

**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,

**Personal Information**

I, Sameer Kamlesh Merchant, son of Kamlesh Mulraj Merchant, residing at B1-401/402, 4<sup>th</sup> Floor, Serenity Complex, Off Oshiwara Link Road, Andheri West, Mumbai - 400053, Maharashtra, India, holder of passport number Z5146553 do confirm that I hold 9,100,530 Equity Shares, representing 17.59% of the pre-Offer equity share capital of the Company on a fully diluted basis.

I 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**

I hereby consent to the inclusion of up to 434,598 Equity Shares (“**Offered Shares**”) held by me 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.

I hereby consent to the inclusion of my name as a selling shareholder and any other information provided by me in writing, in my 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.

I 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.

I confirm that I 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.

I 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.

**Sameer Kamlesh Merchant**  
**B-1/401-402 Serinity Complex, Link Road, Behind Heera Panna Mall, Andheri West,**  
**Mumbai 400053**

Yours faithfully,

**Sameer Kamlesh Merchant**

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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