance Act, 1938, read with regulations, rules, guidelines, circulars, issued by Insurance Regulatory and Development Authority of India (hereinafter referred as “IRDAI”) including any statutory modification(s) or re-enactment thereof for the time being in force, and any other applicable laws, the Articles of Association of the Company and subject to the approval of Members of the Company, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee of the Board of the Company has appointed Dr Vandana Gupta (DIN 07790005) as an Additional Director in the capacity of Independent Director for a term of one year commencing from 29<sup>th</sup> November 2024 till 28<sup>th</sup> November 2025.

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

Dr Vandana Gupta is not disqualified from being appointed as a Director in terms of Section 164 of Act and has given his consent in Form DIR-2 to be appointed as an Independent Director. She has further given declaration under Section 149(7) of the Act that she meets the criteria of independence as per 149(6) of the Act and the rules made thereunder. The ‘Fit and Proper’ declaration under Master Circular on Corporate Governance for Insurers bearing reference no. IRDAI/F&I/CIR/MISC/82/5/2024 dated 22nd May, 2024 issued by IRDAI has also been obtained from her. She is also registered with Independent Director database maintained by the Indian Institute of Corporate Affairs, Manesar (hereinafter referred as “IICA”).

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

Dr Vandana Gupta is said to be concerned or interested in the proposed resolution as it relates to her own appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Ordinary Resolution.

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

The Board recommends the resolutions set out at **Item No. 4** of the Notice for your approval as an Ordinary Resolution.

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

**Sd/-**

**Priyanka Garg**

**Company Secretary**

Membership No. - 37094

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

Place: Pune

Date: 4<sup>th</sup> December 2024

**Annexure - A**

**Brief profile of the Director seeking appointment/re-appointment at the Extraordinary General Meeting pursuant to Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of Director	Dr Vandana Gupta
2.	Age	67
3.	Qualification	Dr Vandana Gupta has a bachelor's degree in medical sciences and surgery from Kanpur University and Doctor of Medicine degree from Bundelkhand University
4.	Experience	She has several years of experience in the medical field and has worked as a senior pathologist in a private hospital since 2003. Currently she is on the Board of Go Digit General Insurance Limited as the Independent Director
5.	Terms and conditions of appointment  (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Independent Director of the Company, not liable to retire by rotation for a period of 1 year. Director will be paid sitting fees for attending Board and Committee Meetings of the Company.
6.	Date of first appointment on the Board	29 <sup>th</sup> November 2024
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Nil

Sr. No.	Particulars	Details
9.	Number of Meetings of the Board attended during the year	NA
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Go Digit General Insurance Limited – Independent Director <u>Committee Membership/Chairmanship:</u> Audit Committee – Member Nomination and remuneration committee – Member Stakeholders Relationship Committee – Chairperson Corporate Social Responsibility Committee - Chairperson