

ANNEXURE A
CONSENT LETTER
Consent from each selling shareholder

Date: December 29, 2024

To,

The Board of Directors
Laxmi Dental Limited
103, Akruiti Arcade, J.P.Road,
Opposite A.H. Wadia School,
Andheri West, Mumbai - 400 058,
Maharashtra, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 2 each (the “Equity Shares”) of Laxmi Dental Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

We, Orbimed Asia II Mauritius Limited, a company incorporated under the laws of Mauritius, having our office at Fifth Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene Mauritius 72201, do confirm that we hold 23,931,450 Equity Shares, representing 46.26% of the pre-Offer equity share capital of the Company on a fully diluted basis.

We have been informed by the Company of the proposed initial public offering of its Equity Shares, also comprising of an offer for sale of Equity Shares by the selling shareholders, through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Companies Act, 2013 and rules made thereunder and other applicable laws.

Consents

We hereby consent to the inclusion of up to 11,614,267 Equity Shares (“**Offered Shares**”) held by us in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in 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 and the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the SEBI ICDR Regulations. The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

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

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and 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 to the Offer (“**Book Running Lead Managers**”) 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 is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.

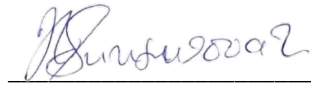
We also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The consent provided by way of this letter shall cease to be effective further if the Offer is not completed prior to the earlier of (i) May 31, 2025; or (ii) termination of the offer agreement in connection with the Offer or the engagement letter with the Company and the Book Running Lead Managers executed in relation to the Offer.

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

Yours faithfully,

For and on behalf of OrbiMed Asia II Mauritius Limited



Name: Harish Sumsurooah

Designation: Director

Date:

Cc:

Book Running Lead Managers

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 - 400 051,
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi,
Mumbai - 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Maharashtra, India

*(The aforementioned book running lead managers and any other book running lead managers appointed by the Company are collectively referred to as the “**Book Running Lead Managers**” or the “**BRLMs**”)*

Domestic Legal Counsel to the Company

Cyril Amarchand Mangaldas

Level 1 and Level 2, Max towers,
Plot No. C-001 /A/1, Sector 16 B,
Gautam Buddha Nagar, Noida – 201 301,
Uttar Pradesh, India

Domestic Legal Counsel to the BRLM

Trilegal

One World Centre,
10th floor, Tower 2A & 2B,
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India