

Date: 8th May 2024

To,

Board of Directors

Go Digit General Insurance Limited

1 to 6 Floor, Ananta One,
Pride Hotel Lane, Narveer Tanaji Wadi,
City Survey No.1579,
Shivajinagar, Pune - 411005
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2,
One World Centre,
Plot 841, Jupiter Textile Mill Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

Axis Capital Limited

1st Floor, C-2, Axis House
Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India

HDFC Bank Limited

Investment Banking Group
Unit No. 701, 702 and 702-A, 7th Floor
Tower 2 and 3, One International Centre
Senapati Bapat Marg , Prabhadevi
Mumbai 400 013, Maharashtra, India

IIFL Securities Limited

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

Nuvama Wealth Management Limited

(formerly known as Edelweiss Securities Limited)

801 - 804, Wing A Building No 3
Inspire BKC, G Block
Bandra Kurla Complex
Bandra East
Mumbai 400 051
Maharashtra, India

Statutory Auditors of the Company

Kirtane & Pandit LLP

Chartered Accountants
Fifth Floor, Gopal House
Opp. Harshal Hall, Above HDFC Ltd.
Karve Road, Pune 411029,
Maharashtra, India

PKF Sridhar & Santhanam LLP

Chartered Accountants
201, 2nd Floor, Center Point Building,
Dr. BR Ambedkar Road,
Parel, Mumbai - 400012

(ICICI Securities Limited, Morgan Stanley India Company Private Limited, Axis Capital Limited, HDFC Bank Limited, IIFL Securities Limited and Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*), are collectively referred to as the “**Book Running Lead Managers**” or the “**BRLMs**”)

Dear Sir(s),

Re: Proposed initial public offering of equity shares of face value of ₹10 each (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”)

I am a key managerial personnel of the Company (in accordance with the meaning of “key managerial personnel” under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the Companies Act, 2013. I hereby certify the following information with respect to me and consent to the inclusion of this information in the following manner:

- A. I, Tejas Saraf, hereby consent to be named as a Company Secretary and Compliance Officer of the Company in the red herring prospectus (“**Red Herring Prospectus/RHP**”), the prospectus (“**Prospectus**”) and any other material used in connection with the Offer (collectively, the “**Offer Documents**”) or any other Offer-related material, which is intended to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”), Registrar of Companies, Maharashtra at Pune (“**Registrar of Companies**”) and / or any other regulatory or statutory authority, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer.
- B. I certify that the information in respect of myself as provided in this certificate (including information stated in **Annexure I**) is complete, true, correct and adequate in all respects and not misleading.
- C. I confirm that I am a permanent employee of the Company. Further, I have been associated with the Company since December 6, 2017.
- D. Except as stated below, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as a key managerial person of the Company:

NIL
- E. Except as stated below, I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration, or providing for benefits upon termination of employment:

NIL
- F. I have not entered into any agreement either myself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, except as stated below:

NIL

- G. Except as disclosed below, I do not have a family relationship with any other Key Managerial Personnel, member of senior management or Director of the Company:

NIL

- H. Except as disclosed below, neither I nor any of my relatives (as defined under the Companies Act, 2013, as amended) hold any Equity Shares, warrants, options granted under an employee stock option plan, or any other convertible instrument in the Company, as of the date of this certificate:

Equity Shares including shares allotted under the ESOP Plan and the erstwhile ESPS 2021 (which has been wound up pursuant to the resolutions passed by the Board and Shareholders on 21st March 2023 and 27th March 2023 respectively) in the Company: 20,699

Equity Shares allotted under erstwhile ESPS 2021: 1,115

No. of options granted under the ESOP Plan: 42,994

- I. Except as stated below, I confirm that all Equity Shares held by me are in dematerialized form in accordance with the requirements of the Companies Act, 2013, the rules issued thereunder and the Depositories Act, 1996:

NIL

- J. Except as stated below, I have no intention to sell the Equity Shares allotted to me on exercise of options granted under an employee stock option plan, within three months after the date of listing of the Equity Shares in the Offer.

I have an intention to sell 10,000 Equity Shares allotted to me on exercise of options granted under an employee stock option plan, within three months after the date of listing of the Equity Shares in the Offer.

- K. I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Offer or any such intermediary appointed in connection with the Offer.

- L. I have no interest in the Company:

- Except to the extent of remuneration payable to me and normal reimbursement of any travelling and other incidental expenses, I received a compensation of ₹ 2.30 million in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year) and no benefits in kind [(apart from stock options granted and shares allotted pursuant to an employee stock option plan were granted to me on an individual basis by the Company for services in all capacities to the Company.

- Except to the extent of the shareholding in the Company or stock options under the employee stock option plan of the Company and to the extent of benefits arising out of such shareholding or stock options granted to me, details of which are disclosed below:

Equity Shares including shares allotted under the ESOP Plan and the erstwhile ESPS 2021 (which has been wound up pursuant to the resolutions passed by the Board and Shareholders on 21st March 2023 and 27th March 2023 respectively) in the Company: 20,699

Equity Shares allotted under erstwhile ESPS 2021: 1,115

No. of options granted under the ESOP Plan: 42,994

- Except as disclosed below, I am not a party to any bonus or profit sharing plan of the Company:

NIL

- M. Except as stated below, I am not interested in any contract, agreement or arrangement entered into by the Company and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

NIL

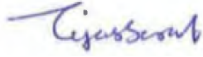
- N. I consent to lock-in the entire pre-Offer capital, except for allotments, if any, pursuant to the ESOP Plan held by me for a period of six months from the date of allotment in the Offer] or for such other time as may be required under the SEBI ICDR Regulations. I undertake to not sell, transfer, charge, create pledge or otherwise encumber locked-in Equity Shares during the period commencing from the date of allotment, until such time that the lock-in remains effective, as above, except as may be expressly permitted under the SEBI ICDR Regulations.
- O. I am familiar with the requirements and restrictions on public communications, as stated in the SEBI ICDR Regulations (and summarised in the memorandum on publicity guidelines circulated by the legal counsels), and agree to abide by the same.
- P. I further confirm that I will not receive any portion of the proceeds of the Offer and there are no material or anticipated transactions to be entered into with me in relation to utilisation of the Offer proceeds.
- Q. I confirm that there is no excessive dependence on me by the Company for the object(s) for which the Offer is being made.
- R. I hereby confirm that no notice has been issued and no action or proceeding has been initiated against me and that I am not the person that has been named in the search result attached in **Annexure II**.
- Not Applicable
- S. I confirm that I do not have any direct shareholding in any of the unlisted distribution partners of the Company as on date.
- T. I confirm that I nor any of my relatives or related parties have any material (shareholding aggregating to 0.5% or more of the equity share capital of a listed distribution partner) direct shareholding in any of the listed distribution partners of the Company as on date.
- U. Except for the funding of acquisitions of Equity Shares by me, as an employee of the Company, I confirm that no acquisitions of Equity Shares by the Employees have been directly or indirectly funded by me.
- V. There are no direct or indirect arrangements or agreements entered into by me, which are adverse or prejudicial to the interest of the minority or public shareholders of the Company.

I undertake to inform the BRLMs promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer.

This certificate may be relied upon by the legal counsels and the BRLMs appointed in relation to the Offer and includes any other merchant banker which is appointed as a book running lead manager for the and are not included in the definition of "BRLM" in this letter. We hereby consent to the extracts of, or reference to, this certificate being used in the Red Herring Prospectus and Prospectus, and other offering materials, as required, in connection with the Offer and for submission to the Securities and Exchange Board of India, RoC, Stock Exchanges and any other authority as may be required by law. We further consent to the aforementioned details being included for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable laws.

Tejas Saraf

Yours faithfully,



Name: Tejas Saraf

Designation: Company Secretary and Compliance Officer

Enclosed: As above

CC:

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

Peninsula Chambers, Peninsula Corporate Park

GK Marg, Lower Parel

Mumbai 400 013

Maharashtra, India

International Legal Counsel to the Book Running Lead Managers

Latham & Watkins LLP

9 Raffles Place

#42-02 Republic Plaza

Singapore 048619

Domestic Legal Counsel to the Company

AZB & Partners

AZB House

Peninsula Corporate Park

Ganpatrao Kadam Marg

Lower Parel

Mumbai 400 013

Maharashtra, India

International Legal Counsel to the Company

Allen Overy Shearman Sterling

21st Floor, Gloucester Tower

The Landmark

15 Queen's Road Central

Hong Kong

Annexure I: Profile of the Key Managerial Personnel

Tejas Saraf is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since December 6, 2017. He holds a bachelor's degree in commerce and law from University of Pune and is an associate member of the Institute of Company Secretaries of India. He has work experience in the field of insurance and corporate laws compliance, secretarial and risk management. Previously, he has worked with Go Digit Infoworks Services Private Limited (formerly Oben Services Private Limited) as Company Secretary from January, 2017 to December, 2017 and with Bajaj Allianz Life Insurance Company Limited as an Assistant Company Secretary from January, 2014 to November, 2016 and from November, 2010 to March, 2012. The total remuneration paid to him in Fiscal 2024 was ₹ 2.30 million.

Tejas Saraf

Annexure II

Nil