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Private and Confidential

Recommendation of Share Exchange Ratio for the
proposed amalgamation of Go Digit Infoworks Services
Private Limited with Go Digit General Insurance Limited

Report Reference No: RVA2526BOMRRN183

Date: December 19, 2025

The Audit Committee and The Board of Directors

Go Digit General Insurance Limited
1st to 6th Floor, Ananta One, Pride Hotel Lane
Narveer Tanaji Wadi, City Survey No. 1579
Shivajinagar, Pune 411005

Subject: Recommendation of Share Exchange Ratio for the proposed amalgamation of Go Digit Infoworks Services Private Limited with Go Digit General Insurance Limited

Dear Sir,

We refer to the engagement letter dated December 14, 2025 whereby RBSA Valuation Advisors LLP ("RBSA" or the "Valuer") has been appointed by Go Digit General Insurance Limited ("GDGIL" or "Client" or the "Company"), for recommending fair share exchange ratio ("Share Exchange Ratio") for the proposed amalgamation of Go Digit Infoworks Services Private Limited ("GDISPL") with Go Digit General Insurance Limited, pursuant to a scheme of arrangement (the "Scheme") under section 230 to 232 and other applicable provisions of the Companies Act, 2013, relevant SEBI guidelines and other regulatory requirements (the "Proposed Transaction").

GDISPL and GDGIL are together referred to as the "Specified Companies".

The Share Exchange Ratio for this report refers to the number of equity shares of GDGIL to be issued to the equity shareholders and compulsorily convertible preference shareholders of GDISPL as a consideration for the Proposed Transaction.

1. CONTEXT AND PURPOSE OF THIS REPORT

- 1.1 Go Digit General Insurance Limited, incorporated on December 7, 2016, is engaged in the business of providing all kinds of general insurance or assurance business. The Company is registered with the Insurance Regulatory and Development Authority of India ("IRDAI") for transacting in general insurance and health insurance business. The equity shares of GDGIL are listed on the National Stock Exchange of India ("NSE") and the BSE Limited ("BSE") and it is a subsidiary of GDISPL.
- 1.2 Go Digit Infoworks Services Private Limited ("GDISPL") is the promoter and the holding company of GDGIL and holds ~72.17% equity stake on a fully diluted basis in GDGIL as at the Valuation Date. The share capital of GDISPL comprises 10,22,934 equity shares of INR 10 each, 63,00,000 compulsorily convertible preference shares of INR 1,000 each ("CCPS 1") and 15,00,000 CCPS of INR 1,000 each ("CCPS 2"). CCPS 1 and CCPS 2 are together referred to as "CCPS". Equity shares and CCPS of GDISPL are not listed on any stock exchanges.

1.3 Proposed Transaction

We understand that the amalgamation of GDISPL with GDGIL is being evaluated by the Specified Companies, pursuant to the Scheme. As consideration for the Proposed Transaction, equity shares of GDGIL will be issued to the equity shareholders and CCPS holders of GDISPL.



1.4 Scope of Work and Purpose of Valuation

- 1.4.1 The management of GDGIL (the “Management”) has appointed RBSA Valuation Advisors LLP, a registered valuer entity under section 247 of the Companies Act, 2013, to submit a report recommending the Share Exchange Ratio for Proposed Transaction, for consideration of the Board of Directors of GDGIL.
- 1.4.2 The scope of our engagement is to conduct a relative (and not absolute) valuation of the equity shares of GDGIL and equity shares and CCPS of GDISPL as of the Valuation Date (as defined below) and recommend the Share Exchange Ratio for the Proposed Transaction, in accordance with generally accepted valuation principles and ICAI Valuation Standards (“ICAI VS”) to the extent applicable.
- 1.4.3 This Report will be placed before the Board of Directors of GDGIL and, to the extent required under applicable law, may be submitted to shareholders of GDGIL, BSE, NSE, the Securities and Exchange Board of India (“SEBI”), National Company Law Tribunal (“NCLT”) and other regulatory authorities in connection with the Scheme. For the purpose of this Report, the valuation date considered is December 18, 2025 (“Valuation Date”).
- 1.5 This Report is deliverable for the above engagement. This Report must be read in entirety and not in parts, together with the documents and information referred to herein.
- 1.6 We would like to emphasize that certain terms of the Proposed Transaction are stated in our Report, however, the detailed terms of the Proposed Transaction would be more fully described and explained in the Scheme between the Specified Companies. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the relevant Scheme document.
- 1.7 This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

2. SOURCES OF INFORMATION

- 2.1 In connection with this exercise, we have used the following information provided by/ on behalf of the Management and/or obtained from public domain for arriving at the Share Exchange Ratio of the Specified Companies for the Proposed Transaction.

GDGIL

- Audited financial statements of GDGIL for financial year (“FY”) FY23, FY24 and FY25 and limited reviewed unaudited financial statements of GDGIL for the period ended September 30, 2025;
- Financial Projections of GDGIL from October 1, 2025 to March 31, 2030, which represents Management’s best estimate of the expected performance of GDGIL going forward (“Management Projections”);
- Shareholding pattern of GDGIL as at the Valuation Date;



GDISPL

- Standalone and consolidated audited financial statements of GDISPL for FY23 and FY24;
- Standalone and consolidated audited financial statements of GDISPL for 18 months period ended September 30, 2025;
- Unaudited management certified standalone financial statements of GDISPL for the period October 1, 2025 to December 15, 2025;
- Key terms of CCPS;
- Equity and CCPS shareholding pattern of GDISPL as at the Valuation Date;

Other Information

- Draft Scheme of Amalgamation;
- Subscribed databases such as Capital IQ and information available in public domain;
- Discussions and correspondence with the management of the Specified Companies;
- Besides above information and documents, there may be other information provided by/ on behalf of the Management which may not have been perused by us in detail, if not considered relevant for the defined scope.

2.2 The Management has informed us that:

- Till the Proposed Transaction becomes effective:
 - i. there would not be any material variation in the share capital of the Specified Companies (except to the extent of issue of equity shares pursuant to the exercise of employee stock options in the normal course of business), without approval of the shareholders and other relevant authorities;
 - ii. Neither of the Specified Companies would declare any substantial dividends having materially different yields as compared to past few years;
- There are no unusual/ abnormal events which may materially affect the operating/financial performance subsequent to their latest financial statements till the Report date.

2.3 The Management have been provided with the opportunity to review the draft Report (excluding the recommended Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final Report.

2.4 The Management has informed us that Ernst & Young Merchant Banking Services LLP ("Fairness Opinion Provider") has been appointed by GDGIL to provide a fairness opinion on the Share Exchange Ratio recommended by RBSA in connection with the Proposed Transaction. At the request of the Management, we had discussions with the Fairness Opinion Provider regarding the valuation procedures, valuation approach and methodology adopted and key valuation parameters considered by us.

3. VALUATION PROCEDURES

The procedures used in our valuation included such substantive steps as we considered necessary under the circumstances, including but not limited to the following:

- Discussion with the Management to:
 - a) Understand the operations of the Specified Companies;
 - b) Enquire about the historical financial performance, current state of affairs of the Specified Companies;
 - c) Enquire about business plans and future performance estimates, as applicable



- Undertook Industry Analysis:
 - a) Research on publicly available market data on the industry that may impact the valuation.
 - b) Analysis of key trends and valuation multiples of comparable companies using:
 - i. Valuer internal transactions database
 - ii. Proprietary databases subscribed by the Valuer
 - c) Other publicly available information.
- Analysis of Management Projections.
- Consider market price and trading volume of equity shares of GDGIL on BSE and NSE;
- Consider key terms of CCPS;
- Obtaining and analysing data of peers available in public domain, as deemed relevant by us for the purpose of the present exercise;
- Selection of appropriate internationally accepted valuation methodology / (ies) after deliberations;
- Determination of relative value of equity shares of GDGIL and equity shares and CCPS of GDISPL.
- Arrived at the Share Exchange Ratio for the Proposed Transaction.

4. DISCLOSURE OF THE REGISTERED VALUER'S INTEREST OR CONFLICT, IF ANY AND OTHER AFFIRMATIVE STATEMENTS

- 4.3 We do not have any financial interest in the Specified Companies, nor do we have any conflict of interest in carrying out this valuation, as of the date of the engagement letter till the Report Date.
- 4.4 Further, the information provided by the Management has been appropriately reviewed in carrying out the valuation. Sufficient time and information were provided for us to carry out the valuation.

5. SHAREHOLDING PATTERN OF SPECIFIED COMPANIES

5.1. Go Digit General Insurance Limited ("GDGIL")

The issued and subscribed share capital of GDGIL as at the Valuation Date comprises 92,37,20,770 equity shares of face value of INR 10 each. Equity shareholding pattern of GDGIL as at the Valuation Date is summarized below:

Particulars	No. of equity shares #	Shareholding %
Promoter and Promoter Group	67,49,03,272	73.06%
Public shareholders	24,88,17,498	26.94%
Total no. of equity shares	92,37,20,770	100.00%

Face Value of INR 10 each

Source: Information provided by the Management

We understand from the Management that as at the Valuation Date, 1,13,20,376 Employee Stock Options ("ESOPs") of GDGIL are outstanding and convertible into equivalent equity shares.

5.2. Go Digit Infoworks Services Private Limited ("GDISPL")

5.2.1. Equity shares

The issued and subscribed equity share capital of GDISPL as at the Valuation Date comprises 10,22,934 equity shares of INR 10 each. Equity shareholding pattern of GDISPL as at the Valuation Date is presented in the table below:



Particulars	No. of shares #	Shareholding %
Oben Ventures LLP	3,78,975	37.05%
Kamesh Goyal	1,53,000	14.96%
FAL Corporation	4,90,959	48.00%
Total no. of equity shares	10,22,934	100.00%

Face Value of INR 10 each

Source: Information provided by the management of GDISPL

5.2.2. CCPS

GDISPL's CCPS share capital comprise:

- 63,00,000 compulsorily convertible preference shares of INR 1,000 each ("CCPS 1") and
- 15,00,000 CCPS of INR 1,000 each ("CCPS 2"). CCPS 1 and CCPS 2 are together referred to as "CCPS".

CCPS 1 and CCPS 2 are held by FAL Corporation.

Key Terms of CCPS issued by GDISPL:

- **Nature of Instrument:** Compulsorily Convertible Preference Shares
- **Face Value:** INR 1000 each
- **CCPS Dividend:** Cumulative dividend @12.3% per annum of the Face Value
- **Conversion Terms:** CCPS 1 is convertible into 13,36,020 equity shares of GDISPL and CCPS 2 is convertible into 2,08,244 equity shares of GDISPL.

CCPS will get converted into such number of equity shares so that shareholding of FAL Corporation in GDISPL on a fully diluted basis shall be 79.278%

- **Tenure:** CCPS outstanding upon completion of 20 years from the date of issue shall be automatically converted into Equity Shares, unless the holders, subject to Applicable Laws, opt to extend the tenure.

6. APPROACH FOR THE RECOMMENDATION OF SHARE EXCHANGE RATIO

In order to determine the Share Exchange Ratio under the Scheme, we have undertaken a relative valuation exercise of the equity shares of the Specified Companies. Our selection of methodology for valuation has been arrived at using usual and conventional methodologies adopted for such transactions and our reasonable judgment, in an independent and bonafide manner based on our previous experience of assignments of a similar nature.

The Proposed Transaction contemplates amalgamation of GSISPL with GDGIL under the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013, relevant SEBI guidelines and other regulatory requirements. Arriving at the Share Exchange Ratio for the purpose of the Proposed Transaction would require determining the equity value of GDGIL and equity value and CCPS value of GDISPL on a relative basis, without considering the effect of the Proposed Transaction.

Our valuation approach is given in Annexure 2 to this Report



7. BASIS OF SHARE EXCHANGE RATIO

- 7.1. The Share Exchange Ratio has been arrived at on the basis of the relative value of the Specified Companies, based on the various approaches / methods explained in this Report and various qualitative factors relevant to the Specified Companies and the business dynamics and growth potentials of the businesses, having regard to information base, key underlying assumptions and limitations.
- 7.2. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion for the Share Exchange Ratio. The final responsibility for the determination of the ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Specified Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

8. SCOPE, ASSUMPTIONS, EXCLUSIONS AND LIMITATIONS

- 8.1. Our Report is subject to the Scope, Assumptions and Limitations detailed hereinafter. As such the Report is subject to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 8.2. RBSA has been appointed by the Management to independently carry out the valuation of the Specified Companies and recommend the Share Exchange Ratio in connection with the Proposed Transaction, pursuant to the Scheme.
- 8.3. The basis of value applied in this engagement is fair value. Fair Value has been defined as per the valuation standards issued by the Institute of Chartered Accountants of India ("ICAI VS") as, "Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date." Valuation of Equity shares of Specified Companies has been carried out on a 'going concern value' premise.
- 8.4. This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement letter; (ii) the Valuation Date; (iii) Management Projections; and (iv) other information provided by/ on behalf of the Management and information obtained from public domain and subscribed databases. We have been informed by the Management that the business activities of the Specified Companies have been carried out in the normal and ordinary course between the Valuation Date and the Report date and no material changes have occurred in their respective operations and financial position between the Valuation Date and the Report date.
- 8.5. Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. In the ultimate analysis, our valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g., management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value. There is, therefore, no indisputable single value. While we have provided our opinion on valuation based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion.



- 8.6. The final responsibility for determination of the terms of the Proposed Transaction shall be with the Board of Directors of the Specified Companies who shall take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors, if any. The actual consideration for the Proposed Transaction may be higher or lower than our estimate of value depending upon the circumstances of the transaction, the nature of the business, etc. The knowledge, negotiating ability and motivation of acquirer and sellers and the applicability of discount or premium for control will also affect actual price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which Proposed Transaction will take place.
- 8.7. Our valuation is based on the market, financial and other information provided by/ on behalf of the Management and other information that was publicly available or sourced from subscribed databases, which have been relied upon for the purpose of valuation. The Management has represented to us that the information provided for valuation is complete, accurate, true, and correct to the best of their knowledge. We have relied on the representation concerning the financial data and operational data. We have carried out relevant analyses and evaluations through discussions, calculations, and such other means, as appropriate.
- 8.8. In accordance with the terms of our engagement letter and in accordance with the customary approach adopted in valuation exercise, our valuation does not constitute an audit or review in accordance with the auditing standards applicable in India, accounting / financial / commercial / legal / tax / environmental due diligence or forensic / investigation services and does not include verification or validation work. Accordingly, we express no audit opinion or any other form of assurance on the information provided.
- 8.9. The Management has indicated to us, and they understand that any omissions, inaccuracies, or misstatements may materially affect our valuation analysis/conclusion. Accordingly, we assume no responsibility for any errors in the information provided by them and their impact on the Report. We reserve our right to alter our conclusions if it is found that the information provided to us by them was not reliable, accurate or complete.
- 8.10. We have relied on data from external sources to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.
- 8.11. Valuation analysis may contain and/ or are based on estimates of future financial performance or opinions that represent reasonable expectations at a particular point of time. During the course of the valuation, we were provided but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Accordingly, such information, estimates or opinions are not offered as our predictions or our assurance that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Because events and circumstances frequently do not occur as expected, there will usually be differences between predicted and actual results, and those differences may be material. We take no responsibility for the achievement of the predicted results as it is dependent on actions, plans and assumptions of the Management.



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- 8.12. This Report has been prepared for the purpose as stated herein and should not be relied upon for any other purpose. This Report is only for the sole use of the Company and is restricted to the purpose indicated in the engagement letter. We shall not assume any responsibility to any third party to whom the Report is disclosed or otherwise made available. Unless required by law, it shall not be provided to any third party without our prior written consent. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any such third party to whom the Report is disclosed or otherwise made available. We do not take any responsibility for the unauthorized use of this Report.
- 8.13. The Report assumes that the Specified Companies comply fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Specified Companies will be managed in a competent and responsible manner. Further, unless specifically stated, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the financial statements provided to us. Valuation may be significantly influenced by adverse legal, title or ownership, encumbrance issues; we reserve our right to alter the conclusions should any issues are brought to our knowledge at a later date.
- 8.14. We are not responsible to any other person / party for any decision of such person / party based on this Report. Any person / party intending to provide finance to Specified Companies, invest / divest shares of Specified Companies, if any, shall do so after seeking their professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person / party (other than the Specified Companies) chooses to place reliance on any matters included in the Report, they shall do so at their own risk and without recourse to RBSA. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this Report or any part thereof, except for the purpose as set out earlier in this Report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so. RBSA accepts no responsibility or liability to any other party (including Permitted Recipient), in connection with this Report. It is clarified that reference to this Report in any document and / or filing or possession of this Report by any party, shall not be deemed to be an acceptance by RBSA of any responsibility or liability to any person/ party other than the Company. RBSA accepts no duty, obligation, liability, or responsibility to any party, other than the Company with respect to the services and/ or this Report.
- 8.15. Our valuation is primarily from a business perspective and does not consider various legal and other corporate structures beyond the limited information provided to us by the Management. Valuation is based on business, economy, market, and other conditions as they existed as of the Valuation Date. Subsequent events or circumstances that could affect the conclusions set forth in our valuation include, without limitation, adverse changes in industry performance or market conditions and changes to the business, financial condition, and results of operations of Specified Companies. This Report is issued on the understanding that the Management have drawn our attention to all the matters, which they are aware of concerning the financial position of Specified Companies and any other matter, which may have an impact on our opinion, on the valuation analysis as on the Valuation Date. Due to possible changes in market forces and circumstances, this Report can only be regarded as relevant as at the Valuation Date. RBSA is under no obligation to update, revise or reaffirm the valuation.
- 8.16. Our Report and the opinion/ valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling, or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.



- 8.17. In performing the valuation analysis set forth herein, we have made certain assumptions with respect to industry performance and general business and economic conditions, many of which are outside the control of Specified Companies and subject to change.
- 8.18. The scope of work has been limited both in terms of the areas of the business and operations which have been reviewed. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 8.19. The fee for our services is not contingent upon the results/ value conclusion of the engagement. This Report is subject to laws of India.
- 8.20. We do not have any financial interest in Specified Companies, nor do we have any conflict of interest in carrying out this valuation.
- 8.21. Certain clarifications were provided by the Management orally, without confirmation in writing. We have assumed that such verbal information or clarifications provided to us is reliable, accurate and complete in all respects. We reserve the right to alter our conclusions should any information that we are not aware of at the time of preparing this Report come to light that has a material impact on the conclusions herein.

9. CONCLUSION

Based on the foregoing and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following Share Exchange Ratio for the Proposed Transaction:

- 2,62,589 (Two lakh sixty-two thousand five hundred and eighty-nine) Equity Shares of GDGIL of INR 10 each fully paid up, for every 1000 (Thousand) Equity Share of GDISPL of INR 10 each fully paid up.
- 55,925 (Fifty-five thousand nine hundred and twenty-five) Equity Shares of GDGIL of INR 10 each fully paid up, for every 1000 (Thousand) CCPS 1 of GDISPL having face value of INR 1000 each.
- 36,694 (Thirty-six thousand six hundred and ninety-four) Equity Shares of GDGIL of INR 10 each fully paid up, for every 1000 (Thousand) CCPS 2 of GDISPL having face value of INR 1000 each.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Transaction per se or accounting, legal or tax matters involved in the Proposed Transaction.

Respectfully submitted,

For RBSA Valuation Advisors LLP

Registered Valuer Entity – Securities and Financial Assets

IBBI Registration Number: IBBI/RV-E/05/2019/110



Ravishu Vinod Shah

Partner

Registered Valuer – Securities and Financial Assets

IBBI Registration Number: IBBI/RV/06/2020/12728

Date: December 19, 2025



Annexure 1 – Historical and Projected Performance

1. Go Digit General Insurance Limited (“GDGIL”)

- GDGIL is engaged in the business of providing all kinds of general insurance or assurance business.
- Historically, motor insurance segment has contributed ~60% of the gross written premium of GDGIL followed by the health insurance segment, which has contributed ~ 12%–17%.
- In FY 25, growth was impacted on account of:
 - i. Implementation of 1/n rule for accounting of gross written premium. It is introduced by IRDAI effective from October 1, 2024. Under new framework, general insurance /non-life insurance companies are required to report only one year’s premium at a time. Prior to the implementation of this rule premiums relating to long-term policies were recorded upfront.
 - ii. Moderate growth in vehicle sales and pricing pressure in the commercial lines of business.
- For the quarter ended September 30, 2025, GDGIL reported a solvency ratio of ~2.26, with an overall market share of ~3.4% and a motor insurance market share of ~6.5%.

We understand from the Management that the Management Projections have been prepared considering inter-alia size and historical performance, estimated industry growth, competitive scenario, and other relevant factors and represents their best estimate of the expected operating performance of GDGIL going forward.

- GDGIL has reported a historical CAGR of ~33% over FY 21-25 in the gross written premium (“GWP”). Considering inter-alia the aforementioned factors, the Management has projected GWP to grow at a CAGR of ~13-14% over FY26–30
- We understand from the Management that the growth and profitability in the projected period reflects its digital, full-stack insurance operating model, diversified distribution platform and technology-enabled processes which enables quicker sourcing, underwriting, and delivery, thereby controlling the overall turnaround time for insurance processes.

2. Go Digit Infoworks Services Private Limited (“GDISPL”)

Go Digit Infoworks Services Private Limited is an investment holding company and holds ~72.17% equity stake on a fully diluted basis in GDGIL as at the Valuation Date. As at the Valuation Date, apart from holding equity stake in GDGIL, GDISPL does not have any material business operations, assets or liabilities.

Accordingly, the value of GDISPL is primarily derived from the underlying investment in equity shares of GDGIL.



Annexure 2 – Valuation Approach and Methodology

- For the purpose of arriving at valuation of Specified Companies, we have considered the valuation base as 'Fair Value'. Valuation has been carried out on a 'going concern value' premise.
- It should be understood that the valuation of any entity or business is inherently subjective and subject to various uncertainties and contingencies, many of which are difficult to predict and beyond our control. In conducting our analysis, we have relied upon information and explanations provided by the Management and have made certain assumptions regarding industry performance, as well as general business and economic conditions, many of which are also beyond the control of the Management and the Specified Companies. The valuation is subject to change with the passage of time, variations in prevailing market conditions and outlook, industry performance, general business and economic factors - financial and otherwise - affecting the Companies, and other factors that generally influence the valuation of the Specified Companies and their respective assets.
- We have carried out the valuation in accordance with the principles laid in the ICAI VS, as applicable to the purpose and terms of this engagement. ICAI VS 301 specifies that generally, the following three approaches can be used for the valuation of a business to determine the value of the equity shares of a company/ business,
 1. Income Approach
 2. Market Approach
 3. Asset Approach
- There are several commonly used and accepted methods within the market approach, income approach and asset approach, for determining the relative fair value of equity shares of the Specified Companies, which can be considered in the present valuation exercise, to the extent relevant and applicable, to arrive at the Share Exchange Ratio for the purpose of the Proposed Transactions, subject to the availability of the relevant information.
- **Income Approach – Discounted Cash Flow (“DCF”) Method:**
Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount.

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. The terminal value represents the total value of the available cash flow for all periods subsequent to the horizon period. The terminal value of the business at the end of the horizon period is estimated, discounted to its present value equivalent, and added to the present value of the available cash flow to estimate the value of the business.

Such DCF analysis involves determining the following:

- i) Estimating future free cash flows: Free cash flows to firm are the cash flows expected to be generated by the company/ business that are available to the providers of the company's capital – both debt and equity.



ii) Appropriate discount rate to be applied to cash flows i.e., the cost of capital: This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

▪ **Market Approach:**

Under this approach, value of a company is assessed on the basis of its market price (i.e. if its shares are quoted on a stock exchange) or basis multiples derived using comparable (i.e., similar) listed companies or transactions in similar companies. Following are the methods under Market Approach:

Market Price Method:

Under this method, the value of shares of a company is determined by taking the average of the market capitalization of the equity shares of such company as quoted on a recognized stock exchange over reasonable period of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price.

Comparable Companies Multiple ("CCM") Method:

Under this method, the value of the business is estimated by applying the derived market multiple based on market quotations of comparable public / listed companies, in an active market, possessing attributes similar to the business of such company – to the relevant financial parameter of the Company/ business (based on past and / or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Comparable Transaction Multiple (CTM) Method:

Under Comparable Transaction Method, the value of business is determined based on market multiples of publicly disclosed transactions in a similar space as that of the subject entity. Multiples are generally based on data from recent transactions in a comparable sector, but with appropriate adjustment after consideration has been given to the specific characteristics of the business being valued.

▪ **Asset Approach**

The asset-based valuation approach determines value based on the underlying net assets of the business, either on a book value, realizable value, or replacement cost basis. It generally reflects the floor value of a business, as it is derived from historical accounting data and does not capture future earnings potential or the worth to a buyer considering the business as a going concern. This methodology is most appropriate where the value of a business resides in its underlying assets rather than in its ongoing operations.

Our selection of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bonafide manner. The valuation approaches/methods used, and the values arrived at using such approaches / methods by us have been discussed below.



▪ **Valuation Methodology adopted:**

1. **Go Digit Infoworks Services Private Limited ("GDISPL"):**

- 1.1 Go Digit Infoworks Services Private Limited is an investment holding company and holds ~72.17% equity stake on a fully diluted basis in GDGIL as at the Valuation Date. As at the Valuation Date, apart from holding equity stake in GDGIL, GDISPL does not have any material business operations, assets or liabilities. Further, we understand that GDISPL does not envisage any business operations in future.
- 1.2 Equity shares and CCPS of GDISPL are not listed on any stock exchange.
- 1.3 Accordingly, Market approach and Income approach have not been used to arrive at the fair value of equity shares of GDISPL.
- 1.4 Considering inter-alia the aforementioned, valuation of equity shares of GDISPL has been arrived at by adopting the Asset approach. Adjusted net asset value as at the Valuation Date has been arrived at considering the following:
- i) Fair value of investment in equity shares of GDGIL and mutual funds;
 - ii) Unpaid dividend of CCPS 1 and CCPS 2 upto December 15, 2025;
 - iii) Estimated transaction and operational costs pertaining to the Proposed Transaction amounting to ~INR 73.3 Cr.

Valuation of CCPS has been arrived at considering the fair value of equity shares of GDISPL, accrued dividend and conversion terms of CCPS.

2. **Go Digit General Insurance Limited ("GDGIL"):**

- 2.1 As per Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), as amended, the issuance of shares under schemes in case of allotment of shares by listed companies only to a select group of shareholders or shareholders of unlisted companies, pursuant to such schemes, shall follow the pricing provisions of the said regulations and the relevant date for the purpose of computing pricing shall be the date of the Board meeting in which the scheme is approved.

The SEBI ICDR regulations provide that if the equity shares of the issuer company have been listed on a stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) the 90 trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the relevant date, or
- b) the 10 trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the relevant date.

The Equity Shares of GDGIL are frequently traded on both the BSE and NSE, with the highest trading volume observed on the NSE. Accordingly, the higher of 90 trading days / 10 trading days volume weighted average price on NSE has been adopted to arrive at the fair value of equity shares of GDGIL.



- 2.2 At present, there is only one Indian listed private sector general insurance company viz; ICICI Lombard General Insurance Co Ltd, which is substantially larger in business operations compared to GDGIL. The remaining Indian listed insurance companies primarily operate as standalone health insurers and, therefore, are not considered comparable to a diversified general insurance business. Considering this, CCM method has not been adopted to arrive at the fair value of equity shares of GDGIL.
- 2.3 We have considered the following comparable transactions in the Indian General Insurance sector based on the information available in the public domain:
- Bajaj Allianz General Insurance Company Limited
 - Magma HDI General Insurance Limited
 - Acko General Insurance Limited
 - Kotak Mahindra General Insurance Company Limited
 - Future Generali India Insurance Company Limited
 - Shriram General Insurance Company Limited
 - SBI General Insurance Company Limited
- 2.4 We have been provided with the Management Projections, which represents their best estimate of the expected performance of GDGIL. Considering this, DCF method has been adopted to arrive at the fair value of equity shares of GDGIL.
- 2.5 Considering the 'going concern value' premise, Asset approach has not been adopted to arrive at the fair value of equity shares of GDGIL.

We have applied appropriate weights to values arrived at under various approaches as discussed above.

The computation of Share Exchange Ratio for the Proposed Transaction is summarized below:

Computation of Share Exchange Ratio pursuant to the Scheme:

Valuation Approaches	GDGIL		GDISPL					
	Value per Equity Share #	Weights	Value per Equity Share #	Weights	Value per CCPS 1 ##	Weights	Value per CCPS 2 ##	Weights
Income Approach								
- Discounted cash Flow Method	394.6	40%	NA*	0%	NA*	0%	NA*	0%
Market Approach								
- Comparable Transactions Multiple Method	366.6	30%	NA*	0%	NA*	0%	NA*	0%
- Market price Method	357.8	30%	NA*	0%	NA*	0%	NA*	0%
Asset Approach	NA*	0%	98,497.0	100%	20,977.6	100%	13,763.9	100%
Relative Value per Share (INR)		375.1		98,497.0		20,977.6		13,763.9
Share Exchange Ratio (Rounded off)				262.589 : 1		55.925 : 1		36.694 : 1

* NA - Not Applied / Not Applicable

Face Value of INR 10 each

Face Value of INR 1000 each

