

CONSENT FROM SELLING SHAREHOLDERS

Date: 27.03.2023

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 Sir(s)/Ma'am(s),

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. Subramaniam Vasudevan and Mrs. Shanti Subramaniam, son of Mr. A R Vasudevan and daughter of Mr. R Gopalakrishnan, respectively, both citizens of India, residents of Mumbai, Maharashtra, India and residing at 1/1 Kastur Kunj Sir Bhalchandra Road Matunga, Mumbai 400019, holder of passport number V2786259 (Subramaniam) and V2785258 (Shanti), do confirm that we jointly hold 9,184 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 ₹ NA.

The average cost of acquisition of Equity Shares held by us is ₹ 221.23.

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 us in the last (i) one year (ii) three years; and (iii) eighteen months are included in **Annexure A**.

Consents

We hereby consent to the inclusion of up to 3,000 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 dated August 14, 2022 ("Previous DRHP") filed by Company with 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") pursuant to our consent letter dated August 14, 2022, and will be mentioned in the amended and restated draft red herring prospectus ("Re-Submitted DRHP", and collectively with the "Previous DRHP", the "DRHP") intended to be re-submitted with SEBI and Stock Exchanges and 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 SEBI, Registrar of Companies, Maharashtra at Pune (the "RoC") and Stock Exchanges where the Equity Shares are proposed to be listed and the approval of any other regulatory or statutory authority, if required.

I 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 re-submitted by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed, the RHP and the Prospectus which the Company intends to file with 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, along with our consent letter dated August 14, 2022, 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 (the “BRLMs”) 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 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 BRLMs in connection with the Offer.

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

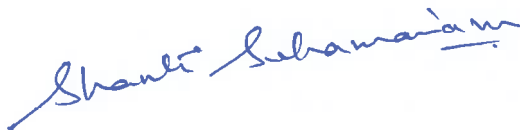
I undertake to keep all information pertaining to the Offer confidential.

Yours faithfully,

Signed by



Mr. Subramaniam Vasudevan
Encl.: As above



Mr. Shanti Subramaniam

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

ANNEXURE A

A. Build-up of selling shareholder's shareholding in the Company

Name of the selling shareholder	Date of allotment / acquisition / transfer	Nature of consideration (cash/other than cash)	Nature of transaction (allotment/ acquisition/ transfer)	No. of Equity Shares allotted/ acquired/transferred	Face value (₹)	Issue/ acquisition/transfer price per Equity Share (₹)	Pre-Offer %
Subramaniam Vasudevan JW Shanti Subramaniam	28/04/2021	Cash	Allotment	6000	10	172	Negligible
	12/11/2021	Cash	Transfer	3184	10	314	Negligible
Total				9184			-

B. Average cost of acquisition per Equity Share

Average cost of acquisition per Equity Share is ₹ 221.23.

C. Weighted average price at which the Equity Shares were acquired by the selling shareholder in the last one year

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

D. Weighted average price at which the Equity Shares were acquired by the selling shareholder in the last three years

The weighted average price at which the Equity Shares were acquired by us in the last three years is ₹ 221.23.

E. Weighted average price at which specified securities were acquired by the Shareholders in the one year preceding the date of the Draft Red Herring Prospectus - NA

S. No.	Name of the Shareholder	Number of Equity Shares acquired in the one year preceding the date of the Draft Red Herring Prospectus	Weighted average price per Equity Share (in ₹)
<i>Selling Shareholder</i>			
1.	Subramaniam Vasudevan JW Shanti Subramaniam	NA	NA

F. Weighted average price at which specified securities were acquired by the Shareholders in the three years preceding the date of the Draft Red Herring Prospectus

S. No.	Name of the Shareholder	Number of Equity Shares acquired in the three years preceding the date of the Draft Red Herring Prospectus	Weighted average price per Equity Share (in ₹)
<i>Selling Shareholder</i>			
1.	Subramaniam Vasudevan JW Shanti Subramaniam	9,184	221.23

G. Weighted average price at which specified securities were acquired by the Shareholders in the last 18 months preceding the date of the Draft Red Herring Prospectus

S. No.	Name of the Shareholder	Number of Equity Shares acquired in the last 18 months preceding the date of the Draft Red Herring Prospectus	Weighted average price per Equity Share (in ₹)
<i>Selling Shareholder</i>			
1.	Subramaniam Vasudevan JW Shanti Subramaniam	3,184	314