

Kirtane & Pandit LLP

Chartered Accountants
Fifth Floor, Gopal House
Opp. Harshal Hall, Above HDFC Ltd.
Karve Road, Pune 411038,
Maharashtra, India

PKF Sridhar & Santhanam LLP

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

CONSENT LETTER

Date: May 08, 2024

To:

The 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 411 005
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 – 400051
Maharashtra, India

(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**”)

Re: Proposed initial public offering of equity shares of (the “Equity Shares” and such offering, the “Offer”) of Go Digit General Insurance Limited (the “Company”) and an offer for sale by certain existing Shareholders of the Company (the “Offer” or “Offering”)

We, Kirtane & Pandit LLP, Chartered Accountants and PKF Sridhar & Santhanam LLP, Chartered Accountants, the joint statutory auditors of the Company, have been informed that the Company intends to file the red herring prospectus (the “**RHP**”) with the Securities and Exchange Board of India

(“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”) and the Registrar of Companies, Maharashtra at Pune (“**Registrar of Companies**”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), IRDAI (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024 (the “**IRDAI Capital Issuance Regulations**”) and subsequently proposes to file (i) Prospectus with SEBI, the Stock Exchanges and the Registrar of Companies (the “**Prospectus**”); and (ii) any other documents or materials to be issued in relation to the Offer (collectively with the RHP and Prospectus, the “**Offer Documents**”).

We hereby consent to use our reports in the Offer Documents relating to (i) Restated Financial Information; (ii) Statement of Tax Benefits, and (iii) the certificates published in the Offer Documents.

We also consent to the references to us as “*Auditors*”, “*Joint Auditors*” or “*Joint Statutory Auditors*” under the headings “*Definitions and Abbreviations*”, “*General Information*”, “*Other Regulatory and Statutory Disclosures*” and any other sections in the Offer Documents as required under Section 26 of the Companies Act, 2013 and references to us as “*Experts*” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in our capacity as the joint statutory auditors of the Company and in respect of the reports and certificates issued by us included in the Offer Documents.

The following information in relation to us may be specifically disclosed:

Kirtane & Pandit LLP

5th Floor, Wing A, Gopal House,
S. No. 127/1B/1, Plot A1,
Opp. Harshal Hall, Kothrud,
Pune - 411038, Maharashtra, India
Email: parag.pansare@kirtanepandit.com
Telephone: + 91 (20) 6729 5100
Firm registration number: 105215W/W100057
Peer review number: 011987

PKF Sridhar & Santhanam LLP

T8 & T9 Gem Plaza, 3rd Floor,
66 Infantry Road,
Bangalore 560001,
Karnataka, India
Email: dhiraj@pkfindia.in
Telephone: + 91 (80) 25590553
Firm registration number: 003990S/S200018
Peer review number: 011985

We confirm that we are the Joint Statutory Auditors and are not and have not been engaged or interested in the formation or promotion or management of the Company and are in compliance with section 26(5) of the Companies Act, 2013.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to BRLMs) or letters included in the Offer Documents. Neither we nor our affiliates shall not be liable to any investor or BRLMs or any other third party in respect of the Offer. Further, the Company agrees to indemnify us and hold harmless from all third party (including investors and BRLMs) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for the reports, the certificates and the statement of tax benefits and the information provided through this consent letter

that we have issued, covered by our consent above and are included in the Offer Documents or (ii) limit our responsibility for any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities or contractually agreed to by us.

We confirm that we will immediately communicate any changes in writing in the above information to the BRLMs until the date of filing of the Prospectus with Registrar of Companies. In the absence of any such communication from us, BRLMs and the legal advisors, each to the Company and the BRLMs, can assume that there is no change to the above information.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

We also authorize you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, ROC, the stock exchanges or any other regulatory authorities as required by law.

Yours Sincerely,

For Kirtane & Pandit LLP

ICAI Firm Registration No: 105215W/W100057

For PKF Sridhar & Santhanam LLP

ICAI Firm Registration No: 003990S / S200018

Parag Pansare
Partner
Membership No. 117309

UDIN: 24117309BKCBAX4059
Date: May 08, 2024
Place: Pune, India

Dhiraj Kumar Birla
Partner
Membership No. 131178

UDIN: 24131178BKFIZR2559
Date: May 08, 2024
Place: Mumbai, India

Encl: As above

CC:

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
Peninsula Chambers, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

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 Book Running Lead Managers

Latham & Watkins LLP
9 Raffles Place
#42-02 Republic Plaza
Singapore 048619

International Legal Counsel to the Company

Allen Overy Shearman Sterling
21st Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong