



To,

Board of Directors

Go Digit General Insurance Limited

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

Dear Ladies and Gentlemen,

Re: Proposed initial public offering of equity shares (the “Equity Shares”) of Go Digit General Insurance Limited (the “Company”) comprising a fresh issue by the Company (“Fresh Issue”) and an offer for sale of the Equity Shares by certain existing shareholders of the Company (“Offer for Sale” and together with the Fresh Issue, the “Offer”)

We, IIFL Securities Limited, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being included as a book running lead manager to the Offer in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Offer Documents”) intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Maharashtra at Pune (“RoC”), and the stock exchanges, as applicable, where the Equity Shares are proposed to be listed (“Stock Exchanges”) and any other documents or materials in relation to the Offer.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Logo:  **IIFL SECURITIES**

Name: IIFL Securities Limited

Address: 24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013, Maharashtra, India

Telephone Number: (+91 22) 4646 4728

E-mail: godigit.ipo@iiflcap.com

Website: www.iiflcap.com

Contact Person: Harshvardhan Shah/ Pawan Kumar Jain

Investor Grievance e-mail: ig.ib@iiflcap.com

SEBI Registration Number: INM000010940

CIN: L99999MH1996PLC132983

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well informed decision.

As on the date of this letter neither IIFL Securities Limited (IIFL) nor its associates hold Equity

IIFL Securities Limited

Corporate Identity Number: L99999MH1996PLC132983 | SEBI Merchant Banking Registration Number: INM000010940

24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Tel: +91 22 4646 4600 Fax: +91 22 2493 1073

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: info.ib@iiflcap.com; secretarial@iifl.com

• Website: www.iiflcap.com; www.indiaonline.com



Shares in the Company, certain AIFs wherein the associate entities of IIFL act as sponsor or investment manager to the following funds who hold Equity Shares in the Company:

Sr. No	Name of the Investor	No. of Equity Shares held
1	IIFL - Monopolistic Market Intermediaries Fund	1,524,390
2	IIFL Special Opportunities Fund - Series 8	2,134,145

Further, we have not made any buy-back arrangements for purchase of Equity Shares from any person.

We certify that our registration as a merchant banker with SEBI is valid as on date.

We confirm that we are an associate of the Company or of any person making an offer to sell in the Offer as stipulated under Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and other book running lead managers to the Offer ("**Book Running Lead Managers/BRLMs**") until the date when the Equity Shares allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, other Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of IIFL Securities Limited

Pawan Jain
Assistant Vice President
Place: Mumbai
Date: April 2, 2024

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IIFL SECURITIES

2004

01-12-04

Securities Business Form (SF) Ltd. (Mumbai) SF 27621100

मर्चेन्ट बैंककार	फॉर्म B	MERCHANT BANKER
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भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

00 2893 (मर्चेन्ट बैंककार) विनियम, 1992
 (MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)
 (regulation 8)

रजिस्ट्रिकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पृथक् I / ~~II~~ / ~~III~~ / ~~IV~~ में मर्चेन्ट बैंककार के रूप में

I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

IIFL SECURITIES LIMITED
IIFL HOUSE SUN INFOTECH PARK
ROAD NO 16 V PLOT NO B23
MAHARASHTRA
THANE 400604

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रिकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / ~~II~~ / ~~III~~ / ~~IV~~ subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निगमन का प्रबंध जिनके अन्तर्गत प्रोपेक्टस तैयार करना, निगमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आबंधन और अधिक आवेदन धनगणि का प्रतिद्वय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
- *2. निगमन सलाहकार। Investment Adviser
- *3. निगमनों का निम्नांकन। Underwriting of Issues.
- *4. ~~संक्रामक प्रबंध सेवाएं~~। Portfolio Management Services.
- *5. किसी निगमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमन सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
- *6. परामर्शी या सलाहकार। Consultant or Adviser.

(*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)

II. मर्चेन्ट बैंककार के लिए रजिस्ट्रिकरण कोड
 II. Registration Code for the merchant banker is MB / INM000010940

III. यह प्रमाणपत्र This Certificate of registration shall be valid for permanent, unless
 III. This Certificate shall be valid from suspended or cancelled by the Board

तक विधिवान्य होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेन्ट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।
 and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा
 By order

स्थान Place Mumbai
 तारीख Date July 12, 2019

ANUPMA CHADHA
 भारतीय प्रतिभूति और विनियम बोर्ड
 के लिए और उसकी ओर से
 For and on behalf of
 Securities and Exchange Board of India

IIFL Securities Limited

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