

12th April 2024

To:

GO DIGIT GENERAL INSURANCE LIMITED

Attn: Tejas Saraf

Ananta One, 1st to 6th Floor, Pride Hotel Lane, Narveer Tanaji Wadi
Shivajinagar, Pune, Maharashtra - 411005

GO DIGIT INFOWORKS SERVICES PRIVATE LIMITED

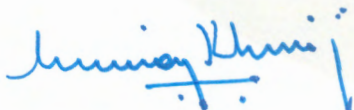
Attn: Sameer Bakshi

Ananta One, 1st to 6th Floor, Pride Hotel Lane, Narveer Tanaji Wadi
Shivajinagar, Pune, Maharashtra - 411005

Ref: *Shareholders' Agreement dated January 24, 2020, read with letter dated July 18, 2022 executed by and amongst UBR Capital Private Limited ("Investor"), Go Digit Infoworks Services Private Limited ("GDISPL") and Go Digit General Insurance Limited ("Company") hereinafter individually referred to as a "Party", and collectively, as the "Parties", ("Shareholders' Agreement").*

Dear Sir/Madam,

1. The Investor has been given to understand, and hereby acknowledges, that the Company is in the process of, subject to necessary authorizations / approvals and market conditions, undertake an initial public offering of its equity shares of face value of Rs. 10 each ("**Equity Shares**"), by way of a fresh issue of Equity Shares by the Company and / or an offer for sale of Equity Shares of the Company by its shareholders (the "**IPO**") in accordance with the Companies Act, 2013, including any rules and regulations notified thereunder, each as amended ("**Companies Act**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Insurance Act, 1938, and other applicable laws, by-laws, rules, regulations, orders, ordinances, protocols, codes, guidelines, policies, notices, directions and judgments or other requirements of any Governmental Authority in India, including but not limited to SEBI, Insurance Regulatory and Development Authority of India, etc. ("**Applicable Law**").
2. In furtherance of the above, the Securities and Exchange Board of India ("**SEBI**") vide letter dated March 1, 2024, has issued certain observations ("**SEBI Observations**") on the draft red herring prospectus dated March 30, 2023, as amended by way of an addendum dated November 9, 2023 (the "**Addendum**" and, collectively, the "**Draft Red Herring Prospectus**" or "**DRHP**") filed with the SEBI, BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). As part of the SEBI Observations, SEBI has directed that all the special rights, vote items, transfer restrictions and other rights of the shareholders of the Company, as disclosed in the DRHP are required to be terminated prior to the filing of red herring prospectus ("**RHP**") with the Registrar of Companies, Maharashtra at Pune ("**RoC**") and all such rights shall not be referred to the shareholders' of the Company in any manner at any time.
3. Accordingly, pursuant to the terms of the Shareholders' Agreement and Agreement and in supersession of the letter dated [January 18, 2022] and in order to facilitate the IPO, I hereby consent to the amendment of the Articles of Association of the Company, to the extent required to give effect to the observations received from SEBI, as set out in the form attached at **Annexure I** to this letter, which consequentially, terminates all the special rights with regards to the vote items, transfer



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restrictions, and other rights as agreed between the parties under the Shareholders' Agreement prior to the filing of the RHP.

4. It is hereby clarified that the Part B of the Articles of Association, which contains the extant Articles of Association, shall automatically terminate and cease to have any force and effect from the date of filing of the RHP with the RoC, and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.
5. Notwithstanding anything contained in this letter, if the IPO is not completed on or prior to the IPO Long Stop Date (*as defined under the letter dated [July 18, 2022]*), without any further action by the Parties, this letter shall stand immediately and automatically revoked with effect from the IPO Long Stop Date and all amendments to the Articles of Association, under or pursuant to this letter, and any other action taken pursuant to this letter and all waivers granted in connection with this letter shall automatically cease to have effect, without any further action by any Party such that the Investor is placed in the same position and possess the same preferential and other rights that Investor had the benefit of, immediately prior to the effectiveness of this letter and amendment to the Articles of Association contemplated hereunder in accordance with paragraph 3 of this Letter.
6. This letter, the letter dated [July 18, 2022] and the Shareholders' Agreement shall at all times be read together. The Investor undertakes that the contents of this letter shall be kept secret and confidential by me and shall not be disclosed to any person, including any other employee, consultant, representative or advisor of the Company, without the prior written consent of the Company.
7. Notwithstanding anything that may be contained herein, it is hereby clarified that the consents as provided by the Parties under Paragraph 3 of this letter are provided solely in relation to the IPO, and the activities being undertaken in relation thereto.
8. The provisions of Clause 9 (*Miscellaneous*) of the Shareholders' Agreement shall apply *mutatis mutandis* to this letter and are incorporated herein by reference.
9. Any consent granted under this letter in respect of the relevant provisions of the Shareholders' Agreement shall also be deemed to be a consent under the corresponding provisions of the Articles.
10. This letter upon being executed by the undersigned and counter executed by GDISPL and the Company shall constitute a binding agreement.
11. Each Party hereby authorises the Company to deliver a copy of this letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities, in each case, to the extent required in connection with the IPO, under applicable law.
12. All capitalized terms used herein but not specifically defined shall have the same meaning ascribed to it in the Shareholders' Agreement.

Yours sincerely,

For UBR Capital Private Limited

For UBR CAPITAL PVT. LTD.



Name: Binoy Khimji

Designation: Director

Director

ACKNOWLEDGED AND ACCEPTED BY:
For GO DIGIT GENERAL INSURANCE LIMITED



[_____]

Name: Tejas Saraf
Designation: Company Secretary

For GO DIGIT INFOWORKS SERVICES PRIVATE LIMITED



[_____]

Name: Sameer Bakshi
Designation: General Counsel and Company Secretary