

Date: 19<sup>th</sup> December 2025

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 001  
**BSE Scrip Code: 544179**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G Bandra Kurla  
Complex, Bandra (East), Mumbai – 400 051  
**NSE Symbol: GODIGIT**

**Subject: Outcome of Board Meeting held on Friday, 19<sup>th</sup> December 2025 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (“SEBI Listing Regulations”)**

Dear Sir/Madam,

We wish to inform you that the Board of Directors (“**Board**”) of Go Digit General Insurance Limited (the “Company” or “Transferee Company”), at its meeting held today i.e., on Friday, 19<sup>th</sup> December 2025, and after considering the respective recommendations of the Audit Committee and Independent Directors of the Company have approved the scheme of amalgamation amongst Go Digit Infoworks Services Private Limited (“Transferor Company”) and the Company and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 as may be applicable and the rules framed thereunder (“Scheme”).

The Scheme is subject to, inter alia, receipt of approvals from the shareholders and creditors of the Company, as may be directed by the National Company Law Tribunal, Mumbai Bench, BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India (“SEBI”), Insurance Regulatory and Development Authority of India (“IRDAI”), Competition Commission of India and approval of other regulatory or statutory authorities as may be required.

The details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 regarding the Scheme are enclosed as **Annexure I**.

The meeting of the Board of the Company started at 7:24 p.m. and concluded at 7:43 p.m.

A press release issued by the Company on the Scheme is also attached as **Annexure II**.

We request you to kindly take the above intimation on record.

Thanking you,  
Yours faithfully,  
**For Go Digit General Insurance Limited**

**Tejas Saraf**  
**Company Secretary & Compliance Officer**

## Annexure I

**Details of the Scheme under Regulation 30 of the SEBI Listing Regulations read with the SEBI Master circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024**

| S. No     | Particulars   | Details  |  |   |  |
|-----------|---|--|--|---|--|
| 1.        | Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc.          | <b>Name of the Company</b>   | <b>Total Assets as at 30<sup>th</sup> September 2025 (Audited)</b><br>Amount in Lakhs (₹)          | <b>Net Worth as at 30<sup>th</sup> September 2025 (Audited)</b><br>Amount in Lakhs (₹)          | <b>Turnover as at 30<sup>th</sup> September 2025 (Audited)</b><br>Amount in Lakhs (₹)          |
|           |   | Go Digit Infoworks Services Private Limited – (“Transferor Company”/ “GDISPL”)<br>Standalone   | 1,08,106   | 1,07,560  | 599  |
|           |   | <b>Name of the Company</b>   | <b>Total Assets as at 30<sup>th</sup> September 2025 (Limited Reviewed)</b><br>Amount in Lakhs (₹) | <b>Net Worth as at 30<sup>th</sup> September 2025 (Limited Reviewed)</b><br>Amount in Lakhs (₹) | <b>Turnover as at 30<sup>th</sup> September 2025 (Limited Reviewed)</b><br>Amount in Lakhs (₹) |
|           |   | Go Digit General Insurance Limited (“Transferee Company”/ “GDGIL”)   | 23,28,963  | 4,29,016  | 5,64,925   |
| 2. F72.21 | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length” | <p>Yes. However, in accordance with the General Circular No. 30/2014 dated 17<sup>th</sup> July 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, (“Companies Act”) are not subject to the requirements of Section 188 of the Companies Act.</p> <p>As the Scheme involves Promoter of the Transferee Company, it will require approval of majority of public shareholders of the Company</p> |  |   |  |

| S. No | Particulars                         | Details   |
|-------|-------------------------------------|---|
|       |                                     | <p>in accordance with paragraph (A) 10(a) and (b) of the Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI regarding Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957.</p> <p>Further, the transactions contemplated in the Scheme are being undertaken at arms' length and the share exchange ratios have been arrived at on the basis of the valuation report dated 19<sup>th</sup> December 2025 issued by RBSA Valuation Advisors LLP, registered valuers ("<b>Valuation Report</b>"). Ernst &amp; Young Merchant Banking Services LLP, a SEBI Registered Merchant Banker has issued a fairness opinion dated 19<sup>th</sup> December 2025 in relation to the Valuation Report.</p>  |
| 3.    | Area of business of the Entity(ies) | <p><b>Transferor Company:</b> The Transferor Company is authorised to engage in the business of consultancy and advisory services in all areas of information technology and facilitation management services. The Transferor Company has ceased carrying on such business activities. .</p> <p><b>Transferee Company:</b> The Company is an IRDAI registered general and health insurance company with a specialized focus on general insurance business.</p>  |
| 4.    | Rationale for amalgamation/ merger  | <p>The proposed amalgamation will, inter alia, result in the following benefits:</p> <ul style="list-style-type: none"> <li>(i) The amalgamation would lead to simplification of the structure and reduction of shareholding tiers. The holding of shares in the Transferee Company will enable the shareholders to contribute to the Transferee Company's capital infusion needs, and growth objectives.</li> <li>(ii) Simplifies the corporate structure, reducing administrative overheads, formalities and compliance requirements associated with maintaining multiple companies.</li> <li>(iii) The amalgamation pursuant to this Scheme would also demonstrate the Transferor Company's shareholders' direct commitment to and engagement with the Transferee Company.</li> <li>(iv) The amalgamation will further strengthen the Transferee Company's ownership structure.</li> <li>(v) Eliminate the complexity of the holding company structure, and result in a simplified structure of holdings, which will also</li> </ul> |

| S. No | Particulars   | Details   |
|-------|---|---|
|       |   | be in line with the regulatory intent to move towards leaner holding structures in the insurance business, with fewer layers.   |
| 5.    | In case of cash consideration – amount or otherwise share exchange ratio; | <p>No cash consideration is payable under the Scheme.</p> <p>Upon coming into effect of the Scheme and in consideration for the for the transfer and vesting of the Transferor Company into the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot at par, equity shares as follows:</p> <p>(i) For every 1000 fully paid-up equity share of ₹ 10 each held in the Transferor Company, the equity shareholders of the Transferor Company as on the Record Date (as defined under the Scheme) will receive 2,62,589 equity shares of ₹ 10 each of the Transferee Company;</p> <p>(ii) For every 1000 fully paid-up CCPS 1 (as defined in the Scheme), the preference shareholders of the Transferor Company as on the Record Date (as defined under the Scheme) will receive 55,925 equity shares of ₹ 10 each of the Transferee Company;</p> <p>(iii) For every 1000 fully paid-up CCPS 2 (as defined in the Scheme), the preference shareholder of the Transferor Company as on the Record Date (as defined under the Scheme) will receive 36,694 equity shares of ₹ 10 each of the Transferee Company.</p> <p><b>The pre-scheme and post-scheme shareholding of GDGIL is covered in point no. 6 below.</b></p> |
| 6.    | Brief details of change in shareholding pattern (if any) of listed entity | <p>The promoters of GDGIL will continue as before, except for GDISPL, which will amalgamate into GDGIL.</p> <p>Post amalgamation, the Promoter's shareholding in GDGIL will marginally increase from 72.17% to 72.20% on fully diluted basis, reflecting a nominal increase of ~0.03%, due to additional shares to be issued against available net assets, including cash available in GDISPL. The additional shares of GDGIL will be issued at a price of ₹ 375.10 per share, which is at premium to current market price.</p> <p>The Scheme, inter alia, envisages issue of equity shares by the Transferee Company to the shareholders of the Transferor Company, as per the share exchange ratios stated in Point 5 above, and the consequent change in shareholding in the Transferee Company, will be as under:</p>   |

| S. No                       | Particulars         | Details  |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
|-----------------------------|---------------------|--|----------|---------------|---|-----------------------------|--------------|--------|--------|--------------|--------|------------------|-------------|-------|--------------|---------------------|----------------|----------|---------------|---|-----------------------------|--------------|--------|--------|--------------|--------|------------------|-------------|-------|--------------|---------------------|----------------|
|                             |                     | <p>Pre-Scheme shareholding pattern*:</p> <table> <tr> <th>Category</th><th>No. of Shares</th><th>%</th></tr> <tr> <td>Promoter and Promoter Group</td><td>67,49,03,272</td><td>72.18%</td></tr> <tr> <td>Public</td><td>24,88,17,498</td><td>26.61%</td></tr> <tr> <td>ESOP Outstanding</td><td>1,13,20,376</td><td>1.21%</td></tr> <tr> <td><b>Total</b></td><td><b>93,50,41,146</b></td><td><b>100.00%</b></td></tr> </table> <p><i>*Shareholding pattern on fully diluted basis as on 18<sup>th</sup> December 2025</i></p> <p>Post-Scheme shareholding pattern*:</p> <table> <tr> <th>Category</th><th>No. of Shares</th><th>%</th></tr> <tr> <td>Promoter and Promoter Group</td><td>67,60,73,017</td><td>72.21%</td></tr> <tr> <td>Public</td><td>24,88,17,498</td><td>26.58%</td></tr> <tr> <td>ESOP Outstanding</td><td>1,13,20,376</td><td>1.21%</td></tr> <tr> <td><b>Total</b></td><td><b>93,62,10,891</b></td><td><b>100.00%</b></td></tr> </table> <p><i>*Shareholding pattern on fully diluted basis as on 18<sup>th</sup> December 2025</i></p> <p>Upon the Scheme becoming effective, the Transferor Company will amalgamate with Transferee Company, and the Transferor Company will dissolve without winding-up.</p> | Category | No. of Shares | % | Promoter and Promoter Group | 67,49,03,272 | 72.18% | Public | 24,88,17,498 | 26.61% | ESOP Outstanding | 1,13,20,376 | 1.21% | <b>Total</b> | <b>93,50,41,146</b> | <b>100.00%</b> | Category | No. of Shares | % | Promoter and Promoter Group | 67,60,73,017 | 72.21% | Public | 24,88,17,498 | 26.58% | ESOP Outstanding | 1,13,20,376 | 1.21% | <b>Total</b> | <b>93,62,10,891</b> | <b>100.00%</b> |
| Category                    | No. of Shares       | %  |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| Promoter and Promoter Group | 67,49,03,272        | 72.18%   |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| Public                      | 24,88,17,498        | 26.61%   |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| ESOP Outstanding            | 1,13,20,376         | 1.21%  |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| <b>Total</b>                | <b>93,50,41,146</b> | <b>100.00%</b>   |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| Category                    | No. of Shares       | %  |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| Promoter and Promoter Group | 67,60,73,017        | 72.21%   |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| Public                      | 24,88,17,498        | 26.58%   |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| ESOP Outstanding            | 1,13,20,376         | 1.21%  |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |
| <b>Total</b>                | <b>93,62,10,891</b> | <b>100.00%</b>   |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |          |               |   |                             |              |        |        |              |        |                  |             |       |              |                     |                |

## **Go Digit Infoworks Service Private Limited to Amalgamate with Go Digit General Insurance Limited**

**Bengaluru, 19 December 2025:** Go Digit General Insurance Limited ("GDGIL"), one of India's leading new-age general insurance companies, announces that its Board of Directors have approved a proposal to amalgamate its holding company, Go Digit Infoworks Services Private Limited ("GDISPL"), with GDGIL, subject to customary statutory, regulatory, shareholder and third party approvals.

The proposed amalgamation will be carried out through a scheme of amalgamation under applicable law and will be subject to approvals from shareholders, creditors, regulator(s), statutory authorities, and the jurisdictional bench of the Hon'ble National Company Law Tribunal ("NCLT"), as required.

### **Strategic Rationale**

The proposed amalgamation reflects the promoters' long-term commitment to GDGIL and its growth trajectory. By simplifying the ownership structure, GDGIL aims to:

- enhance value by creating direct alignment between shareholders and the operating business;
- support a leaner, more efficient corporate structure; and
- position the company for scalable growth and innovation.

The proposed amalgamation is also aligned with the broader regulatory objective of encouraging simpler ownership structures in the insurance sector.

### **Management and Governance**

- There will be no change in the governance, management or operating structure of GDGIL.
- The promoters of GDGIL will continue as before, except for GDISPL, which will amalgamate into GDGIL.
- The composition of the GDGIL Board will remain unchanged, and the current leadership team will continue to drive strategy and execution.

### **Share Exchange and Shareholding Structure**

- Pursuant to the amalgamation, shareholders of GDISPL will receive equity shares of GDGIL in accordance with the share exchange ratio as approved under the Scheme. The detailed shareholding of GDGIL pre and post amalgamation is given below.
- Post amalgamation, the Promoter's shareholding in GDGIL will marginally increase from 72.17% to 72.20% on fully diluted basis, reflecting a nominal increase of ~0.03%, due to additional shares to be issued against available net assets, including cash available in GDISPL. The additional shares of GDGIL will be issued at a price of ₹ 375.10 per share, which is at premium to current market price.

### **Shareholding Pattern**

Following the amalgamation, there will be limited changes in the promoters' shareholding as noted above, and public shareholding and ESOP levels will remain broadly unchanged.

**A detailed pre- and post-amalgamation shareholding table of GDGIL is provided below:**

| Name of Shareholder(s)                      | Current Shareholding* % | Post Amalgamation Shareholding* % |
|---|-------------------------|-----------------------------------|
| Promoters and Promoter group:               | <b>72.18%</b>           | <b>72.21%</b>                     |
| <b>Promoters</b>                            | <b>72.17%</b>           | <b>72.20%</b>                     |
| Go Digit Infoworks Services Private Limited | 72.17%                  |                                   |
| Oben Ventures LLP                           |                         | 10.63%                            |
| Kamesh Goyal                                |                         | 4.29%                             |
| FAL Corporation                             |                         | 57.28%                            |
| <b>Promoter Group</b>                       | <b>0.01</b>             | <b>0.01</b>                       |
| Public shareholders                         | <b>26.61%</b>           | <b>26.58%</b>                     |
| ESOP outstanding                            | <b>1.21%</b>            | <b>1.21%</b>                      |
| <b>Total</b>                                | <b>100.00%</b>          | <b>100.00%</b>                    |

*\*Shareholding pattern on fully diluted basis as on 18<sup>th</sup> December 2025*

## About Go Digit General Insurance Limited

Founded by Kamesh Goyal in 2016, Go Digit General Insurance Limited (“Digit Insurance” / “GDGIL”) is a publicly listed general insurance company and is one of the leading new-age insurance companies in India. It leverages its technology to power what it believes to be an innovative approach to product design, distribution and customer experience for non-life insurance products. With its Registered Office in Pune and Corporate Office in Bengaluru, Digit Insurance is one of the first non-life insurers in India to be fully operating on cloud. Digit Insurance won the General Insurance Company of the Year Award 2024 at the prestigious Asia Insurance Industry Awards 2024, Singapore. GDGIL is also part of the Fortune India 500 List (Ranked 349) and Hurun India 500 List 2023 (ranked 146th out of 500 most valuable companies). It was ranked 5th at LinkedIn 2024 Top Companies to Work for and is also a certified Great Place to Work for four years in a row. Digit Insurance offers motor insurance, health insurance, travel insurance, property insurance, marine insurance, liability insurance and other insurance products, which the customer can customize to meet his or her needs. Digit Insurance, through its tech-enabled process, focuses on product innovations to help satisfy real unmet insurance needs.

### For further media queries:

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