

ANNEXURE C

Date: 14th August 2022

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 - 411005
Maharashtra, India

Dear Sirs,

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, Mr. Nikunj Hirendra Shah, son of Mr. Hirendra Shah and Mrs. Sohag Hirendra Shah, wife of Mr. Hirendra Shah residing at apartment no. 1004, One ICC, G D Ambekar Marg, Dadar East, Mumbai 400014, holder of passport number Z6468338 (Nikunj) & Z6477259 (Sohag), respectively,, do confirm that we jointly hold 13778 Equity Shares, representing negligible % of the pre-Offer Equity Share capital of the Company.

We have been informed by the Company that it is proposing to undertake the Offer through an offer for sale of Equity Shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Companies Act, 2013, as amended and rules made thereunder and other applicable laws.

We further confirm that we are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended.

The weighted average price at which the Equity Shares were acquired by us in the last one year is ₹ 314.

The average cost of acquisition of Equity Shares held by us is ₹ 250.57.

The details in relation to our shareholding, average cost of acquisition for such shareholding and weighted average price at which the Equity Shares were acquired by me in the last one year are included in **Annexure A**.

Consents

We hereby consent to the inclusion of up to 3,778 Equity Shares (the “**Offered Shares**”) held by us in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**”) and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer, wherever applicable, to be filed with Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Maharashtra at Pune (the “**RoC**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”) and the approval of any other regulatory or statutory authority, if required.

We hereby consent to the inclusion of our name and details as a selling shareholder and any other information as required under SEBI ICDR Regulations and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Maharashtra at Pune (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

We hereby consent that our entire pre-Offer shareholding, excluding the Offered Shares which will be sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

Acknowledgments

We acknowledge that incomplete or deficient consent letter may, and consent letter received after the due date as prescribed by the Company, will be rejected by the Company. In the event that the Company receives multiple consent letters from us, the Company may reject such multiple consent letters or consider the last received valid consent letter.

We confirm that we are legally permitted to participate in the Offer and are not prohibited or restricted from offering the Offered Shares for sale in the Offer under any applicable laws or pursuant to any order or notice of SEBI or any other governmental, regulatory or statutory authority, whether in India or otherwise.

We acknowledge that the size of the Offer is yet to be finalised and will be approved by the Board based on several factors, including but not limited to:

- a. the funding requirements of the Company, *i.e.*, the number of Equity Shares to be issued by the Company or the amount to be raised by the Company by way of the Fresh Issue;
- b. the aggregate number of Equity Shares sought to be offered for sale by the Selling Shareholders, which will be accepted towards the Offer for Sale in full or on a proportionate basis, as the case may be; and
- c. other relevant factors, including the prevailing market conditions at the time of filing the DRHP with SEBI and at the time of undertaking the IPO.

We acknowledge and agree that priority with respect to allocation and allotment / transfer of the Equity Shares pursuant to the Offer, will be accorded in the following order:

- a. 90% of the Fresh Issue; and
- b. the remaining 10% of the Fresh Issue, and the Equity Shares offered in the Offer for Sale by the Selling Shareholders shall be allocated and allotted / transferred to the successful bidders in the Offer on a proportionate basis.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to the applicable provisions of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the SEBI, the Stock Exchanges and any other regulatory or statutory authority as may be required in relation to the Offer and in accordance with applicable law and/or for the records to be maintained by the Book Running Lead Managers and in each case in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the “BRLMs”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.


This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

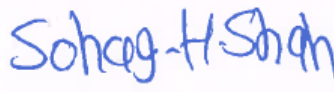
We also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date. I hereby consent for this certificate being included for the records to be maintained by the Book Running Lead Managers in connection with the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

I undertake to keep all information pertaining to the Offer confidential.

Yours faithfully,

Signed by

Mr. Nikunj Shah


Mrs. Sohag Shah

Encl.: As above

cc:

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

Edelweiss Financial Services Limited

6th Floor, Edelweiss House
Off C.S.T. Road, Kalina
Mumbai-400 098
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre
Kamala City, Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India

HDFC Bank Limited

Investment Banking Group
Unit No 401 & 402, 4th Floor,
Tower B Peninsula Business Park,
Lower Parel, Mumbai – 400 013
Maharashtra, India

Cyril Amarchand Mangaldas

Peninsula Chambers, Peninsula Corporate Park
GK Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

Latham & Watkins LLP

9 Raffles Place
#42-02 Republic Plaza
Singapore 048619

AZB & Partners

AZB House
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013
Maharashtra, India

Shearman and Sterling LLP

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