

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, 30th July 2024 at 7:00 p.m. 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, which shall be deemed venue of the EGM to transact the following Special Business:

ITEM NO. 1

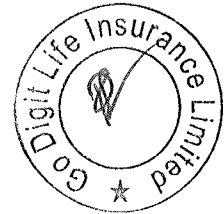
To offer and issue 15,80,700 equity shares of the Company of face value of INR 10 each, at a premium of INR 79.20 per equity share, by way of preferential allotment on a private placement basis

"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 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 Members of the Company be and is hereby accorded to offer and issue up to 15,80,700 equity shares of the Company of face value of INR 10 each, at a premium of INR 79.20 per equity share, to certain investors by way of preferential issue, aggregating to upto INR 14,09,98,440 (Rupees Fourteen Crore Nine Lakh Ninety Eight Thousand Four hundred and Forty Only) for cash, on a private placement basis, through private placement offer-cum-application letter in Form PAS-4, as under:

Sr No.	Name of the Allottees	No. of equity shares proposed to be issued
1.	Bijan Kumar Mohanty	2,24,215
2.	Adarsh Kishor Agarwal	1,68,161
3.	Neha Ravi Khetan	1,68,161
4.	Tanya Marwah	67,264



Sr No.	Name of the Allottees	No. of equity shares proposed to be issued
5.	Vivek Chaturvedi	1,12,107
6.	Atul Balkrishna Mehta	72,869
7.	Rajeev Kumar Singh	67,264
8.	Ankur Sharma	44,843
9.	Debasis Kar	56,053
10.	Gangadhar Jadagerimath	56,053
11.	Gopakumar Narayana Pillai	56,053
12.	Mudit Singhal	16,816
13.	NPS Shekhawat	11,210
14.	Parimal Heda	56,053
15.	Ankit Bhardwaj	28,026
16.	Saurabh Mishra	5,605
17.	Tejas Saraf	5,605
18.	Lalitha Raman	22,421
19.	Dr Ajay Bhushan Pande	28,026
20.	Ashish Padhi	22,421
21.	Sevala Naik Mude	56,053
22.	Vishal Shah	11,210
23.	Kunal Jha	11,210
24.	Sameer Mukund Bakshi	1,34,529
25.	Mayur Kacholiya	16,816
26.	Akanksha Jain	11,210



Sr No.	Name of the Allottees	No. of equity shares proposed to be issued
27.	Nikhil Prahlad Kamdar	5,605
28.	Siddharth Bordoloy	16,816
29.	Gopal Rao	11,210
30.	Rasika S Joshi	5,605
31.	Malli Nagarajan Dinesh	5,605
32.	Thameshkumar Dhapade	5,605

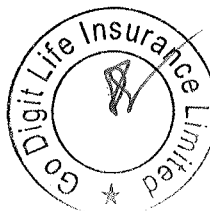
RESOLVED FURTHER THAT the valuation report prepared by the registered valuer, Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708), procured by the Company under the Companies Act and Section 56 of the Income-tax Act, 1961 read with Rule 11UA of the Income-tax Rules, 1962 and the valuation report prepared by a registered merchant banker with Securities and Exchange Board of India, ICICI Securities 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 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 regulatory authorities 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 allottee; 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, Insurance Regulatory and Development Authority of India 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 regards 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.”

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

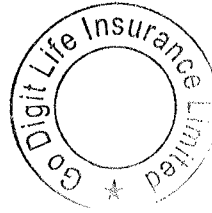
Priyanka Garg

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: 30th July 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. 3/2022 dated 5th May 2022 read with Circular Nos.17/2020 and 14/2020, dated 13th April 2020 and 8th April 2020 respectively, (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 2nd 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.

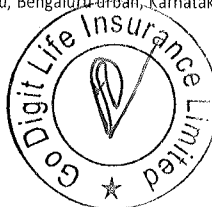
2. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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>

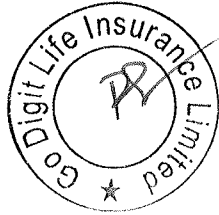
4. Instructions for Members for attending the EGM through VC Facility:
 - (i) The Company is providing a two-way VC Facility for attending the EGM via Microsoft Teams platform.
 - (ii) The video streaming link of the EGM will be kept open for the Members to join 15 minutes before the time scheduled to start the EGM i.e. from 7:00 p.m. (IST) on Tuesday, 30th July 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 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 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.
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 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 2nd 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, 30th July 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, HUF, NRIs, etc.) of the Company are requested to send a certified true copy of the board resolution / authority letter authorising their representative(s) to attend and vote at the EGM on their behalf, to the Company at the designated email IDs.
10. Explanatory statement pursuant to Section 102 of the Companies 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>



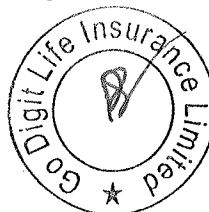
Explanatory Statement to the Notice
[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1

It is proposed to offer and issue 15,80,700 equity shares of face value of INR 10 each, at a premium of INR 79.20 per equity share, to certain investors, by way of preferential issue, on a private placement basis.

The Board of Directors at its meeting held on 29th July 2024, subject to the approval of Members of the Company, has approved the aforesaid offer and issue of equity shares to 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:

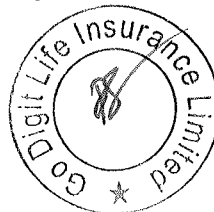
1)	Objects of the issue	Funds raised through this issue will be used in furtherance of the business of the Company.
2)	Size of the issue and number of equity shares to be issued and nominal value of each share. Total number of shares or other securities to be issued	15,80,700 equity shares of the Company of face value of INR 10 each, at a premium of INR 79.20 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 79.20/- per equity share i.e., at an issue price of INR 89.20/- 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	The price has been arrived at based on the valuation report dated 20 th March 2024 issued by the registered valuer, Bhavesh M Rathod, Chartered Accountants, (Reg No: IBBI/RV/06//2019/10708). 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.
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



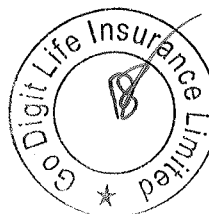
8)	Amount which the Company intends to raise by way of such Shares	The Company intends to raise a total of INR 14,09,98,440 (Rupees Fourteen Crore Nine Lakh Ninety Eight Thousand Four hundred and Forty Only).														
9)	Relevant date with reference to which the price has been arrived at	The valuation has been arrived based on valuation as on 31 st January 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	None of the Promoters, Directors or Key Managerial Personnels of the Company intends to subscribe to this proposed 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	<table border="1"> <thead> <tr> <th>Name of proposed allottees</th> <th>% Post allotment holding</th> </tr> </thead> <tbody> <tr> <td>Bijan Kumar Mohanty</td> <td>0.13%</td> </tr> <tr> <td>Adarsh Kishor Agarwal</td> <td>0.09%</td> </tr> <tr> <td>Neha Ravi Khetan</td> <td>0.09%</td> </tr> <tr> <td>Tanya Marwah</td> <td>0.04%</td> </tr> <tr> <td>Vivek Chaturvedi</td> <td>0.06%</td> </tr> <tr> <td>Atul Balkrishna Mehta</td> <td>0.04%</td> </tr> </tbody> </table>	Name of proposed allottees	% Post allotment holding	Bijan Kumar Mohanty	0.13%	Adarsh Kishor Agarwal	0.09%	Neha Ravi Khetan	0.09%	Tanya Marwah	0.04%	Vivek Chaturvedi	0.06%	Atul Balkrishna Mehta	0.04%
Name of proposed allottees	% Post allotment holding															
Bijan Kumar Mohanty	0.13%															
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	Rajeev Kumar Singh	0.04%
	Ankur Sharma	0.03%
	Debasis Kar	0.03%
	Gangadhar Jadagerimath	0.03%
	Gopakumar Narayana Pillai	0.03%
	Mudit Singhal	0.01%
	NPS Shekhawat	0.01%
	Parimal Heda	0.03%
	Ankit Bhardwaj	0.02%
	Saurabh Mishra	0.00%
	Tejas Saraf	0.00%
	Lalitha Raman	0.01%
	Dr Ajay Bhushan Pande	0.02%
	Ashish Padhi	0.01%
	Sevala Naik Mude	0.03%
	Vishal Shah	0.01%
	Kunal Jha	0.01%



		Sameer Mukund Bakshi	0.08%
		Mayur Kacholiya	0.01%
		Akanksha Jain	0.01%
		Nikhil Prahlad Kamdar	0.00%
		Siddharth Bordoloy	0.01%
		Gopal Rao	0.01%
		Rasika S Joshi	0.00%
		Malli Nagarajan Dinesh	0.00%
		Thameshkumar Dhapade	0.00%
17)	The Change in control if an, 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	During the current financial year, the Company made the following allotments: a) 5,51,65,550 equity shares of face value of INR 10 each, being the fair market value, to 17 shareholders. The issue was approved in the extra-ordinary general meeting of the Company held on 23 rd March 2024.	
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	

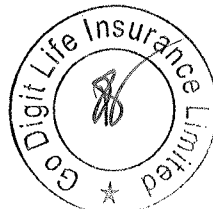


22)	Date of passing Board Resolution	29 th July 2024
23)	Offer validity	The proposed offer shall remain valid till 21 st August 2024, until it is fully subscribed, whichever is earlier.



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	32.44%	5,72,09,994	32.15%
	Sub-Total (Indian)	5,72,09,994	32.44%	5,72,09,994	32.15%
2	Foreign Promoters				
i)	Individual				
ii)	Bodies Corporate	5,76,45,843	32.69%	5,76,45,843	32.40%
	Sub-Total (Foreign)	5,76,45,843	32.69%	5,76,45,843	32.40%
	Sub-Total A	11,48,55,837	65.13%	11,48,55,837	64.55%
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	24.88%	4,38,76,188	24.66%
	Directors & Relatives	1,06,47,571	6.04%	1,06,47,571	5.98%
	Indian Public	10,29,935	0.58%	2610635	1.47%
	Others (Including Non-resident Indian (NRIs))	59,41,704	3.37%	59,41,704	3.34%
	Sub-Total (B)	6,14,95,398	34.87%	6,30,76,098	35.45%
	Grand Total	17,63,51,235	100.00%	17,79,31,935	100.00%

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 29th July 2024 has approved the proposal for offer on a preferential basis through private placement and recommends the special resolution for the approval of the Members.

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

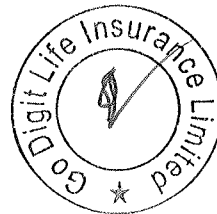
**By Order of the Board of Directors of
Go Digit Life Insurance Limited**

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: 30th July 2024

