DRAFT RED HERRING PROSPECTUS
Dated September 12, 2024
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

(Please scan this QR Code to view the DRHP)

LAXMI DENTAL LIMITED

LAXMI DENTAL LIMITED
CORPORATE IDENTITY NUMBER: U51507MH2004PLC147394

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	Email and Telephone	Website
Office No. 103, Akruti Arcade, J. P. Road, Opposite A.H. Wadia High School, Andheri (West), Mumbai – 400 058, Maharashtra, India	301, A-wing, Interface-16, Mindspace, Malad (West), Mumbai – 400 064, Maharashtra, India.	Nupur Joshi, Company Secretary and Compliance Officer	**Email**: co.sec@laxmidentallimited.com **Tel:** +91 22 6143 7991	www.laxmidentallimited.com

PROMOTERS OF OUR COMPANY: RAJESH VRAJLAL KHAKHAR, SAMEER KAMLESH MERCHANT AND DHARMESH BHUPENDRA DATTANI

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIB, NII & RII
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,500 million	Up to 12,826,847 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”) read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, as our Company did not fulfil requirements under Regulation 6(1)(b) of the SEBI ICDR Regulations. For further details, see ‘Other Regulatory and Statutory Disclosures - Eligibility for the Offer’ on page 459. For details in relation to share reservation amongst QIBs, NIIs and RIIs, see ‘Offer Structure’ on page 482.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES BEING OFFERED/AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*#
Rajesh Vrajlal Khakhar	Promoter Selling Shareholder	Up to 189,705 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	0.73
Sameer Kamlesh Merchant	Promoter Selling Shareholder	Up to 426,837 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	0.50
OrbiMed Asia II Mauritius Limited	Investor Selling Shareholder	Up to 11,404,057** Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	23.89
Jigna Rajesh Khakhar	Other Selling Shareholder	Up to 237,132 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	0.06
Hasmukh Vrajlal Khakhar	Other Selling Shareholder	Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Nil
Amrish Mahendrabhai Desai	Other Selling Shareholder	Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Nil
Parag Jamnadas Bhimjiyani	Other Selling Shareholder	Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Nil
Kunal Kamlesh Merchant	Other Selling Shareholder	Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	3.33

**As certified by N B T and Co, Chartered Accountants, by way of their certificate dated September 12, 2024.*

 # Calculated on a fully diluted basis.

***Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. For details of CCPS and conversion, see “The Offer” and “Capital Structure” on pages 86 and 107.*

RISKS IN RELATION TO FIRST OFFER

The face value of the Equity Shares is ₹ 2 each. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” on page 157, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “*Risk Factors*” on page 39.

THE COMPANY’S AND THE SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholder, severally and not jointly, accepts responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares once offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, please see the section entitled “Material Contracts and Documents for Inspection” beginning on page 528.

BOOK RUNNING LEAD MANAGERS

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE

DRAFT RED HERRING PROSPECTUS
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(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
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100% Book Built Offer

(Please scan this QR Code to view the DRHP)

	NUVAMA WEALTH MANAGEMENT LIMITED	**Manish Tejwani**	**Tel:** +91 22 4009 4400 **E-mail:** laxmidental.ipo@nuvama.com
	MOTILAL OSWAL INVESTMENT ADVISORS LIMITED	**Sankita Ajinkya / Subodh Mallya**	**Tel:** +91 22 7193 4380 **E-mail:** laxmidental.ipo@motilaloswal.com
	SBI CAPITAL MARKETS LIMITED	**Sylvia Mendonca**	**Tel:** +91 22 4006 9807 **E-mail:** laxmidental.ipo@sbicaps.com

REGISTRAR TO THE OFFER

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
	LINK INTIME INDIA PRIVATE LIMTIED	**Shanti Gopalkrishnan**	**Tel:** +91 81081 14949 **E-mail:** laxmidental.ipo@linkintime.co.in

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE *	[●]	**BID/OFFER OPENS ON***	[●]	**BID/OFFER CLOSES ON****	[●]***

** Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day*.

DRAFT RED HERRING PROSPECTUS
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LAXMI DENTAL LIMITED

LAXMI DENTAL LIMITED

Our Company was incorporated as 'Laxmi Dental Export Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated July 8, 2004, issued by the Assistant Registrar of Companies, Maharashtra at Mumbai. Pursuant to a special resolution passed in the extra-ordinary general meeting of our Shareholders held on June 18, 2024, the name of our Company was changed to 'Laxmi Dental Private Limited', and a fresh certificate of incorporation was issued to our Company by the RoC on July 24, 2024, and our Company was converted into a public limited company. Consequently, the name of our Company was further changed to 'Laxmi Dental Limited', and a fresh certificate of incorporation dated August 02, 2024, was issued by the RoC. For details of changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 281.

Registered Office: Office No. 103, Akruti Arcade, J. P. Road, Opposite A.H. Wadia High School, Andheri (West), Mumbai – 400 058, Maharashtra, India; **Tel**: +91 22 6143 7991
Corporate Office: 301, A-wing, Interface-16, Mindspace, Malad (West), Mumbai – 400 064, Maharashtra, India; **Tel**: +91 22 6143 7992
Contact Person: Nupur Joshi, Company Secretary and Compliance Officer
E-mail: co.sec@laxmidentallimited.com; **Website**: www.laxmidentallimited.com
Corporate Identity Number: U51507MH2004PLC147394

PROMOTERS OF OUR COMPANY: RAJESH VRAJLAL KHAKHAR, SAMEER KAMLESH MERCHANT AND DHARMESH BHUPENDRA DATTANI

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY") OF LAXMI DENTAL LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY OUR COMPANY AGGREGATING UP TO ₹ 1,500 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 12,826,847 EQUITY SHARES OF FACE VALUE OF ₹2 EACH (THE "OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"), COMPRISING OF UP TO 189,705 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ [●] MILLION BY RAJESH VRAJLAL KHAKHAR, UP TO 426,837 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ [●] MILLION BY SAMEER KAMLESH MERCHANT (TOGETHER THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 237,132 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ [●] MILLION BY JIGNA RAJESH KHAKHAR, UP TO 142,279 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY HASMUKH VRAJLAL KHAKHAR,UP TO 142,279 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY AMRISH MAHENDRABHAI DESAI, UP TO 142,279 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY PARAG JAMNADAS BHIMJIYANI, UP TO 142,279 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY KUNAL KAMLESH MERCHANT (TOGETHER THE "OTHER SELLING SHAREHOLDERS"), UP TO 11,404,057 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION BY ORBIMED ASIA II MAURITIUS LIMITED (THE "INVESTOR SELLING SHAREHOLDER") (THE PROMOTER SELLING SHAREHOLDERS, THE INVESTOR SELLING SHAREHOLDER AND THE OTHER SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS") (THE "OFFER FOR SALE, AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A PRE-IPO PLACEMENT, PRIOR TO FILING OF THE RED HERRING PROSPECTUS ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS.] THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Banks, as required under the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be allocated on a proportionate basis to the Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which at least one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 485.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 157, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 39.

THE COMPANY'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholder, severally and not jointly, accepts responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares once offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 528.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
nuvama	MOTILAL OSWAL INVESTMENT BANKING	SBICAPS Complete Investment Banking Solutions	LINK Intime
NUVAMA WEALTH MANAGEMENT LIMITED 801 - 804, Wing A, Building No 3 Inspire BKC, G Block Bandra Kurla Complex, Bandra East Mumbai 400 051 Maharashtra, India **Tel**: + 91 22 4009 4400 **E-mail**: laxmidental.ipo@nuvama.com **Website**: www.nuvama.com **Investor grievance e-mail**: customerservice.mb@nuvama.com **Contact person**: Manish Tejwani **SEBI registration no.**: INM000013004	**MOTILAL OSWAL INVESTMENT ADVISORS LIMITED** Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai Maharashtra – 400 025, India **Tel:** +91 22 7193 4380 **E-mail:** laxmidental.ipo@motilaloswal.com **Investor grievance e-mail**: moiaplredressal@motilaloswal.com **Website:** www.motilaloswalgroup.com **Contact Person:** Sankita Ajinkya / Subodh Mallya **SEBI Registration:** INM000011005	**SBI CAPITAL MARKETS LIMITED** Unit No. 1501, 15th floor, A & B Wing, Parinee Crescenzo Building, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051, Maharashtra. **Tel:** +91 22 4006 9807 **E-mail:** laxmidental.ipo@sbicaps.com **Investor grievance e-Mail:** investor.relations@sbicaps.com **Website:** www.sbicaps.com **Contact person:** Sylvia Mendonca **SEBI Registration No.:** INM000003531	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 1st floor, 247 Park, L.B.S Marg Vikhroli West Mumbai 400 083, Maharashtra, India **Tel**: +91 22 4918 6000/ +91 8108114949 **E-mail**: laxmidental.ipo@linkintime.co.in **Investor grievance e-mail**: laxmidental.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact person**: Shanti Gopal Krishnan **SEBI Registration No.:** INR000004058

BID/OFFER PROGRAMME	
ANCHOR INVESTOR BIDDING DATE: *	**[●]**
BID/ OFFER OPENS ON: *	**[●]**
BID/ OFFER CLOSES ON: **	**[●]*** **

** Our Company may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

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SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the SEBI Act, SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.

Notwithstanding the foregoing, the terms used in "Industry Overview", "Statement of Possible Special Tax Benefits", "Financial Information", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Offer Procedure", "Key Regulations and Policies", and "Main Provision of the Articles of Association" on pages 185, 171, 329, 157, 281, 435, 443, 485, 274 and 506 respectively, shall have the meaning ascribed specifically to such terms in the relevant sections.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer"	Laxmi Dental Limited, a public limited company incorporated under the Companies Act, 2013, and having its registered office at Office No. 103, Akruti Arcade, J. P. Road, Opposite A.H. Wadia High School, Andheri (West), Mumbai – 400058, Maharashtra, India.
"we", "our" or "us"	Unless the context otherwise indicates or implies, our Company together with its Subsidiaries, Jointly Controlled Entity, its Associate (on a consolidated basis), and its divisions (as disclosed in "Our Business" on page 247) as applicable, as at and during the relevant period / Fiscal/ Financial Year.

Company Related Terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended from time to time.
"Associate"	The associate of our Company, namely ECGPlus Technologies Private Limited. For further details, please see *"History and Certain Corporate Matters – Associate"* on page 296.
"Audit Committee"	The audit committee of our Board, as described in "*Our Management – Committees of our Board*" on page 307.
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, M S K A & Associates, Chartered Accountants.
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof).
"CCPS" or "Preference Shares"	Series A CCPS.
"Chairperson and Whole-Time Director"	The Chairperson and Whole-Time Director of our Company, namely Rajesh Vrajlal Khakhar.
"Company Secretary and Compliance Officer"	The Company Secretary and Compliance Officer of our Company, namely Nupur Joshi.
"Chief Financial Officer"	The Chief Financial Officer of our Company, namely Dharmesh Bhupendra Dattani.
"Corporate Office"	The corporate office of our Company is located at 301, A-wing, Interface-16, Mindspace, Malad (West), Mumbai – 400 064, Maharashtra, India.
"Corporate Social Responsibility Committee"	The corporate social responsibility committee of our Board, as described in "*Our Management – Committees of our Board*" on page 307.
"Direct Subsidiaries"	The subsidiaries of our Company in which we have a direct shareholding: **Sr. No.** | **Name of the Company**

Term	Description
	1. Laxmi Dental Lab USA, Inc 2. Bizdent Devices Private Limited 3. Signature Smiles Dental Clinic Private Limited 4. Rich Smile Design LLP For details, see "*History and Certain Corporate Matters – Our Subsidiaries – Direct Subsidiaries"* on page 290.
"Director(s)"	The director(s) on our Board. For further details, see "*Our Management – Board of Directors*" on page 300.
"Engagement Letter"	The Company and the Selling Shareholders have appointed Nuvama, Motilal and SBICAPS as the book running lead managers and such book running lead managers have accepted the engagement in terms of the engagement letter dated September 12, 2024.
"F&S"	Frost & Sullivan (India) Private Limited.
"F&S Report"	Industry report prepared by Frost & Sullivan (India) Private Limited titled "*Global and Indian Dental Labs and Branded Products*" dated September 11, 2024.
"Equity Shares"	The equity shares of our Company of face value of ₹2 each.
"ESOP Scheme"	The employee stock option scheme of the Company, namely the Laxmi Dental Stock Option Scheme, 2024, described in "Capital Structure" on page 107.
"Executive Director(s)"	Executive director(s) on our Board. For further details, see "*Our Management – Board of Directors*" on page 300.
"Group Company"	The company identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, namely, ECGPlus Technologies Private Limited. For further details, see "*Our Group Companies*" on page 456.
"Independent Chartered Accountant"	N B T and Co, Chartered Accountants
"Independent Director(s)"	Independent director(s) on our Board. For further details, see "*Our Management – Board of Directors*" on page 300.
"IPO Committee"	The committee constituted by our Board for the Offer, as described in "*Our Management*" on page 300.
"Jointly Controlled Entity"	Kids-E-Dental LLP.
"Key Managerial Personnel"	Key managerial personnel of our Company in terms of the SEBI ICDR Regulations and as disclosed in "*Our Management – Key Managerial Personnel*" on page 321.
"Managing Director and Chief Executive Officer"	The Managing Director and Chief Executive Officer of our Company, namely Sameer Kamlesh Merchant.
"Materiality Policy"	Policy for identification of Group Companies, material outstanding litigation involving our Company, our Subsidiaries, our Promoters and our Directors and material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated September 5, 2024 .
"Material Subsidiaries"	For the purpose of statement of possible special tax benefits available to our Company's material subsidiaries, Bizdent Devices Private Limited and Laxmi Dental Lab USA, Inc have been identified as Material Subsidiaries in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations. For further details, see "*Statement of Special Tax Benefits*" beginning on page 171. For the purposes of disclosures in "*Other Financial Information*" beginning on page 401, Bizdent Devices Private Limited, and Laxmi Dental Lab USA, Inc have been identified as material subsidiaries which are material in terms of the requirements specified under paragraph 11(I)(A)(ii)(b) of Schedule VI of the SEBI ICDR Regulations. Bizdent Devices Private Limited and Laxmi Dental Lab USA, Inc have been identified as material subsidiaries for the purposes of due diligence and disclosure of material approvals of our material subsidiaries. For further details, see "*Government and Other Approvals"* beginning on page 450.
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board, as described in "*Our Management*" on page 300.
"Non-executive Director(s)"	Non-executive director(s) of our Company, as described in "*Our Management*" on page 300.
"Promoters" or "Individual Promoters"	Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant and Dharmesh Bhupendra Dattani.
"Promoter Group"	The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "*Our Promoters and Promoter Group*" on page 324.

Term	Description
"Registered Office"	The registered office of our Company is located at Office No. 103, Akruti Arcade, J. P. Road, Opposite A.H. Wadia High School, Andheri (West), Mumbai – 400058, Maharashtra, India.
"Registrar of Companies" or "RoC"	The Registrar of Companies, Maharashtra at Mumbai.
"Restated Consolidated Financial Information"	The restated consolidated financial information of our Company, along with our Subsidiaries, and its Jointly Controlled Entity comprising of the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows along with the statement of material accounting policies and other explanatory information for the years ended march 31, 2024, march 31, 2023 and march 31, 2022 prepared in terms of the requirements of Section 26 (1) of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019), issued by ICAI as amended from time to time and email dated October 28, 2021 from SEBI to AIBI.
"Risk Management Committee"	The risk management committee of our Board, as described in "*Our Management*" on page 300.
"Scheme of Amalgamation"	Composite scheme of amalgamation and arrangement under section 391-394 of the Companies Act 1956 and section 230-232 of the Companies Act, 2013 along with other applicable provisions, for the amalgamation and arrangement between Illusion Dental Laboratory Private Limited ("**Transferor Company**") with our Company ("**Transferee Company**") before the National Company Law Tribunal, Mumbai Bench ("NCLT"), on January 23, 2017. The Scheme of Amalgamation was approved by our Board on April 28, 2016. Pursuant to the Scheme, all shares held by the Transferee Company in the share capital of the Transferor Company stood cancelled. Further, 100 fully paid-up equity shares of ₹10 each of our Company were issued and allotted for every 13,979 fully paid up equity shares of ₹10 each held in the Transferor Company in consideration of the amalgamation of the Transferor Company into and with our Company. The NCLT sanctioned the Scheme of Amalgamation pursuant to its order dated April 13, 2017 ("**Order**"). The Order was effective on the date of filing of the copy of the Order with the RoC, i.e. on June 9, 2017, being the date on which our Company filed the relevant form with the RoC. Pursuant to the Order, our Company allotted 2,146 Equity Shares to the shareholders of Illusion Dental Laboratory Private Limited on November 17, 2017. The Transferor Company and Transferee Company share the same shareholders and directors.
"Selling Shareholders"	Collectively, the Promoter Selling Shareholders, the Investor Selling Shareholder and Other Selling Shareholders.
"Senior Management"	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "*Our Management*" on page 300.
"Series A CCPS"	Series A Compulsorily Convertible Preference Shares of face value of ₹400 each.
"Shareholders"	The holders of the Equity Shares from time to time.
"Shareholder's Agreement" or "SHA"	The shareholder's agreement dated January 21, 2015, entered into between and amongst the Company, OrbiMed Asia II Mauritius Limited, Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Jigna Rajesh Khakhar, Alka Merchant, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Hasmukh Vrajlal Khakhar, Harshil Kakadia, Illusion Dental Laboratory Private Limited and Laxmi Dental Lab USA, Inc, amended pursuant to the amendment agreement dated March 5, 2024 and second amendment agreement dated September 5, 2024, to the shareholder's agreement dated January 21, 2015.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board as described in "*Our Management*" on page 300.
"Step-Down Subsidiaries"	The step-down subsidiaries of our Company as set forth hereunder: **Sr. No.** — **Name of the Company** 1. — Illusion Dental Lab USA Inc. 2. — Diverse Dental Lab USA LLC. For details, see "*History and Certain Corporate Matters – Our Subsidiaries – Step-Down Subsidiaries*" on page 294.
"Split of Equity Shares"	Pursuant to resolution passed by our Board at their meeting dated June 4, 2024, and the Shareholders at their EGM dated June 7, 2024, the share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. For details, see "*Capital Structure*" on page 107.
"Subsidiaries"	Collectively, Direct Subsidiaries and Step-Down Subsidiaries.

Term	Description
	For details, see "*History and Certain Corporate Matters – Our Subsidiaries"* on page 290.
"Whole-time Director"	Whole-time Director of our Company, namely Rajesh Vrajlal Khakhar.

Offer Related Terms

Term	Description
"Abridged Prospectus"	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
"Acknowledgement Slip"	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form.
"Allot' or "Allotment" or 'Allotted"	Allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders.
"Allotment Advice"	Note or advice or intimation of Allotment sent to the Bidders who have bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
"Allottee"	A successful Bidder to whom an Allotment is made.
"Anchor Investor(s)"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million.
"Anchor Investor Allocation Price"	The final price at which Equity Shares will be allocated to Anchor Investors on the Anchor Investor Bidding Date according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs.
"Anchor Investor Application Form"	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
"Anchor Investor Bid/ Offer Period" or "Anchor Investor Bidding Date"	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
"Anchor Investor Offer Price"	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs.
"Anchor Investor Portion"	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
"Anchor Investor Pay-in Date"	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
"ASBA" or "Application Supported by Blocked Amount"	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
"ASBA Account"	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
"ASBA Bid"	A Bid made by an ASBA Bidder.
"ASBA Bidder(s)"	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
"Banker(s) to the Offer"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and "the Sponsor Bank(s), as the case may be
"Basis of Allotment"	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 485.
"Bid(s)"	An indication by a Bidder (other than an Anchor Investor) to make an offer during the

Term	Description
	Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
"Bid Amount"	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
"Bid cum Application Form"	The Anchor Investor Application Form or the ASBA Form, as the context requires.
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
"Bid Lot"	[●] Equity Shares of face value of ₹2 each.
"Bid/ Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
"Bid/ Offer Opening Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper [●] (Hindi also being the regional language of state wherein our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations.
"Bid/ Offer Period"	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
"Book Building Process"	The book building process provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, being Nuvama Wealth Management Limited, Motilal Oswal Investment Advisors Limited and SBI Capital Markets Limited.
"Broker Centres"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.
"Cap Price"	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted.

Term	Description
	Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
"Cash Escrow and Sponsor Banks Agreement"	The agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account.
"CDP" or "Collecting Depository Participant"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and the UPI Circulars, and as per the list available on the websites of BSE and NSE.
"Compliance Officer for the Offer"	Compliance officer for the Offer in terms of the SEBI ICDR Regulations.
"Cut-Off Price"	Offer Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLMs. Only Retail Individual Bidders bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"Demographic Details"	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
"Designated Branches"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
"Designated CDP Locations"	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
"Designated Date"	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer.
"Designated Intermediary(ies)"	In relation to ASBA Forms submitted by Retail Individual Bidders by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder, as the case may be, using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
"Designated RTA Locations"	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI

Term	Description
	from time to time.
"Designated Stock Exchange"	[●]
"Draft Red Herring Prospectus or DRHP"	This draft red herring prospectus dated September 12, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
"Eligible FPI"	FPI(s) from such jurisdictions outside where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares.
"Eligible NRI"	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares.
"Escrow Account(s)"	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
"Escrow Collection Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [●].
"First or sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
"Fresh Issue"	The issue of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 1,500 million by our Company.
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI.
"Gross Proceeds"	The Offer Proceeds, less the amount to be raised with respect to the Offer for Sale.
"Investor Selling Shareholder"	OrbiMed Asia II Mauritius Limited, surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited.
"Maximum RIB Allottees"	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
"Monitoring Agency"	[●]
"Monitoring Agency Agreement"	The agreement to be entered into between our Company and the Monitoring Agency.
MOIAL	Motilal Oswal Investment Advisors Limited
"Mutual Fund Portion"	[●] Equity Shares of face value of ₹2 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"Net Proceeds"	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details about use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer – Utilisation of Net Proceeds*" and "*Objects of the Offer – Offer Related Expenses*" on pages 133 and 153 respectively.
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares of face value of ₹2 each Allotted to the Anchor Investors.
"NBFC-SI" or "Systemically Important Non-Banking Financial Company"	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Non-Institutional Bidders"	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 0.20 million.
"Non-Institutional Portion"	The portion of this Offer being not more than 15% of the Offer, being [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million.

<table>
<tr><th>Term</th><th>Description</th></tr>
<tr><td>“Non-Resident” or “NR”</td><td>A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs.</td></tr>
<tr><td>“Nuvama”</td><td>Nuvama Wealth Management Limited</td></tr>
<tr><td>“Offer”</td><td>The initial public offering of up to [●] Equity Shares of face value of ₹2 each of our Company for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●]million comprising of the Fresh Issue and the Offer for Sale.

Our Company, in consultation with the BRLMs, may consider the Pre-IPO Placement, for an aggregate amount not exceeding ₹300.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.</td></tr>
<tr><td>“Other Selling Shareholders”</td><td>Jigna Rajesh Khakhar, Hasmukh Vrajlal Khakhar, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani and Kunal Kamlesh Merchant.</td></tr>
<tr><td>“Offer Agreement”</td><td>The agreement dated September 12, 2024, among our Company, the Selling Shareholders, the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.</td></tr>
<tr><td>“Offer for Sale”</td><td>The offer for sale of up to 12,826,847 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million.
<table>
<tr><th>Name of Selling Shareholder</th><th>Type of Selling Shareholder</th><th>Number of Equity Shares being offered/amount (in ₹ million)^</th></tr>
<tr><td>Rajesh Vrajlal Khakhar</td><td>Promoter Selling Shareholder</td><td>Up to 189,705 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>Sameer Kamlesh Merchant</td><td>Promoter Selling Shareholder</td><td>Up to 426,837 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>OrbiMed Asia II Mauritius Limited</td><td>Investor Selling Shareholder</td><td>Up to 11,404,057* Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>Jigna Rajesh Khakhar</td><td>Other Selling Shareholder</td><td>Up to 237,132 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>Hasmukh Vrajlal Khakhar</td><td>Other Selling Shareholder</td><td>Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>Amrish Mahendrabhai Desai</td><td>Other Selling Shareholder</td><td>Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>Parag Jamnadas Bhimjiyani</td><td>Other Selling Shareholder</td><td>Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
<tr><td>Kunal Kamlesh Merchant</td><td>Other Selling Shareholder</td><td>Up to 142,279 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million</td></tr>
</table>
^ For further details, see “The Offer” on page 86.
*Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations.Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. For details of CCPS and conversion, see “The Offer” and “Capital Structure” on pages 86 and 107.</td></tr>
<tr><td>“Offer Price”</td><td>The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus.

The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus and the Prospectus.</td></tr>
</table>

Term	Description
"Offered Shares"	Up to 12,826,847 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders in the Offer for Sale.
"Offer Proceeds"	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders.
"Pre-IPO Placement"	Our Company, in consultation with the Book Running Lead Managers, may consider a pre-IPO placement specified securities, as may be permitted under the applicable law, aggregating up to ₹ 300.00 million Placement prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
"Price Band"	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company, in consultation with the BRLMs will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. Provided that the Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price.
"Pricing Date"	The date on which our Company and each Selling Shareholder, in consultation with the BRLMs, finalise the Offer Price.
"Promoter Selling Shareholders"	Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant.
"Prospectus"	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
"Public Offer Account"	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
"Public Offer Account Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being [●].
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"QIB Bidders"	QIBs who Bid in the Offer.
"QIB Portion"	The portion of this Offer being not less than 75% of the Offer, being not less than [●] Equity Shares of face value of ₹2 each, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs up to a limit of 60% of the QIB Portion), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
"QIB Bid/ Offer Closing Date"	In the event our Company and each Selling Shareholder, in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise, it shall be the same as the Bid/Offer Closing Date.
"Red Herring Prospectus" or "RHP"	The Red Herring Prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer

Term	Description
	Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
"Refund Account"	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
"Refund Bank"	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
"Registrar Agreement"	The agreement dated September 12, 2024, entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
"Registered Brokers"	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
"Registrar to the Offer" or "Registrar" or "RTA"	Link Intime India Private Limited
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
"RTA Master Circular"	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
"Resident Indian"	A person resident in India, as defined under FEMA.
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or 'RII(s)' or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
"Retail Portion"	The portion of the Offer, being not more than 10% of the Offer being not more than [●] Equity Shares of face value of ₹2 each, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion.
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
"SBICAPS"	SBI Capital Markets Limited
"Self-certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https:/www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.
"Share Escrow Agent"	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●].
"Share Escrow Agreement"	The agreement dated [●] between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
"Specified Locations"	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
"Specified Securities"	Specified securities as defined under Regulation 2(eee) of the SEBI ICDR Regulations, 2018.
"Sponsor Banks"	Banks registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars., the

Term	Description
	Sponsor Banks in this case being [●].
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate Agreement"	The agreement dated [●] between our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate.
"Syndicate Members"	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●].
"Syndicate" or "Members of the Syndicate"	The BRLMs and the Syndicate Members.
"Underwriters"	[●]
"Underwriting Agreement"	The agreement dated [●] between the Underwriters, our Company and the Selling Shareholders, entered into on or after the Pricing Date but prior to filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Non-Institutional Bidders with a Bid Amount of up to ₹0.5 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Forms(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.5 million using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
"UPI Circulars"	Collectively, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the RTA Master Circular and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular number along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard, and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
"UPI ID"	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
"UPI Mandate Request"	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
"UPI Mechanism"	The bidding mechanism that may be used by an UPI Bidder to make a Bid in the Offer in accordance with UPI Circulars.
"UPI PIN"	Password to authenticate UPI transaction.
"Wilful Defaulter or Fraudulent Borrower"	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Term	Description
"Working Day"	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the UPI circulars.

Technical/ Business/ Industry Related Terms/ Abbreviations

Term	Description
%	Percentage
"'000"	Thousand
"₹"	Indian Rupees
"3D"	Three Dimension
"AI"	Artificial Intelligence
"AiMED"	Association of Indian Medical Device Industry
"ANVISA"	The Brazilian health regulatory agency
"ASEAN"	Association of Southeast Asian Nations
"Assigned IP"	Certain trademarks used by Kids-E-Dental LLP related to paediatric dental products, including the registered trademark, "Kids-E-Dental" under class 10 with registration number 3629306, "e-MTA (device)" under class 10 with registration number 4864651, "e-SDF (device)" under class 10 with registration number 4860419, "e-space Maintainer (device) under class 10 with registration number 4864667, "Kids-e-crown (device)" under class 10 with registration number 4856659, "Kids-e-dental" under class 10 with registration number 4854970, and "http://Kids-e-dental.com/" domain name.
"Assignee"	Kids-E-Dental LLP
"Assignor"	Dr. Mukul Shantilal Jain
"B2B"	Business-to-Business
"B2B2C"	Business-to-Business-to-Consumer
"B2C"	Business-to-Consumer
"BER"	Business Environment Rankings
"BITs"	Bilateral Investment Treaties
"Bldg."	Building
"Bn"	Billion
"CAC"	Customer Acquisition Cost
"CAD"	Computer Aided Design
"CAGR"	Compounded Annual Growth Rate
"CAM"	Computer Aided Manufacturing
"CBCT"	Cone Beam Computed Tomography
"CDSCO"	Central Drugs Standard Control Organization
"CE"	Conformité Européenne – a regulatory agency per European standard
"CHE"	Current Healthcare Expenditure
"CHP"	Current Healthcare Expenditure
"CY"	Calendar Year
"D&C Act"	Drugs & Cosmetics Act
"D2C"	Direct-to-consumer
"DCI"	Dental Council of India
"Deed of Assignment"	Deed of assignment entered between Dr. Mukul Shantilal Jain ("Assignor") and Kids-E-Dental LLP ("Assignee") dated August 21, 2021 for transfer of all rights, title, and interest in the Assigned IP to the Assignee
"Dental Network"	Dental laboratories business with a reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024.
"DSO"	Dental Services or Support Organization
"EBITDA"	EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income
"ECC"	Early Childhood Carriers
"EOU"	Export Oriented Unit
"E-SDF"	E-Silver Diamine Fluoride
"EU 2017/745"	The Medical Devices Regulations (European Union) 2017/745
"F&S Report"	The report titled Global and Indian Dental Labs and Branded Products prepared and

Term	Description
	issued by Frost & Sullivan (India) Private Limited.
“FDA”	Food and Drug Administration
“FDI”	Foreign Direct Investment
“FICCI”	The Federation of Indian Chambers of Commerce & Industry
“FY”	Fiscal Year
“G7”	Group of Seven (Canada, France, Germany, Italy, Japan, the UK, and US)
“GDP”	Gross Domestic Product
“GP”	General Practitioner
“GVA”	Gross Value Added
“ICB”	In-clinic Branding
“IDA”	Indian Dental Association
“IMF”	International Monetary Fund
“IndAS”	Indian Accounting Standard.
“INR”	Indian Rupee
“IP”	Intellectual Property
“IPR”	Intellectual Property Rights
“IRDAI”	Insurance Regulatory and Development Authority of India
“ISO”	International Organization for Standardization
“KFF”	Kaiser Family Foundation
“License Agreement”	Intellectual property license agreement dated August 23, 2021, between Dr. Mukul Shantilal Jain and Kids-E-Dental LLP.
“Licensee”	Kids-E-Dental LLP
“Licensor”	Dr. Mukul Shantilal Jain
“LLP”	Limited Liability Partnership
“MDR”	Medical Device Regulation
“Mn”	Million
“MoHFW”	Ministry of Health and Family Welfare
“MSME”	micro, small, and medium-sized enterprise
“NA”	Not Applicable
“NADL”	The National Association of Dental Laboratories
“NHS”	National Health Service
“NMP”	National Master Plan
“No.”	Number
“NOC”	No Objection Certificate
“OECD”	Organization for Economic Co-operation and Development
“OOP”	Out-of-Pocket
“PAT”	Profit After Tax
“PBT”	Profit Before Tax
“PET”	Polyethylene terephthalate
“PETG”	Polyethylene terephthalate glycol
“PFCE”	Private Final Consumption Expenditure
“PFM”	Porcelain fused to metal
“PhDs”	Doctor of Philosophy
“PLI”	Production-Linked Incentive
“PM”	Prime Minister
“PM-JAY”	Pradhan Mantri Jan Arogya Yojana
“PU”	Polyurethane
“R&D”	Research and Development
“SDF”	Silver Diamide Fluoride
“SKU”	Stock Keeping Unit
“Sr. No.”	Serial Number
“STEM”	Science, Technology, Engineering, and Mathematics
“TAT”	Turn-Around Time
“TPU”	Thermoplastic polyurethane
“UK”	United Kingdom
“US FDA”	United States Food and Drug Administration
“US$”	US Dollar
“US”	United States
“USA”	United States of America
“USD”	United State Dollar
“we”, “us” and “our”	Unless the context otherwise requires, our Company, our Subsidiaries, our Associate, our Jointly Controlled Entity and its divisions as applicable, as at and during the relevant period / Fiscal/ Financial Year.

Term	Description
"WHO"	World Health Organization

Conventional and General Terms or Abbreviations

Term	Description
"AGM"	Annual General Meeting.
"AIF"	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"BSE"	BSE Limited.
"Category I FPI"	FPIs registered as "Category I foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
"Category II FPI"	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
"CDSL"	Central Depository Services (India) Limited.
"CIN"	Corporate Identity Number.
"CIT"	Commissioner of Income Tax.
"Companies Act"	Companies Act, 1956 and Companies Act, 2013, as applicable.
"Companies Act, 1956"	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
"Companies Act, 2013"	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force.
"Contract Labour Act"	The Contract Labour (Regulation and Abolition) Act, 1970.
"CSR"	Corporate Social Responsibility.
"Depositories"	NSDL and CDSL.
"Depositories Act"	The Depositories Act, 1996, read with regulations framed thereunder.
"DIN"	Director Identification Number.
"DP ID"	Depository Participant's Identity Number.
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act.
"EGM"	Extraordinary General Meeting.
"Employees Provident Fund Act"	Employees Provident Funds and Miscellaneous Provisions Act, 1952.
"EPS"	Earnings Per Share.
"FCNR"	Foreign currency non-resident account.
"FDI"	Foreign Direct Investment.
"FDI Circular"	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
"FEMA"	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
"FEMA NDI Rules"	Foreign Exchange Management (Non-debt Instrument) Rules, 2019.
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
"FPI(s)"	Foreign portfolio investors as defined under the SEBI FPI Regulations.
"FVCI"	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"GDP"	Gross domestic product.
"GoI" or "Government" or "Central Government"	The Government of India.
"GST"	Goods and services tax.
"HUF"	Hindu undivided family.
"ICAI"	The Institute of Chartered Accountants of India.
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board.
"Income Tax Act"	Income- Tax Act, 1961, read with the rules framed thereunder.
"Income Tax Rules"	Income- Tax Rules, 1962.
"Ind AS"	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.
"Indian GAAP"	Accounting Standards notified under Section 133 of the Companies Act, 2013, read

Term	Description
	together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
"IPO"	Initial public offering.
"IST"	Indian Standard Time.
"MBA"	Master's degree in business administration.
"MCA"	Ministry of Corporate Affairs, Government of India.
"Mn" or "mn"	Million.
"N.A." or "NA"	Not applicable.
"NAV"	Net asset value.
"NEFT"	National Electronic Fund Transfer.
"NRE Account"	Non-Resident External account.
"NRI"	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
"NSDL"	National Securities Depository Limited.
"NSE"	National Stock Exchange of India Limited.
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
"p.a."	Per annum.
"P/E Ratio"	Price/earnings ratio.
"PAN"	Permanent account number.
"PAT"	Profit after tax.
"RBI"	Reserve Bank of India.
"RTGS"	Real time gross settlement.
"R&D"	Research and development
"SCRA"	Securities Contracts (Regulation) Act, 1956.
"SCRR"	Securities Contracts (Regulation) Rules, 1957.
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
"SEBI Act"	Securities and Exchange Board of India Act, 1992.
"SEBI AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"SEBI FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
"SEBI FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
"SEBI Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
"SEBI Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
"SEBI Merchant Bankers Regulations"	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
"SEBI SBEB and Sweat Equity Regulations"	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
"SEBI VCF Regulations"	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
"State Government"	The government of a state in India.
"Stock Exchanges"	Collectively, the BSE and NSE.
"STT"	Securities transaction tax.
"Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
"TAN"	Tax deduction account number.
"TDS"	Tax deducted at source.
"U.S."/ "U.S.A."/ "United States"	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
"U.S. GAAP"	Generally accepted accounting principles of the United States of America.
"U.S. Securities Act"	U.S. Securities Act of 1933, as amended.
"VAT"	Value added tax.
"VCFs"	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations.
"Year"/ "Calendar Year"	Unless otherwise referenced, the 12 month period ending December 31.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to “India” in this Draft Red Herring Prospectus are to the Republic of India, together with its territories and possessions, and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references herein to the “U.S.”, “U.S.A.”, or the “United States” are to the United States of America and its territories and possessions.

Unless otherwise stated, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to *“Rupee(s)”*, *“Rs.”* or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to *“US$”* or *“USD”* or *“U.S. Dollars”* are to United States Dollar, the official currency of the United States of America.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. These conversions should not be considered as a representation that such U.S. Dollar amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated below or at all. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

Currency	Exchange rate as on		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
USD	83.38	82.22	75.81
EUR	90.22	89.61	84.66
AED	22.71	22.37	20.63
Swiss Frank (CHF)	92.50	89.60	82.03
CHF	92.50	89.60	82.03
SGD	61.74	61.81	55.96
GBP	105.29	101.87	99.55

Source: Foreign exchange reference rates as available on www.fbil.org.in
Note: Exchange rate is rounded off to two decimal point

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Time

Unless otherwise specified, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information.

The Restated Consolidated Financial Information of our Company, along with our Subsidiaries, and its Jointly Controlled Entity comprising of the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows along with the statement of material accounting policies and other explanatory information for the years ended march 31, 2024, march 31, 2023 and march 31, 2022 prepared in terms of the requirements of Section 26 (1) of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019), issued by ICAI as amended from time to time and email dated October 28, 2021 from SEBI to AIBI. For further information on our Company's financial information, see "*Financial Information*", which has been prepared to comply in all material respects with the Indian Accounting Standards as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of division II of Schedule III to the Companies Act, 2013, as applicable to the consolidated financial statements and other relevant provisions of the Companies Act, 2013 beginning on page 329.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. For details, see "Risk Factors – *Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition*." on page 81. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular fiscal year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**") are to the 12 months period ended March 31 of that particular year, unless otherwise specified. Further, unless indicated otherwise or unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business"* and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 39, 247, and 404, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information.

Non-GAAP Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, Gross Margin, Return on Net Worth, Return on Equity, Return on Capital Employed, Net Asset Value per Equity Share and certain other statistical information relating to our operations and financial performance that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP (together, "**Non-GAAP Measures**"). These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. For risks in relation to Non-GAAP measures, see "*Risk Factors – Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies"* on page 83.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "Global and Indian Dental Labs and Branded Products" dated September 11, 2024 prepared by F&S (**"F&S Report"**), which is exclusively prepared for the purpose of the Offer and publicly available information as well as other industry publications and sources. F&S is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or Senior Management or the BRLMs, and was appointed by the Company pursuant to an engagement letter dated April 12, 2024. For risks in relation to commissioned reports, see "*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*" on page 77. The F&S Report is subject to the following disclaimer:

""Global and Indian Dental Labs and Branded Products" has been prepared for the proposed initial public offering of equity shares by Laxmi Dental Limited (the "Company").

Industry research companies such as Frost & Sullivan provide analysis based on information that has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry analysis is also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of relevant markets, and should not place undue reliance on or base their investment decision solely on this information. Investors should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. No material information has been discarded or left out by Frost & Sullivan and the said report is an excerpt of the full report."

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 39.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Offer Price*" on page 157 includes information relating to our peer group. Such information has been derived from publicly available sources. Accordingly, no investment decision should be made solely on the basis of such information.

This Draft Red Herring Prospectus contains certain data and statistics from the F&S Report, which is available on the website of our Company at https://www.laxmidentallimited.com/investor_relations.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which may include statements with respect to our business strategy, our revenue and profitability, our goals and other such matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "can", "could", "continue", "expect", "estimate", "goal", "intend", "may", "likely", "objective", "plan", "purpose", "project", "should" "will", "will continue", "will achieve", "shall" "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements, whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company, Subsidiaries and Jointly Controlled Entity have businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, incidence of any natural calamities and/or acts of violence, changes in laws, regulations and taxes and changes in competition in our industry.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Expansion of our Dental Network and increasing the wallet share per dental clinic, dental company and dentist. Failure to achieve this in a cost-effective manner could have an adverse effect on our business, results of operations and financial condition

- Risks associated with our laboratories business being concentrated in certain jurisdictions, and any loss of business in such region could have an adverse effect on our business, results of operations and financial condition.

- Dependence on our reputation and perception of our brands. Any negative publicity or other harm to our brand or failure to maintain and enhance our brand recognition and maintain such quality standard may materially and adversely affect our reputation, business, results of operations and financial condition.

- Risks associated with all our major manufacturing facilities being situated in and around Mumbai and any disruptions in the region could have a material and adverse effect on our business, financial condition and results of operations.

- Export account forming a significant portion of our revenues. A failure to manage our business in overseas markets or our inability to grow our business in new geographic markets may affect our growth, which could have a material adverse effect on our business, operations, prospects or financial condition.

- Risks associated with our inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy could have an adverse effect on our business, results of operations and financial condition.

- Our dental products being primarily recommended through our Dental Network to end customers, and any change in their recommendations may materially and adversely affect our business, results of operations and financial condition.

- Inability to protect or use our intellectual property rights may have an adverse effect on our business, results of operations and financial condition.

- Extensive and dynamic regulations and any non-compliance with and changes in any of the applicable laws, rules or regulations related to the manufacturing, selling or distribution of our dental products, could have an adverse effect on our business, results of operations and financial condition and cash flows.

- Outstanding legal proceedings involving our Company, Subsidiaries, Promoters, and Directors which may have an adverse effect on our business, financial condition and results of operations

Our dental products being subject to extensive and dynamic regulations and any non-compliance with and changes in any of the applicable laws, rules or regulations related to the manufacturing, selling or distribution of our dental products, may adversely affect our business, results of operations and financial condition and cash flows.

For a discussion of factors that could cause our actual results to differ from our expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 39, 247 and 404, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Selling Shareholders, and the BRLMs or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI, each of the Selling Shareholders shall, severally and not jointly, ensure that the Company is informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the date of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder to the extent of information pertaining to it and/or the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholder in relation to itself and its respective portion of the Offered Shares in the Red Herring Prospectus until the date of Allotment.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of the Articles of Association" on pages 39, 86, 107, 132, 185, 247, 329, 404, 443, 485, and 506 respectively.

Summary of the primary business of the Company

Being India's only end-to-end integrated dental products company as at March 31, 2024, *(Source: F&S Report)* our comprehensive portfolio includes custom-made crowns and bridges, branded dental products such as aligner solutions including clear aligners, thermoforming sheets, aligner-related products, and paediatric dental products. Our brand presence spans 20+ years, and per the F&S Report, we are amongst the top two largest Indian dental laboratories by revenue for Fiscal 2023. A vertically integrated and B2B2C dental aligner company, we are the largest and most profitable indigenous company by revenue from operations and PAT Margin respectively for Fiscal 2023. *(Source: F&S Report)*

Summary of the industry in which the Company operates

In terms of retail sales, (I) Indian custom-made crowns and bridges market is estimated to grow from $1.4-$3.1 billion between 2023-2030 at 11.8% compared to global market estimate from $71-$121.6 billion between 2023-2030 at 8.0%; (II) Indian clear aligner market is estimated to grow from $133.6-$569.0 million between 2023-2030 at 23.0% compared to global market estimate from $20.7-$54.9 billion between 2023-2030 at 15.0%. (III) Indian paediatric dental crown market is estimated to grow from $63.9-$164.8 million between 2023-2030 at 14.5% compared to global market estimate from $2.1-$3.5 billion between 2023-2030 at 7.5%. *(Source: F&S Report).*

Offer Size

Offer of Equity Shares*	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
Of which:	
Fresh Issue(1)	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 1,500 million
Offer for Sale(2)	Up to 12,826,847 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million

** Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an aggregate amount not exceeding ₹ 300.00 million. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(1) The Offer has been authorised pursuant to the resolutions dated August 13, 2024, passed by the Board and the Fresh Issue has been authorised pursuant to the resolution dated August 16, 2024, passed by the Shareholders, and are eligible for being offered for sale in terms of Regulation 8 and 8A of the SEBI ICDR Regulations.

(2) Each Selling Shareholder, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares and where applicable, such outstanding CCPS that will convert into its respective portion of the Offered Shares, has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of this Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations. For details on the authorization by the Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures – Authority for this Offer" on pages 86 and 458 .

The Offer shall constitute [●]% of the fully diluted post-Offer Equity Share capital of our Company. See "The Offer" and "Offer Structure" beginning on pages 86 and 482.

Objects of the Offer

The following table sets forth details of the Net Proceeds:

Particulars	Estimated Amount (in ₹ million)(1)
Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company	195.71

Particulars	Estimated Amount (in ₹ million)[1]
Investment in certain Subsidiaries for the repayment/prepayment, in full or in part, of certain outstanding borrowings	133.74
Funding the capital expenditure requirements for purchase of new machinery for our Company	375.66
Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery	350.99
General corporate purposes[2]	[●]
Net Proceeds	[●]

(1) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

(2) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Offer*" on page 132.

Names of the Promoters

Our Promoters are Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant and Dharmesh Bhupendra Dattani. For further details, see "*Our Promoters and Promoter Group*" on page 324.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholders

a) The aggregate pre-Offer shareholding of our Promoters as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

Name of shareholder		Pre-Offer*		Post Offer#	
		No. of Equity Shares of face value ₹ 2 each	Percentage of pre-Offer capital (%)^	No. of Equity Shares of face value ₹ 2 each	Percentage of pre-Offer capital (%)^
Our Promoters					
1.	Rajesh Vrajlal Khakhar**	9,491,130	18.34	[●]	[●]
2.	Sameer Kamlesh Merchant**	9,100,530	17.59	[●]	[●]
3.	Dharmesh Bhupendra Dattani	134,518	0.26	[●]	[●]
	Total (A)	**18,726,178**	**36.19**	[●]	[●]
Members of the Promoter Group					
1.	Jigna Rajesh Khakhar**	4,547,282	8.79	[●]	[●]
2.	Hasmukh Vrajlal Khakhar**	161,320	0.31	[●]	[●]
3.	Kunal Kamlesh Merchant**	656,550	1.27	[●]	[●]
	Total (B)	**5,365,152**	**10.37**	[●]	[●]
	Total (A + B)	**24,091,330**	**46.56**	[●]	[●]

** Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. For details of CCPS and conversion, see "The Offer" and "Capital Structure" on pages 86 and 107.*
 # To be computed prior to filing of the Prospectus with the RoC.
^Calculated on a fully diluted basis.
*** Also Selling Shareholders*

The aggregate pre-Offer shareholding of the members of the Selling Shareholders (other than the Promoters and members of the Promoter Group) as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

Sr. No.	Name of the Selling Shareholder**	Pre-Offer*		Post Offer#	
		No. of Equity Shares of face value ₹ 2 each	Percentage of pre-Offer capital (%)^	No. of Equity Shares of face value ₹ 2 each	Percentage of pre-Offer capital (%)^
1.	Amrish Mahendrabhai Desai	1,257,750	2.43	[●]	[●]
2.	Parag Jamnadas Bhimjiyani	1,257,750	2.43	[●]	[●]
3.	OrbiMed Asia II Mauritius Limited	23,931,450	46.26	[●]	[●]
	Total	**26,446,950**	**51.12**	**[●]**	**[●]**

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. For details of CCPS and conversion, see "The Offer" and "Capital Structure" on pages 86 and 107.*
#To be computed prior to filing of the Prospectus with the RoC.
^Calculated on a fully diluted basis.

Summary of Restated Consolidated Financial Information and Key Performance Indicators

The details of certain financial information as set out under the SEBI ICDR Regulations as at and for the financial years ended March 31, 2024, 2023 and 2022 derived from the Restated Consolidated Financial Information are as follows:

The following details are derived from the Restated Consolidated Financial Information**:**

(₹ in million, except per share data)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity share capital	3.08	3.08	3.08
Net Worth	445.72	194.82	229.44
Revenue from operations	1,935.55	1,616.31	1,368.43
Restated profit/ (loss)	252.29	(41.63)	(186.79)
Restated earnings/ (loss) per Equity Share			
- Basic per Equity Share with a face value of ₹2 (in ₹)	4.80	(0.77)	(3.56)
- Diluted earnings per Equity Share with a face value of ₹2 each (in ₹)	4.80	(0.77)	(3.56)
NAV per equity share (in ₹) (before adjusting CCPS)	16.08	7.03	8.28
NAV per equity share (in ₹) (after adjusting CCPS)	8.63	3.77	4.44
PAT	252.29	(41.63)	(186.79)
Short term borrowings **(A)**	268.85	201.37	192.53
Long term borrowings **(B)**	151.40	113.02	103.81
Total borrowings **(A+B)**	420.25	314.39	296.34

Notes:
i) Adjusted for the split of equity shares from face value of ₹ 10 each to ₹ 2 each, as approved by our Board and the Shareholders pursuant to their resolutions dated June 4, 2024, and June 7, 2024, respectively.
ii) Adjusted for the bonus issue of equity shares of face value of ₹ 2 each, as approved by our Board pursuant to their resolutions dated June 14, 2024.
iii) Basic Earnings per Equity Share (₹) = Net profit after tax of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year. Earnings per Equity Share denotes total earnings per share from Continuing Operation and Discontinued Operations.
iv) Diluted Earnings per Equity Share (₹) = Net Profit after tax of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year. Earnings per Equity Share denotes total earnings per share from Continuing Operation and Discontinued Operations.
v) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.
vi) NAV per Equity share before adjusting CCPS (₹) = Net Worth of the Company, as restated / Weighted average no. of Equity shares outstanding post adjusting for bonus shares and split shares and before adjusting for CCPS.
vii) NAV per Equity share after adjusting CCPS (₹) = Net Worth of the Company, as restated / Weighted average no. of Equity shares outstanding post adjusting for bonus shares, split shares and CCPS.

For further details, see "*Financial Information – Restated Consolidated Financial Information*" on page 329.

The table below sets out some of our financial and other metrics as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, based on our Restated Consolidated Financial Information:

Sr. No.	Particulars	Unit	As at and for the Financial Years ended March 31,		
			2024	2023	2022
Financial					
1.	Net Revenue				
(a)	Laboratory business				
(i)	*Domestic*[1]	₹ million	804.09	681.18	584.49
(ii)	*International*[2]	₹ million	435.50	373.93	347.64
(b)	Aligners				
(i)	*Bizdent*[3]	₹ million	357.29	178.30	48.19
(ii)	*Vedia*[4]	₹ million	181.15	172.32	181.52
(c)	Paediatric				
(i)	*Kids-E-Dental*[5]	₹ million	266.71	79.28	21.81
(d)	Others[6]	₹ million	136.47	183.69	132.95
2.	Revenue from Operations[7]	₹ million	1,935.55	1,616.31	1,368.43
3.	EBITDA[8]	₹ million	237.90	89.64	54.13
4.	Adjusted EBITDA[9]	₹ million	326.78	95.66	52.68
5.	PBT[10]	₹ million	85.24	(42.61)	(147.12)
6.	PAT[11]	₹ million	252.29	(41.63)	(186.79)
7.	PAT Margin[12]	%	13.03%	(2.58%)	(13.65%)
8.	Return on Capital Employed[13]	%	19.97%	(0.33%)	(19.40%)
9.	Return on Equity[14]	%	78.77%	(19.62%)	(60.47%)
10.	Asset Turnover[15]	%	164.31%	161.84%	128.46%
Operational					
1.	**Domestic lab**				
(a)	Total units[16]	Number	452,330	393,163	361,166
(b)	Digital units[17]	Number	219,887	142,958	101,514
(c)	Digital units penetration[18]	%	48.61%	36.36%	28.11%
(d)	Product categories (volume)				
(i)	Metal-free[19]	Number	186,958	149,781	105,249

(ii)	Metal-free revenue share[20]	%	53.70%	53.19%	47.59%
2.	**International Lab**				
(a)	Total units[21]	Number	198,920	155,998	145,350
(b)	Digital units[22]	Number	110,360	43,584	17,985
(c)	*Digital units penetration*[23]	%	55.48%	27.94%	12.37%
(d)	Product Categories (Volume)				
(i)	Metal-free[24]	Number	54,874	42,732	51,537
(ii)	Metal-free revenue share[25]	%	36.31	34.43	39.59
3.	**Aligners & Allied Products**				
(a)	Total aligner cases[26]	Number	17,978	10,791	4,254
(b)	Customers served	Number	4,986	4,109	2,039
(i)	*Tier I*[27]	%	47.09%	51.33%	50.37%
(ii)	*Tier II*[27]	%	35.58%	32.20%	34.53%
(iii)	*Tier III*[27]	%	17.33%	16.48%	15.11%
4.	**Kids-E-Dental**				
(a)	Total units[28]	Number	538,638	86,339	22,132
(b)	Revenue share (geography)				
(i)	*Domestic*[29]	%	24.16%	45.93%	74.08%
(ii)	*International*[30]	%	75.84%	54.07%	25.92%
5.	**Consolidated**				
(a)	Number of employees[31]	Number	2,299	2,013	1,925
(b)	Branded sales as a percentage of revenue from operations [32]	%	38.28%	28.66%	17.50%

Notes:

1. *Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
2. *Net revenue for international laboratory business refers to dental lab catering to international markets.*
3. *Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
4. *Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
5. *Net revenue for paediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP.*
6. *Other net revenue refers to other diversified revenue of the Company and its Subsidiaries.*
7. *Revenue from operations is total revenue generated by the Company from the sales and services and other operating income.*
8. *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*
9. *Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.*
10. *PBT (Profit/(loss) before tax) is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
11. *PAT (Profit for the year) means the profit for the year as appearing in the Restated Financial Statement.*
12. *PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
13. *Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*
14. *Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
15. *Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*

16. *Total units of domestic lab refer to number of units sold by domestic lab where domestic labs refer to dental lab catering to the Indian market.*
17. *Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
18. *Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
19. *Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials.*
20. *Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab.*
21. *Total units of international lab refer to number of units sold by international lab where international lab refers to dental lab catering to international markets.*
22. *Digital units of international lab refer to number of units sold by international lab from digital impressions.*
23. *Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab, where digital units of international lab refer to number of units sold by international lab from digital impressions.*
24. *Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials.*
25. *Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab.*
26. *Total aligner cases refer to total number of cases of aligners sold by Subsidiary, Bizdent Devices Private Limited.*
27. *Customers served refer to total dental clinics, dental companies and dentists served by Subsidiary, Bizdent Devices Private Limited. This represents locations of customers served by the Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017.*
28. *Kids-E refers to paediatric dental products business through our Jointly Controlled Entity, Kids-E-Dental LLP. Total units for Kids-E refers to number of units sold by Kids-E Dental LLP*
29. *Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP.*
30. *International revenue share for Kids-E refers to number of units sold in international market by Kids-E Dental LLP.*
31. *Number of employees means the number of employees of the Company as on March 31 of the respective Fiscal.*
32. *Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus. In addition, Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.*

For further details, see "*Our Business"* on page 247.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors and Promoters, as of the date of this Draft Red Herring Prospectus, as also disclosed in "*Outstanding Litigation and Material Developments*" on page 443, in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated September 5, 2024, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Company						
By our Company	5	Nil	Nil	Nil	1	252.70
Against our Company	1	4	Nil	Nil	Nil	51.22
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Directors$						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Against the Directors	2	10	Nil	Nil	Nil	53.63
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	2	5	Nil	Nil	Nil	53.29

**To the extent quantifiable.*
^Determined in accordance with the Materiality Policy.
$ Including Promoter Directors.

Our Group Company is currently not a party to any pending litigations which would have a material impact on our Company.

For further details, see "*Outstanding Litigation and Material Developments*" on page 443.

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 39. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

The following is a summary of the top ten risk factors in relation to our Company:

1. Our business success depends on expanding our Dental Network and increasing the wallet share per dental clinic, dental company and dentist. Failure to achieve this in a cost-effective manner could have an adverse effect on our business, results of operations and financial condition.
2. Our business is concentrated in certain jurisdictions, and any loss of business in such regions could have an adverse effect on our business, results of operations and financial condition.
3. Our business depends heavily on our reputation and perception of our brands. Any negative publicity or other harm to our brand or failure to maintain and enhance our brand recognition and maintain such quality standards may materially and adversely affect our reputation, business, results of operations and financial condition.
4. All our major manufacturing facilities are situated in and around Mumbai and any disruptions in the region could have a material and adverse effect on our business, financial condition and results of operations.
5. Exports account for a significant portion of our revenues. A failure to manage our business in overseas markets or our inability to grow our business in new geographic markets may affect our growth, which could have a material adverse effect on our business, operations, prospects or financial condition.
6. Our inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy could have an adverse effect on our business, results of operations and financial condition.
7. Our dental products are primarily recommended through our Dental Network to end customers, and any change in their recommendations may materially and adversely affect our business, results of operations and financial condition.
8. Our inability to protect or use our intellectual property rights may have an adverse effect on our business, results of operations and financial condition.
9. Our dental products are subject to extensive and dynamic regulations and any non-compliance with and changes in any of the applicable laws, rules or regulations related to the manufacturing, selling or distribution of our dental products, may adversely affect our business, results of operations and financial condition and cash flows.
10. There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, and Directors which could have an adverse effect on our business, financial condition and results of operations.

Summary of Contingent Liabilities

The following is a summary table of our contingent liabilities and commitments as on March 31, 2024 as per Ind AS 37 – Provisions, Contingent Liabilities, derived from the Restated Consolidated Financial Information:

A. Quantifiable

(₹ in million)

Particulars	**As of March 31, 2024**
Corporate Guarantees	6.00
Total	**6.00**

B. Non-Quantifiable

(₹ in million)

Particulars	**As of March 31, 2024**
Income tax notice u/s 148A for AY 2019-20	N/A
Total	**N/A**

For further details of our contingent liabilities, see "*Restated Consolidated Financial Information – Contingent Liabilities & Commitments*" on page 379.

Summary of Related Party Transactions

The details of related party transactions entered into by our Company for the financial years ended March 31, 2024, 2023 and 2022, as per Ind AS 24 – Related Party Disclosure read with SEBI ICDR Regulations are as set out in the table below:

Details of related party transactions:

[Remainder of the page intentionally left blank]

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
Salary Expense (as a % of employee benefits expense) Salary Expense	Mr. Parth Khakhar	Relatives of Directors and KMP	2.81	0.39 %	3.48	0.53 %	3.53	0.67 %
	Mr. Prithvi Khakhar	Relatives of Directors and KMP	0.00	0.00 %	1.75	0.27 %	0.94	0.18 %
	Mr. Sanjay Khakhar	Relatives of Directors and KMP	1.20	0.17 %	1.00	0.15 %	1.08	0.20 %
	Mr. Manan Khakhar	Relatives of Directors and KMP	1.49	0.21 %	1.09	0.17 %	0.84	0.16 %
	Mrs. Bhavi Merchant	Relatives of Directors and KMP	4.70	0.66 %	3.40	0.52 %	3.51	0.66 %
	Mrs. Bhavna Dattani	Relatives of Directors and KMP	1.62	0.23 %	1.17	0.18 %	0.63	0.12 %
	Mrs. Devika Khakhar	Relatives of Directors	1.57	0.22 %	0.85	0.13 %	0.86	0.16 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
		and KMP						
	Mrs. Neepa Dattani	Relatives of Directors and KMP	1.68	0.23 %	1.37	0.21 %	1.14	0.21 %
	Mrs. Rupal Bhimjiyani	Relatives of Directors and KMP	4.63	0.65 %	3.31	0.51 %	2.06	0.39 %
	Mrs. Sonal Desai	Relatives of Directors and KMP	2.32	0.32 %	1.95	0.30 %	1.57	0.30 %
	Mr. Shubh Sanjay Khakhar	Relatives of Directors and KMP	0.44	0.06 %	0.15	0.02 %	0.00	0.00 %
	Mrs. Varsha Khakhar	Relatives of Directors and KMP	0.36	0.05 %	0.31	0.05 %	0.32	0.06 %
	Mr. Rishi Amrish Desai	Relatives of Directors and KMP	0.05	0.01 %	0.37	0.06 %	0.38	0.07 %
	Mr. Kunal Merchant	Relatives of Directors and KMP	11.18	1.56 %	9.42	1.44 %	11.19	2.11 %
	Ms. Siddhi Khakhar	Relatives of	1.58	0.22 %	3.65	0.56 %	2.40	0.45 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
		Directors and KMP						
Remuneration Paid (as a % of employee benefits expense)	Mr. Rajesh Khakhar -	Whole time Director & Chairmen	4.50	0.63 %	3.26	0.50 %	4.05	0.76 %
	Mr. Sameer Merchant -	CEO and Managing Director	4.50	0.63 %	3.56	0.54 %	4.05	0.76 %
	Mrs. Jigna R. Khakhar -	Director (upto 20-Apr-2024)	4.92	0.69 %	3.66	0.56 %	4.43	0.83 %
	Mr. Amrish Desai -	Director (upto 27-Apr-2024)	10.90	1.52 %	2.99	0.46 %	2.59	0.49 %
	Mr. Parag Bhimjiyani	- Director (upto 20-Apr-2024)	8.24	1.15 %	7.45	1.14 %	2.70	0.51 %
	Mr. Hasmukh Khakhar -	Director (upto 20-Apr-2024)	1.38	0.19 %	1.20	0.18 %	1.24	0.23 %
	Mr. Dharmesh Dattani -	Chief Finance Officer	3.90	0.55 %	3.46	0.53 %	2.80	0.53 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
Rent Paid (as a % of other expenses)	Mr. Rajesh Khakhar	KMP	0.66	0.13%	0.67	0.15%	0.59	0.15%
	Mrs. Rupal Bhimjiyani	Relative of KMP	0.00	0.00%	0.00	0.00%	0.18	0.05%
	ASY Properties LLP	Entities in which KMP / relatives of KMP can exercise significant influence	0.50	0.10%	6.00	1.32%	6.00	1.55%
Rent Income (as a % of other income)	Kids E Dental LLP	Jointly controlled Entity	0.06	0.35%	0.06	0.27%	0.04	0.33%
Purchases (as a % of stock-in-trade)	Kids E Dental LLP	Jointly controlled Entity	0.04	0.10%	0.00	0.00%	0.00	0.00%
Sales (as a % of revenue from operation)	Kids E Dental LLP	Jointly controlled Entity	47.79	2.47%	29.65	1.83%	10.13	0.74%
Interest Income(as a % of other income)	ECG Plus Technologies Pvt. Ltd.	Associate	0.00	0.00%	0.00	0.00%	0.36	2.93%
Interest Paid (as a % of finance cost)	Mr. Rajesh Khakhar	Key Managerial Personnel	3.53	7.13%	0.71	1.73%	0.00	0.00%

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
	Mr. Sameer Merchant	Key Managerial Personnel	0.62	1.25 %	0.01	0.02 %	0.00	0.00 %
	Mr. Amrish Desai	Key Managerial Personnel	0.18	0.36 %	0.18	0.44 %	0.00	0.00 %
	Mr. Hasmukh Khakhar	Key Managerial Personnel	0.63	1.27 %	0.15	0.37 %	0.00	0.00 %
Share of Profit/(Loss) in LLP (as a % of profit after tax)	Kids E Dental LLP	Jointly controlled Entity	90.67	35.94 %	8.55	-20.54 %	0.87	-0.47 %
Withdrawal Partners' Current Account (as a % of share in profit of joint venture)	Kids E Dental LLP	Jointly controlled Entity	36.00	40.50 %	4.80	79.73 %	0.00	0.00 %
Loans Given during the Year (as a % of loans given)	ECG Plus Technologies Pvt. Ltd.	Associate	0.00	0.00 %	0.00	0.00 %	0.65	10.32 %
Loans Repayment received during the Year(as a % of total outstanding borrowings)	ECG Plus Technologies Pvt. Ltd.	Associate	0.00	0.00 %	4.06	1.29 %	0.10	0.03 %
	Mr. Rajesh Khakhar	Key Managerial Personnel	12.94	3.08 %	1.00	0.32 %	0.00	0.00 %
	Mr. Sameer Merchant	Key Managerial Personnel	3.00	0.71 %	0.00	0.00 %	0.00	0.00 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
	Mr. Amrish Desai	Key Managerial Personnel	0.11	0.03 %	0.25	0.08 %	0.00	0.00 %
Loans Received during the Year(as a % of total outstanding borrowing)	Mr. Rajesh Khakhar	Directors & Key Managerial Personnel	13.80	3.28 %	26.70	8.49 %	0.00	0.00 %
	Mr. Sameer Merchant	Directors & Key Managerial Personnel	20.50	4.88 %	2.00	0.64 %	0.00	0.00 %
	Mr. Amrish Desai	Directors & Key Managerial Personnel	0.00	0.00 %	2.00	0.64 %	0.00	0.00 %
	Mr. Hasmukh Khakhar	Directors & Key Managerial Personnel	0.00	0.00 %	6.00	1.91 %	0.00	0.00 %
Professional Fees(as a % of other expense)	ECG plus Technologies Pvt. Ltd.	Associate	0.00	0.00 %	0.04	0.01 %	0.04	0.01 %
Software Charges(as a % of other expense)	ECGplus Technologies Pvt. Ltd.	Associate	0.05	0.01 %	0.00	0.00 %	0.00	0.00 %

^*Name and category of the related party as appearing in the Restated Consolidated Financial Statements.*

For details of the related party transactions and pre elimination related party transactions, see "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" on page 382.

Financing Arrangements

There have been no financing arrangement whereby our Promoters, members of our Promoter Group, our Directors and their relatives (as defined under Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by the Promoters, in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Promoter	Number of Equity Shares of face value ₹ 2 each acquired in last one year^	Weighted average price of acquisition per Equity Share (in ₹)^*
Rajesh Vrajlal Khakhar**	8,963,845#	Nil
Sameer Kamlesh Merchant**	8,594,945#	Nil
Dharmesh Bhupendra Dattani	134,518	Nil

^As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.
**For arriving at the weighted average price at which the specified securities of the Company were acquired by the Promoters and the Selling Shareholders in the last one year, only acquisition of specified securities has been considered while arriving at the weighted average price per specified security for last one year.*
***Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant are also Selling Shareholders.*
#Adjusted for the split of Equity Shares.

The weighted average price at which the Equity Shares were acquired by the Selling Shareholders (other than Promoters), in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Selling Shareholder	Number of Equity Shares of face value ₹ 2 each acquired in last one year^	Weighted average price of acquisition per Equity Share (in ₹)^*#
Jigna Rajesh Khakhar	4,421,700	-
Hasmukh Vrajlal Khakhar	1,187,875	-
Amrish Mahendrabhai Desai	1,187,875	-
Parag Jamnadas Bhimjiyani	1,187,875	-
Kunal Kamlesh Merchant	620,075	-
OrbiMed Asia II Mauritius Limited	8,500	-

^As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.
#For arriving at the weighted average price at which the specified securities of the Company were acquired by the Selling Shareholders in the last one year, only acquisition of specified securities has been considered while arriving at the weighted average price per specified security for last one year.
#Adjusted for the split of Equity Shares.

The weighted average price at which the Preference Shares were acquired by the Selling Shareholders (other than the Promoters), in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Selling Shareholder	Number of Preference Shares of face value ₹ 400 each acquired in last one year^	Weighted average price of acquisition per Preference Share (in ₹)^#
OrbiMed Asia II Mauritius Limited	Nil*	Nil*

^As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.
**Since there was no acquisition of Preference Shares in the last one year.*

Average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares for our Promoters as at the date of this Draft Red Herring Prospectus is as set out below:

Name of Promoters	Number of Equity Shares held of face value ₹ 2 each^	Percentage of shareholding (%) (on a fully diluted basis)	Average cost of acquisition per Equity Share (₹)*^
Rajesh Vrajlal Khakhar**	9,491,130	18.34	0.73
Sameer Kamlesh Merchant**	9,100,530	17.59	0.50
Dharmesh Bhupendra Dattani	134,518	0.26	Nil***

^As certified by N B T and Co, Chartered Accountants pursuant to their certificate dated September 12, 2024.
**Calculated as per FIFO method*
***Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant are also Selling Shareholders.*
****Nil, since the equity shares were acquired through gift.*

The average cost of acquisition of Equity Shares for the Selling Shareholders (other than the Promoters) as at the date of this Draft Red Herring Prospectus is as set out below:

Name of the Selling Shareholders	Number of Equity Shares held of face value ₹ 2 each^	Percentage of shareholding (%) (on a fully diluted basis)	Average cost of acquisition per Equity Share (in ₹)*^
Jigna Rajesh Khakhar	4,547,282	8.79%	0.06
Hasmukh Vrajlal Khakhar	161,320	0.31%	Nil
Amrish Mahendrabhai Desai	1,257,750	2.43%	Nil
Parag Jamnadas Bhimjiyani	1,257,750	2.43%	Nil
Kunal Kamlesh Merchant	656,550	1.27%	3.33
OrbiMed Asia II Mauritius Limited*	9,000	46.26%	23.89

^As certified by N B T and Co, Chartered Accountants pursuant to their certificate dated September 12, 2024.
**Calculated as per FIFO method.*
**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake the conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. We have accordingly considered the maximum number of Equity Shares that such outstanding CCPS may be converted into pursuant to the application of such conversion ratio. For details of CCPS and conversion, see "The Offer" and "Capital Structure" on pages 86 and 107.*

The average cost of acquisition of Preference Shares for the Selling Shareholders (other than the Promoters) as at the date of this Draft Red Herring Prospectus is as set out below:

Name of the Selling Shareholders	Number of Preference Shares of face value ₹ 400 each#	Average cost of acquisition per Preference Share (in ₹)*
OrbiMed Asia II Mauritius Limited	290,597	2,150

**As certified by N B T and Co, Chartered Accountants pursuant to their certificate dated September 12, 2024.*
#Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake the conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. For details of CCPS and conversion, see "The Offer" and "Capital Structure" on pages 86 and 107.

Details of price at which specified securities were acquired by our Promoters, the members of the Promoter Group, the Selling Shareholders, and Shareholders with rights to nominate directors or have other rights, in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, Promoter Group, Selling Shareholders and the other Shareholders having the right to nominate directors or other rights in our Company. The details of the prices at which these acquisitions were undertaken are stated below:

(i) Equity Shares^

Name of Acquirer/shareholder	Category of Acquirer/shareholder	Date of Acquisition	Number of Equity Shares of face value ₹ 2 each acquired	Acquisition price per Equity Share (in ₹)	Nature of Transaction
Sameer Kamlesh Merchant*	Promoter Selling Shareholder	June 29, 2022	5,000	Nil	Transfer by way of transmission of Equity Shares from Alka Merchant
			168,300	Nil	Transfer by way of transmission of Equity Shares from Alka Merchant
Rajesh Vrajlal Khakhar*	Promoter Selling Shareholder	June 14, 2024	8,963,845	Nil	Bonus issue
Sameer Kamlesh Merchant	Promoter Selling Shareholder	June 14, 2024	8,594,945	Nil	Bonus issue
Jigna Rajesh Khakhar	Other Selling Shareholder	June 14, 2024	4,421,700	Nil	Bonus issue
Hasmukh Vrajlal Khakhar	Other Selling Shareholder	June 14, 2024	1,187,875	Nil	Bonus issue
Amrish Mahendrabhai Desai	Other Selling Shareholder	June 14, 2024	1,187,875	Nil	Bonus issue
Parag Jamnadas Bhimjiyani	Other Selling Shareholder	June 14, 2024	1,187,875	Nil	Bonus issue
Kunal Kamlesh Merchant	Other Selling Shareholder	June 14, 2024	620,075	Nil	Bonus issue
OrbiMed Asia II Mauritius Limited**	Investor Selling Shareholder	June 14, 2024	8,500	Nil	Bonus issue
Dharmesh Bhupendra Dattani	Promoter	August 28, 2024	134,518	Nil	Transfer by way of gift of Equity Shares from Jigna Rajesh Khakhar

^As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.
**Also a selling shareholder.*
***OrbiMed Asia II Mauritius Limited are also shareholders with nomination rights.*

(ii) Preference Shares^

Name of Acquirer/shareholder	Category of Acquirer/shareholder	Date of Acquisition	Number of Preference Shares acquired	Acquisition price per Preference Shares (in ₹)	Nature of Transaction
Nil	Nil	Nil	Nil	Nil	Nil

^As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.

Details of weighted average cost of acquisition of all Equity Shares transacted over the trailing three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus by the Promoters, Promoter Group, and the Selling Shareholders

Period	Weighted average cost of acquisition (WACA) (in ₹)*	Lower End of the Price Band is 'X' times the WACA^	Upper End of the Price Band is 'X' times the WACA^	Range of acquisition price Lowest Price - Highest Price (in ₹)*

Last three years	4.66	[●]	[●]	NA
Last 18 months	145.47	[●]	[●]	NA
Last one year	145.47	[●]	[●]	NA

**As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.*
^To be updated in Prospectus following the finalisation of the Price Band.

Details of weighted average cost of acquisition of all Preference Shares transacted over the trailing three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus by the Promoters, Promoter Group, and the Selling Shareholders no

Period	Weighted average cost of acquisition (WACA) (in ₹)*	Lower End of the Price Band is 'X' times the WACA^	Upper End of the Price Band is 'X' times the WACA^	Range of acquisition price Lowest Price - Highest Price (in ₹)*
Last three years	Nil	[●]	[●]	NA
Last 18 months	Nil	[●]	[●]	NA
Last one year	Nil	[●]	[●]	NA

**As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.*
^To be updated in Prospectus following the finalisation of the Price Band.

Details of pre-IPO Placement

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Issue of equity shares for consideration other than cash or bonus issue in the last one year

Except as disclosed in the section, "*Capital Structure - Equity Shares issued for consideration other than cash or through bonus issue or out of revaluation reserves*" on page 113, our Company has not issued any shares in the past for consideration other than cash or by way of bonus issue, as of the date of this Draft Red Herring Prospectus.

Split / Consolidation of Equity Shares in the last one year

Except as disclosed in the section, "*Capital Structure – Notes to the capital structure*" on page 108, in relation to the split of equity shares with face value of ₹10 each to Equity Shares of face value ₹2 each, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider the risks and uncertainties described below as well as other information as may be disclosed in this Draft Red Herring Prospectus before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Draft Red Herring Prospectus. The risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future and may also impair our business. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, prospects, results of operations, financial condition and cash flows could suffer, the trading price and the value of your investment in our Equity Shares could decline and you may lose all or part of your investment. In order to obtain an understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 185, 247 and 404 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Our financial year ends on March 31 of each year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for financial years 2024, 2023 and 2022 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" beginning on page 329.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 19. Please note that the financial information with respect to our Jointly Controlled Entity has been consolidated in the Restated Consolidated Financial Information only as a Jointly Controlled Entity as per Indian Accounting Standard - 28. The separate financial information disclosed in this section in respect of our Jointly Controlled Entity has been included from its special purpose audited financial statements read with corresponding auditor's report dated September 3, 2024 issued by M S K A & Associates, Chartered Accountants. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Global and *Indian Dental Labs and Branded Products" dated September 11, 2024 (the* ***F&S Report****") prepared and released by Frost & Sullivan India Private Limited, exclusively commissioned by our Company and paid for in connection with the Offer, pursuant to an engagement letter dated April 12, 2024. A copy of the F&S Report will be available on the website of our Company at https://www.laxmidentallimited.com/investor_relations from the date of filing of the Red Herring Prospectus. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see "- Internal Risk Factors - Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 77.*

Unless specified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in our Equity Shares should pay particular attention to the fact that we are subject to a regulatory environment in India, which may differ significantly from that in other jurisdictions. In making an investment decision, prospective investors must consult their tax, financial and legal advisors about the particular consequences of investing in the Offer and rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved.

Risks relating to our Business

1. ***Our business success depends on expanding our Dental Network and increasing the wallet share per dental clinic, dental company and dentist. Failure to achieve this in a cost-effective manner could have an adverse effect on our business, results of operations and financial condition.***

As of March 31, 2024, have a presence of over 20 years in the dental laboratories business with a reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024 ("Dental Network"). Growth of our business and revenue is dependent upon our ability to continue expanding our network by retaining our existing dental clinics, dental companies and dentists and adding new ones to increase our business, visibility, and profitability. We have adopted a B2B2C business model for sale of clear aligners, which means that our dental products are sold through the Dental Network to the end consumer patient, lending credibility to our dental products since they are being recommended by our Dental Network. An increase in our Dental Network enhances our reach, resulting in increased orders. This increased order volume, in turn, boosts our brand visibility and attracts more dentists who seek to benefit from our dental products and services, thereby creating enhanced business opportunities.

Our Dental Network effect takes time to build and may grow slower than we expect or slower than it has grown in the past. If we fail to retain either our Dental Network or fail to add to it, the value of our network may be diminished. We believe that many of the new additions to our Dental Network originate from sales and marketing team coverage, dental conferences and exhibitions, word-of-mouth and other non-paid referrals from our existing network, and from the popularity of our brand.

We have faced instances of dentists discontinuing their association with our Company and our Dental Network in the ordinary course of business in the last three Fiscals. As there have been instances where our sales and marketing team have brought back business from such dentists, we are not in a position to quantify the number of such permanent discontinuations. These incidents did not lead to any material adverse effects on our business, operations and financial condition. However, there can be no assurance that such events may not occur in future that may adversely affect our business, operations and financial condition. We cannot assure you that we will be able to grow our Dental Network in a timely manner or grow it at all. Any failure to grow or retain our Dental Network would have an adverse effect on our business, reputation, financial condition and results of operations.

Further, to expand our market share, we intend to continue increasing our wallet share within our existing Dental Network by both enhancing sales of our existing dental products and cross-selling additional dental products. Any failure to effectively increase our wallet share through these strategies could adversely impact our business, financial condition, and results of operations.

2. ***Our business is concentrated in certain jurisdictions, and any loss of business in such regions could have an adverse effect on our business, results of operations and financial condition.***

Our business is spread across various cities and towns in multiple states in India, while our international business is concentrated in the U.S. and the UK. However, a significant portion of our revenue is generated within India and from U.S. and the UK. This regional concentration exposes us to risks such as economic slowdowns, social or political unrest, natural calamities, or adverse government policies in these regions. Any negative developments in these regions could have an adverse effect on our business, operations and financial performance.

The following table sets forth financial details of our revenue from sales of goods and services across major geographies for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively:

Zone	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from sale of goods and services *(in ₹ million)*	**Percentage of Revenue from sale of goods and services**	**Revenue from sale of goods and services *(in ₹ million)***	**Percentage of Revenue from sale of goods and services**	**Revenue from sale of goods and services *(in ₹ million)***	**Percentage of Revenue from sale of goods and services**
India	1,291.58	67.46%	1,088.20	68.47%	754.61	58.28%
USA	371.68	19.41%	295.34	18.58%	367.23	28.36%
UK	137.48	7.18%	115.96	7.30%	81.15	6.27%
Others	113.76	5.94%	89.91	5.66%	91.79	7.09%

Total	**1,914.50**	**100.00%**	**1,589.41**	**100.00%**	**1,294.78**	**100.00%**

In the event of a regional slowdown in the economic activity in these regions, or any other developments including social, political or civil unrest, disruption, natural calamities or sustained economic downturn or changes in the policies of the governments of such regions that reduce the demand for our services in such jurisdictions, could require us to incur significant capital expenditure, change our business structure or strategy, which could have an adverse effect on our business, results of operations and financial condition, which are largely dependent on the performance and other prevailing conditions affecting the economies of such regions. While we have not witnessed any loss of business in these regions on account of such factors in the last three Fiscal years, excluding impact from COVID-19, we cannot assure that such a loss would not occur in the future and would not have an adverse effect on our business, results of operations, and financial condition.

3. ***Our business depends heavily on our reputation and perception of our brands. Any negative publicity or other harm to our brand or failure to maintain and enhance our brand recognition and maintain such quality standards may materially and adversely affect our reputation, business, results of operations and financial condition.***

Our reputation and perception of our brands are critical to our business. Our Dental Network expects us to maintain high quality standards. Our branded products contribute to a large portion of our revenues. The following table sets forth our revenues from sales and services of our branded dental products for the periods indicated:

Product category*	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from Sales and Services *(in ₹ million)*	**Percentage of Revenue from Operations**	**Revenue from Sales and Services *(in ₹ million)***	**Percentage of Revenue from Operations**	**Revenue from Sales and Services *(in ₹ million)***	**Percentage of Revenue from Operations**
Branded dental products	740.89	38.28%	463.21	28.66%	239.42	17.50%

** Represents revenue from sale of goods derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus.*

In addition to our above revenue from operations, set forth below is a table depicting revenues from sale of branded paediatric dental products by Kids-E-Dental LLP (our Jointly Controlled Entity) in the last three fiscals:

Product category	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from Paediatric Operations *(in ₹ million)*	**Percentage of Revenue from Paediatric Operations**	**Revenue from Paediatric Operations *(in ₹ million)***	**Percentage of Revenue from Paediatric Operations**	**Revenue from Paediatric Operations *(in ₹ million)***	**Percentage of Revenue from Paediatric Operations**
Branded paediatric dental products	266.71	100.00%	79.28	100.00%	21.81	100%

Maintaining and enhancing our reputation, quality standards and brand recognition depends primarily on the quality and consistency of our dental products, as well as the success of our brand promotion efforts. We have expended considerable efforts promoting our brands and the quality of our dental products, and we expect to continue to do so. Our brand promotion efforts, including celebrity collaborations, in-clinic advertisements, print media advertisements, webinars, roadshows and social media marketing may incur significant expenses and may fail to effectively promote our brands, generate additional sales or grow our Dental Network. If we are unable to maintain and further enhance our brand recognition, our ability to retain and expand our Dental Network may be impeded and our business prospects may be materially and adversely affected. Details of our marketing expenditure which includes brand-building and promotional activities, in absolute terms and as percentage of our total expenditure, for the periods indicated are set out below:

Particulars	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Marketing expenditure (in ₹ million)	93.97	99.78	26.48

Marketing expenditure as a percentage of our total expenditure (%)	5.03%	5.95%	1.85%

Further, any instance of negative publicity, whether justified or not, can have a disproportionately large impact on our brand perception and customer loyalty. This negative publicity could arise from various sources, including but not limited to, unsatisfactory patient outcomes, adverse media coverage, regulatory actions, or unfavorable reviews. Such adverse publicity may erode the trust and confidence of our customers and partners, thereby diminishing our competitive position and market share. While we have not witnessed any instances of negative publicity in the last three Fiscal years, there can be no assurance that such instances will not occur in the future. Consequently, sustained negative publicity could lead to a decline in sales, increased legal and compliance costs, and could have an adverse effect on our business, financial condition, and results of operations. Therefore, proactive measures to manage and mitigate potential sources of negative publicity are imperative to safeguard our brand equity and overall business viability.

4. ***All our major manufacturing facilities are situated in and around Mumbai and any disruptions in the region could have a material and adverse effect on our business, financial condition and results of operations.***

A significant portion of our revenue was generated by sales of dental products, with five out of six key manufacturing facilities located in and around the Mumbai Metropolitan Region. The following table provides details of the total number of units sold per division for Fiscal 2024, Fiscal 2023, and Fiscal 2022, including the number of units sold at our manufacturing facilities located in and around the Mumbai Metropolitan Region, as well as the percentage of total units produced at these facilities.

Particulars	**Fiscal 2024 (Total Sold Units)**	**Fiscal 2023 (Total Sold Units)**	**Fiscal 2022 (Total Sold Units)**
Laboratory Division	6,13,960	5,20,959	4,95,203
Aligner and Aligner Products Division	21,32,772	16,71,649	22,81,993
Paediatric Division*	538,638	86,339	22,132
Total Units sold from manufacturing facilities in Mumbai Metropolitan Region	32,85,370	22,78,947	27,99,328
% of Total Units from Mumbai Metropolitan Region	98.88%	98.78%	99.60%
Overall Total Units Sold	33,22,660	23,07,149	28,10,641

**Consists of units sold by Kids-E-Dental LLP, our Jointly Controlled Entity.*

The continued operation of our manufacturing facilities can be substantially interrupted due to a number of factors, many of which are outside of our control, including fire, flood, earthquakes, power outages, fuel shortages, mechanical breakdowns, terrorist attacks and wars, or other natural disasters, as well as loss of licenses, certifications and permits, changes in governmental planning for the land underlying these facilities and regulatory changes. For example, natural disasters or unanticipated catastrophic events may damage the manufacturing equipment and inventories stored in our manufacturing facilities, which may in turn significantly impair our business operations. While we have not faced any such material instances of damage to our manufacturing equipment and inventories stored in our manufacturing facilities due to natural disasters or unanticipated catastrophic events in the last three Fiscal years, we cannot assure you that we will not experience such disruptions in the future. If our manufacturing facilities are rendered unusable as a result of natural disasters, unanticipated catastrophic events or any other reason, our business, financial condition and results of operations may be adversely affected. We may not be able to source or locate for alternative manufacturing facilities that meet the requirements of modern manufacturing operations for guaranteed storage safety, optimal and flexible space utilization and high operational efficiency are in short supply.

5. ***Exports account for a significant portion of our revenues. A failure to manage our business in overseas markets or our inability to grow our business in new geographic markets may affect our growth, which could have a material adverse effect on our business, operations, prospects or financial condition.***

We have catered to global and domestic demand by exporting our dental products to more than 95 countries and 300 cities in India between Fiscals 2022 to 2024. We intend to expand our business into new geographic markets to enable us to market our dental products as well as understand the customer needs in these regions:

Details of our revenue from exports, in absolute terms and as percentage of our revenue from sales and services, for the periods indicated are set out below:

(in ₹ million)

Particulars	Fiscal 2024	% of Revenue from sales& services	Fiscal 2023	% of Revenue from sales& services	Fiscal 2022	% of Revenue from sales & services
U.S.	371.68	19.41%	295.34	18.58%	367.23	28.36%
UK	137.48	7.18%	115.96	7.30%	81.15	6.27%
Others	113.76	5.94%	89.91	5.66%	91.79	7.09%
Total Export Revenue	622.92	32.54%	501.21	31.53%	540.17	41.72%

There are a number of risks associated with doing business abroad such as risks with respect to fluctuations in the interest rate and foreign currency, different tax and regulatory environments (particularly with respect to the nature of our dental products), obtaining the necessary clearances and approvals to set up business and competing with established players in these regions and cost structures in international markets, including those in which we operate, that are significantly different from those that we have experienced in India. Also see "—*We are exposed to a significant risk from exchange rate fluctuations. If we fail to manage our foreign currency risk, our business, results of operations and financial condition may be materially and adversely affected*." on page 62.

From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our dental products in jurisdictions in which we sell such products and services. The risks involved in entering new markets and expanding operations may be higher than expected, and we may face significant competition in such markets. Competing successfully in international markets may require additional resources due to the unique aspects of each geographic market. Some of our competitors in such markets may have greater capital and financial and other resources, existing reputation and brand, greater market penetration and broader dental products range and larger, stronger sales force than us which may make their dental products more competitive than ours. We cannot assure you that we will be able to grow our business in such new geographic markets. Our inability to grow our business in such additional geographic markets could have a material adverse effect on our business, operations, prospects or financial results.

In the last three Fiscal years, we have faced challenges related to our import and export activities that pose significant risks to our operations. There have been instances where the import of raw materials was halted by relevant authorities, disrupting our supply chain and potentially leading to delays in production and increased costs. Additionally, the export of our goods has been stopped by relevant authorities on several occasions, negatively impacting our revenue and relationships with international customers. Further, on account of our international business, import of patient dental impressions have also faced delays on account of assessment of their value for customs duty. While we have paid notional duty on such imports, and have made suitable entries in our ledgers, there is no assurance that we may not be asked to justify the lack of outward remittance in relation to such imports. These disruptions underscore the risks associated with our global operations, particularly in terms of regulatory compliance and logistical challenges. We cannot assure you that such incidents would not occur or would not have an adverse effect on our business, results of operations and financial condition.

6. ***Our inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy could have an adverse effect on our business, results of operations and financial condition.***

As of the date of this DRHP, we have catered to global and domestic demand by exporting our dental products to more than 95 countries and 300 cities in India between Fiscals 2022 to 2024. We have a strong presence in India, U.S. and UK, as of March 31, 2024. With an extensive brand presence of over 20 years, we are amongst the top two largest dental laboratories in India based on revenue for the Fiscal 2023. (Source: F&S Report). We are a vertically integrated dental aligner company, and the largest B2B2C and most profitable indigenous dental aligner company in terms of revenue from operations and PAT Margin for Fiscal 2023. *(Source: F&S Report)* We attribute our growth to our business strategies detailed in "*Our Business – Strategies*" beginning on page 259.

Set forth below is a breakdown of our revenue from operations based on our reporting categories for the Fiscal 2024, 2023 and 2022:

Particulars	Fiscal					
	2024		2023		2022	
	(₹ in millions)	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*
Revenue from operations from sales and services for dental products and related services	1,850.48	95.60%	1,531.96	94.78%	1,273.55	93.07%
Sale and services from dental clinical services	64.02	3.31%	57.45	3.55%	21.23	1.55%
Other operating income	21.05	1.09%	26.90	1.67%	73.65	5.38%
Revenue from operations	**1,935.55**	**100.00%**	**1,616.31**	**100.00%**	**1,368.43**	**100.00%**
Year on Year growth of Revenue from Operations from the previous Fiscal (%)		**19.75%**		**18.11%**		**NA**

Details of our EBITDA, in absolute terms and adjusted EBITDA, for the periods indicated are set out below:

Particular's (Amount in Rs. Million)	Fiscal 2024	Fiscal 2023	Fiscal 2022
EBITDA*	237.90	89.64	54.13
Share of profit of associates, net of tax	88.88	6.02	(1.45)
Adjusted EBITDA^	**326.78**	**95.66**	**52.68**

^Adjusted EBITDA - Adjusted EBITDA is calculated by adjusting share of profit / (loss) of Jointly Controlled Entity to EBITDA
***** *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*

However, we cannot assure you that we will be able to continue to grow further or maintain our growth rate.

While we have generally adhered to our growth strategy in the past, there is no assurance that such deviations will not occur in the future and have a material adverse effect on our business, results of operations and financial condition. Our inability to manage and execute our growth strategy in a timely manner, or within budget estimates could have an adverse effect on our business, results of operations and financial condition. We may not be able to expand our business operations into unexplored geographies on a global level successfully on account of certain internal or external factors in such regions which may not be similar to our experience in the existing regions where we operate.

We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support our future operations or establish or develop business relationships beneficial to our future operations. Failure to manage growth effectively could have an adverse effect on our business, results of operations and financial condition.

7. ***Our dental products are primarily recommended through our Dental Network to end customers, and any change in their recommendations may materially and adversely affect our business, results of operations and financial condition.***

Since we derive the majority of our revenues from the B2B2C model, which involves the sale of our dental products to end customers through our Dental Network, the recommendation of our dental products by our Dental Network is crucial for the success of our business and operations. Endorsement by our Dental Network is vital for driving sales and ensuring the continued success of our products and overall business.

Recommendation of our dental products by our Dental Network and our ability to compete effectively within our industry, may be negatively affected by a wide variety of reasons. Our ability to remain as the foremost recommended company for dental products is dependent on factors such as quality, accuracy and efficiency of our dental products, raw materials and services. In addition, our reputation and perception of our dental products could be harmed if, for example:

- our dental products fail to gain acceptance by end-customers;

- our dental products contain any defects or malfunction;
- lawsuits or regulatory investigations are instituted against us or otherwise relating to our dental products or industry; and
- we are subject to dental products liability claims.

Further, as we expand into new geographic markets within and outside India, and as the market becomes increasingly competitive; to become a recommended dental product company for our Dental Network may get costly and difficult and we may be required to incur substantial costs to maintain our reputation as preferred supplier of dental products.

In addition, our dental products are designed to cater to dental care and dental aesthetics. While there have not been any material incidences of errors in the last three Fiscal years and we train our Dental Network, including technicians and other staff regularly, users of our dental products have a greater sensitivity to errors than users of a general services or products. We cannot assure you that such instances will not occur in future. In addition, if our Dental Network makes an error in handling our dental products, or in the procedure or operation of our dental equipment, causing bodily harm, it may adversely affect our brand and reputation.

8. Our inability to protect or use our intellectual property rights may have an adverse effect on our business, results of operations and financial condition.

We are dependent on the brands we have created and their brand value for our business and operations which in turn, is dependent upon the quality of our dental products and confidence of our Dental Network in our brands. We offer our clear aligners under our brand Illusion Aligners. Our brand Taglus offers aligner and retainer material, thermoforming sheets, thermoforming machines, biocompatible 3D printing resins and consumables. We offer our paediatric dental products under the brand “Kids-e-Dental”. We are one of the early companies to launch branded Zirconia crowns under our brand name “Illusion Zirconia”. (*Source: F&S Report*).

As on the date of filing this DRHP, Our Company holds a total of 33 trademarks across various categories and classes as of the date of this draft red herring prospectus. Further, our Company has 1 objected trademark application in relation to which we have reapplied to the Registrar of Trademarks on the basis of an NOC from our Subsidiary, Bizdent Devices Private Limited which is the registered owner of a similar trademark and 2 trademark applications pending. The mark "TAGLUS" is registered in India under class 10 and in multiple classes (10, 35, and 42) in certain other countries, encompassing medical apparatus, instruments, and articles, business services and consulting, as well as technology and software services. Furthermore, in Class 10, relating to surgical, medical, dental, and veterinary apparatus and instruments, our subsidiary Rich Smile Design LLP owns the trademark “Rich Smile Design Go Natural…. Digitally!” and our Subsidiary, Bizdent Devices Private Limited holds the trademark “Illusion Aligners’. Kids-E-Dental LLP holds the trademarks ‘Bioflx’ and ‘Kids-e-bioflx’ are also registered under Classes 40 and 10 respectively in India. In addition to the domain name “http://Kids-e-dental.com/” described below, we also own 22 internet domain names currently used by us. We have also reserved 35 additional domain names. If any of these trademarks or domains are registered in favor of a third party, we may not be able to claim ownership of such trademarks and domains. Consequently, we may be unable to seek remedies for the infringement of those trademarks and domains by third parties, except for relief against passing off by other entities.

We have applied for the registration of the trademark for our corporate logo LD LAXMI DENTAL LIMITED (“**Trademarks**”) under class 5, 10, 11, 40 and 44 of the Trademarks Act, 1999. Until our applications are accepted, any unauthorized or inappropriate use of our brand, trademarks and domain names by others, in their corporate names or service offerings or otherwise could harm our brand image, competitive advantages and business, and dilute or harm our reputation and brand recognition. While we will have legal claims under common law against such any unauthorized or inappropriate use of our brand, trademarks and domain names by others, our failure to register or protect our intellectual property rights may undermine our brand and hinder the growth of our business.

Certain trademarks used by Kids-E-Dental LLP related to paediatric dental products, including the registered trademark, "Kids-e-Dental" under class 10 with registration number 3629306, “e-MTA (device)” under class 10 with registration number 4864651, “e-SDF (device)” under class 10 with registration number 4860419, “e-space Maintainer (device) under class 10 with registration number 4864667, “Kids-e-crown (device)” under class 10 with registration number 4856659, “Kids-e-dental” under class 10 with registration number 4854970, and "http://Kids-e-dental.com/" domain name (together the "Assigned IP") has been assigned to Kids-e-Dental LLP under a deed of assignment entered between Dr. Mukul Shantilal Jain ("Assignor") and Kids-e-Dental LLP ("Assignee") dated August 21, 2021 ("Deed of Assignment"). This Deed of Assignment transfers all rights, title, and interest in the Assigned IP to the Assignee, Kids-e-Dental LLP, including the exclusive right to use, license, sublicense, and enforce these trademarks globally. The Assignee has agreed to pay a consideration of ₹1,000 to the Assignor for the assignment. We have applied for registration of assignment of trademarks pursuant to such assignment deed, however, we cannot assure you that such assignment of trademarks will be registered in a timely manner or at all, or that we will be able to effectively protect our intellectual property right in respect of the transferred intellectual property in the interim.

Kids-E-Dental also uses two product designs registered in the name of Mukul Shantilal Jain, one of the partners of Kids-e-Dental LLP, by virtue of an intellectual property license agreement dated August 23, 2021, ("License Agreement") between Dr. Mukul Shantilal Jain ("Licensor") and Kids-E-Dental LLP ("Licensee"). The License Agreement grants the Licensee exclusive and non-sub-licensable rights to manufacture, market, and sell paediatric dental products using the licensed designs, "Pre-Formed Paediatric Crowns Set" with registration number 339218-001 and "Pre-Formed Space Maintainer Set" with registration number 341629-001, within India for a term of 5 years, with an option to renew. The agreement is structured as royalty-free due in consideration of the profit-sharing scheme set out in the limited liability partnership agreement dated August 21, 2021, in relation to Kids-E-Dental LLP, with the Licensee having the right to manufacture, market, and sell the products within the Indian territory. While majority of the sales in relation to these two designs have been domestic in the last three Fiscals export of these two product designs have contributed up to 1.50%, 0.70% and 0.10% of our revenue including Kids-E-Dental LLP revenue for each of the Fiscals 2024, 2023 and 2022, respectively. We cannot assure you that we will be able to obtain an extension of the licensing agreement to such export jurisdictions. Further, while the License Agreement includes an option for renewal, there is no guarantee that we will be able to renew the agreement on favorable terms, or at all. In the event that renewal negotiations are prolonged, there may be a period during which our ability to manufacture, market, and sell the products is uncertain, potentially affecting our business operations. Additionally, our ability to protect our interests and maintain exclusivity during such a period may be compromised. For more information, see "*Our Business - Intellectual Property*" on page 267.

As on the date of filing this DRHP, we have 5 designs registered in India including for 'Bioflx', a semi-flexible tooth coloured pre-formed dental crown for children, for our Taglus arch shaped dental sheet and for our kit for thermoforming apparatus to use our Taglus arch shaped dental sheet. We also have 2 community designs registered in the EU for our arch shaped dental sheet and our kit for thermoforming apparatus to use the arch shaped dental sheet. Applications are also pending for 1 provisional patent in India, 2 design registrations in the United States, in relation to our Taglus products. For further information, see *"Government and Other Approvals - Intellectual property rights and Our Business - Intellectual Property"* on page 455 and 267, respectively. Our inability to obtain or maintain intellectual property registrations may adversely affect our competitive position, business, financial condition, and results of operations. We rely on a combination of patents, trademarks, copyrights, confidentiality agreements, and other contractual restrictions to protect our intellectual property. Despite our efforts, unauthorized parties may still use our trademarks, copy aspects of our proprietary materials, or access information we consider proprietary.

Further, patent protection can be limited, and not all intellectual property can be fully safeguarded. Our existing patents may expire, and there is no assurance that we will be able to renew them. This could lead to challenges, invalidation, or circumvention of our intellectual property rights by third parties. Additionally, our inability to patent future innovations could negatively impact our business, operational results, and financial condition. While we have not experienced any patent infringements or disputes to date, we cannot guarantee that our patents will be adequately protected in the future. Competitors may develop similar or functionally equivalent dental products that could weaken our market position. The process of securing patent protection is lengthy and costly, and there is no assurance that future patents will be granted, or that existing and future patents will offer meaningful protection or competitive advantage.

We are committed to defending our intellectual property rights, but we cannot guarantee timely and adequate protection. If disputes arise, we may need to engage in litigation, which could strain our resources and divert management's attention. Unauthorized use of our intellectual property could damage our reputation, and any adverse legal outcomes could impair our ability to use key intellectual property, thereby affecting our business, results of operations, and financial condition.

9. ***Our dental products are subject to extensive and dynamic regulations and any non-compliance with and changes in any of the applicable laws, rules or regulations related to the manufacturing, selling or***

distribution of our dental products, may adversely affect our business, results of operations and financial condition and cash flows.

Our operations related to manufacturing, selling or distribution of our dental products are subject to extensive government regulation, and we are required to obtain and maintain a number of statutory and regulatory registrations, permits and approvals under central and state government rules and regulations in India, for each of our facilities. Our manufacturing equipment and dental products are governed by regulations such as the Medical Devices Rules, 2017, the Drugs and Cosmetics Act, 1940, the Drugs and Medical Devices and Cosmetics Bill, 2023 and the Central Drugs Standard Control Organisation Guidelines, 2023. For further information, see "*Key Regulations and Other Policies*" on page 274. These regulations set high standards for safety, quality and efficacy.

Our quality assurance team consists of members with experience in applying for and maintaining various accreditation and certification standards such as ISO and USFDA. Our division, Vedia Solutions, offering Taglus products has received additional certification of occupational health and safety management system along with ISO 13485:2016. Our brand Taglus offers thermoforming sheets, biocompatible resins and thermoforming machines which have received certificate of conformity under Regulation EU 2017/745. Our Illusion Aligners, launched in 2021, is the first Indian brand to receive 510(k) clearance from US FDA in 2021 to market Clear Aligner and our Company is the largest indigenous manufacturer of Clear Aligners in India with a B2B2C business model. (*Source: F&S Report*). We have systems in place to emphasize and monitor quality systems and maintain reporting standards within our operational network. Our company is the only Indian manufacturer of US FDA approved SDF. (*Source: F&S Report*). Receipt of such accreditations under certain quality standards is important for the success and wide acceptability of our services. If we fail to comply with the requirements of applicable quality standards or if we fail to adapt to evolving dental products and technologies, or if we are otherwise unable to obtain or renew such quality accreditations in the future, in a timely manner, or at all, our business and prospects may be adversely affected. In the last three Fiscals, we have not experienced any such events, however, we cannot assure in future such events would not happen and would not have an adverse effect on our business, results of operations and financial condition.

Any changes in these regulations or accreditations can create uncertainty and necessitate significant adjustments to our operations. For example, new requirements might mandate changes in manufacturing processes, additional testing, or new documentation, leading to increases costs and potential delays. Non-compliance, whether due to unintentional oversight or the complexity of navigating new rules, could result in severe regulatory sanctions, fines, forced modifications, or even the discontinuation of our operations. These outcomes could significantly impact on our business, operations and financial performance. Such non-compliance may lead to restriction in the sale of our dental products. To mitigate risks associated with non-compliance, we work with specialized experts for specific regulatory filings.

While we apply for renewal of applicable licenses, registrations and accredits in a timely manner, we cannot assure that such licenses and registrations will be granted before their expiry. If our operations continue pending the grant of renewal, it could be considered a violation of applicable laws. Any suspension, revocation, or termination of our operational licenses may also lead to adverse consequences under the terms of our other licenses. While we have not witnessed any such events in the last three Fiscal years, we cannot assure you in future such events would not happen or would not have an adverse effect on our business, results of operations and financial condition. Furthermore, any changes in applicable laws, rules, or regulations, or stricter enforcement of existing laws, may require additional capital expenditures or operating costs, adversely affecting our business, result of operations and financial condition.

10. ***There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, and Directors which could have an adverse effect on our business, financial condition and results of operations.***

There are outstanding legal proceedings involving our Company and Subsidiaries. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. Such proceedings could divert management time and attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations.

A summary of the outstanding proceedings involving our Company and Subsidiaries, Promoters and Directors as disclosed in this Draft Red Herring Prospectus, to the extent quantifiable, has been set out below. As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving our Group Company, which may have a material impact on our Company:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Company						
By our Company	5	Nil	Nil	Nil	1	252.70
Against our Company	1	4	Nil	Nil	1	51.22
Subsidiaries						
By the Subsidiaries	NIL	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Directors$						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	2	10	Nil	Nil	Nil	53.63
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	2	5	Nil	Nil	Nil	53.29

**To the extent quantifiable.*
^Determined in accordance with the Materiality Policy.
$ Including Promoter Directors.

In addition, The Central Bureau of Investigation ("CBI") has filed a charge sheet under Sections 120B, 411 and 381 of the Indian Penal Code, 1860 and Sections 13(2) and 13(1)(d) of the Prevention of Corruption Act, 1988 ("PC Act") against Ashok Kumar Singh, the then under-secretary in the Department of Disinvestment, and other accused persons, including our Promoter, Chairperson and Whole-time Director, Rajesh Vrajlal Khakhar, before the Court of Special Judge, PC Act, Patiala House Courts, Delhi, for allegedly indulging in corrupt and illegal activities to obtain confidential and classified information pertaining to an application for approving foreign direct investment ("FDI") in our Company. For further details of legal proceedings and notices involving our Company and Directors, see "*Outstanding Litigation and Material Developments - Litigation Involving Our Directors - Outstanding Criminal Proceedings involving our Directors - Criminal Proceedings against our Directors*" beginning on page 445.

We cannot provide assurance that these legal proceedings will be decided in favour of our Company, Directors, Promoters or Subsidiaries, or that no further liability will arise out of these proceedings. Decisions in such proceedings may have an adverse effect on our business, prospects, reputation, results of operations and financial condition.

11. ***Our business is heavily reliant on a number of qualified and experienced dental technicians and skilled laboratory staff, and any failure to attract, retain, or manage these personnel effectively could have an adverse impact on business, operations and financial condition.***

Our sustained growth depends on our ability to attract, train, motivate, and retain skilled dental technicians and laboratory staff. As of March 31, 2024, our laboratories are run by a professional team consisting of laboratory workers, well-trained dental technicians and additional staff in other operational areas beyond research and development. The success of our operations relies on maintaining good relationships with these personnel, who are essential for delivering quality services and maintaining operational efficiency.

In recent years, we have experienced varying levels of staff turnover. The attrition rates for our dental technicians and skilled laboratory staff (calculated as numbers of permanent employees attrited as a percentage of number of average permanent employees, where permanent employees attrited is calculated as the difference of number of employees as at the end of the Fiscal and as at the of the previous Fiscal) for Fiscal 2024, 2023, and 2022 were 18.23%, 27.32%, and 29.77%, respectively. Any loss of our skilled personnel or our inability to recruit suitable replacements in a timely manner could result in a decrease in service quality, operational disruptions, and increased costs associated with recruiting and training new staff.

Additionally, our business is manpower intensive, with a substantial majority of our workforce based in our manufacturing facilities in western India. The increase in labor costs in India due to recent government policies raising the minimum wage may also impact our profitability if we are unable to pass these costs on to our customers. We have not experienced major disruptions due to disputes with our workforce in the past three fiscal years, but there is no assurance that such disruptions will not occur in the future. Any significant increase in wage demands, work stoppages, or labor shortages could materially and adversely impact our business, operations, and financial condition.

Our inability to attract and retain skilled dental technicians and laboratory staff could adversely affect our competitive position and operational efficiency. If key staff members join competitors or form competing companies, we have a risk of losing valuable expertise and customer relationships. Furthermore, the need for a skilled workforce with market knowledge or technical expertise is critical as we expand our business network. We invest substantially in training programs to address the limited supply of qualified personnel, but any failure to attract and retain such staff could impede our growth, affect our reputation, and limit our ability to meet existing orders or acquire new customers.

We are committed to addressing these challenges through various measures, including competitive compensation packages, robust training programs, and enhanced recruitment strategies. However, there is no guarantee that these efforts will be sufficient to mitigate the risks associated with personnel management and labor cost increases.

12. ***Our lack of long-term purchase orders or commitments from Dental Network increases the risk of pricing pressure from our Dental Network which may have an adverse effect on our business, operations and financial condition.***

Our Dental Network generally does not enter into framework agreements or contracts with us, but place purchase orders for one or a limited number of dental products with us on an as-needed basis. Although we have had long-term business relationships with our Dental Network, most of them have not provided us, and are not obligated to provide us, with any long-term purchase orders. Accordingly, we are exposed to risks from potential adverse financial effects of changes in the dental products industry, general economy, competitive landscape, technological landscape or Dental Network needs or any other change that may affect the demand for our dental products. We cannot assure you that our Dental Network will continue to place orders with us in similar volumes, on the same terms, or at all. Also, we typically purchase raw materials from our suppliers based on our customers' rolling forecasts prior to receiving their purchase orders. Therefore, any failure to accurately predict our Dental Network's demands may result in insufficient or excess inventories of raw materials.

Past pricing trends in the dental industry have experienced fluctuations due to competitive pressures and changing market dynamics. These trends have impacted our pricing strategy, leading to adjustments in our pricing to remain competitive while managing our cost structure. Despite the pricing pressures, the industry is increasingly moving towards premium products, with a significant rise in the share of metal-free crowns compared to porcelain-fused-to-metal crowns. This shift towards higher-end products reflects changing consumer preferences and offers us opportunities to enhance our value proposition.

Moreover, our relationship with our Dental Network lacks exclusivity concerning purchase orders, thereby introducing an additional layer of uncertainty into our supply chain. This absence of long-term commitment and non-exclusivity may contribute to pricing pressures exerted by our Dental Network. Without binding agreements, our Dental Network retains the flexibility to explore alternative suppliers, which could result in downward pressure on prices. Such pricing pressure from our Dental Network may adversely affect our business, gross margin, profitability, and ability to increase prices, impacting our business, results of operations, cash flows, and financial condition. This pricing pressure can limit our ability to set or maintain prices at levels that would sustain our gross margins and profitability. If we are unable to offset this pressure through cost reductions, efficiency improvements, or other measures, our profitability could decline. Additionally, any inability to pass on cost increases to our customers could further compress our margins. Furthermore, sustained pricing pressure could impact our capacity to invest in research and development, marketing, and other critical areas necessary for growth and maintaining our competitive edge. While no such events have occurred historically, we cannot assure you that such instances of sustained pricing pressure will not occur in the future or that they will not have a material adverse effect on our business, results of operations, cash flows, or financial condition. While we strive to create value through our innovative dental products and maintain Dental Network's confidence, the lack of long-term contracts in the dental industry poses an ongoing risk to our financial stability and operational performance.

13. Changes in public healthcare schemes or the fluctuation of the dental insurance coverage in U.S. and the UK regions could result in an adverse impact on our business, operations, financial condition, performance and growth prospect.

We have significantly expanded our operations in with a strong presence in India, U.S. and the UK. Among the Indian dental labs, we are the largest exporters in terms of export revenue for the Fiscal 2023, for custom made dental prosthesis, catering primarily to U.S. and UK. (*Source: F&S Report*) For details of our export revenue from such regions, see "*Risk Factors - Exports account for a significant portion of our revenues. A failure to manage our business in overseas markets or our inability to grow our business in new geographic markets may affect our growth, which could have a material adverse effect on our business, operations, prospects or financial condition*." on page 42. Export of dental products depend on the availability of adequate reimbursement provided under public healthcare schemes or dental insurances available in U.S., and the UK. As healthcare costs could rise significantly in these jurisdiction, third-party payers may attempt to control costs by authorizing fewer elective implant and prosthetic treatments. These cost-control methods also potentially limit the amount that third-party payers may be willing to pay for prosthetic treatments. The continuing efforts of third-party payers, whether governmental or commercial, to contain or reduce these costs, combined with closer scrutiny of such costs, could restrict customers' ability to obtain adequate reimbursement from these third-party payers. These cost containment measures could impact our business by adversely affecting the demand for our dental products or the price at which we can sell our dental products, thereby impacting our business, financial condition, and results of operations. Our dental products have not been subject to any cost-control measures in the last three Fiscal years. However, we cannot provide assurance that our dental products will not be subject to such measures in the future, which could adversely affect our business, operations, and financial condition.

14. Our lack of long-term supply orders of key raw materials and components from our suppliers increases the risk of pricing pressure for our demand of continued supply, any variation in the supply and cost of such key raw materials and traded goods could have an adverse effect on our business, financial condition and operations.

The fluctuating prices of key raw materials and components, coupled with our lack of long-term supply agreements, could significantly impact on our cost structure and profitability. Given that a substantial portion of our raw material purchases are concentrated among a few suppliers, any increase in prices or disruption in supply from these suppliers could have an outsized impact on our operations. The absence of long-term contracts leaves us more vulnerable to market volatility, making it difficult to predict costs and manage our margins effectively. This exposure to pricing fluctuations underscores the importance of our ability to negotiate favorable terms with suppliers and, where possible, secure consistent pricing to mitigate potential risks.

Set forth below is a table depicting the cost of raw materials and traded goods from our top five and top 10 suppliers:

Particular	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount *(in ₹ million)*	**As a % of the cost of total raw materials and traded goods purchased**	**Amount *(in ₹ million)***	**As a % of the cost of total raw materials and traded goods purchased**	**Amount *(in ₹ million)***	**As a % of the cost of total raw materials and traded goods purchased**
Top 5 Suppliers*	180.93	35.45%,	165.72	42.92%	122.54	28.69%
Top 10 Suppliers*	272.09	54.24%	224.87	58.24%	191.02	44.72%

** We are not in a position to disclose the names of our top 5 and top 10 suppliers as this is commercially sensitive information. The top 5 and top 10 suppliers may vary for each Fiscal as per actuals.*

Set forth below are details of the Company's top 10 suppliers for Fiscal 2024, 2023 and 2022:

S. No.	Particulars*	Fiscal 2024	Fiscal 2023	Fiscal 2022
		Cost of total raw material and traded goods purchased *(₹ in million)*		
1.	Supplier 1	64.69	52.55	62.30
2.	Supplier 2	33.53	47.37	21.94
3.	Supplier 3	28.04	29.81	19.20
4.	Supplier 4	28.01	19.71	19.11
5.	Supplier 5	26.67	16.28	16.00
6.	Supplier 6	20.66	15.53	13.56
7.	Supplier 7	19.62	14.94	11.84
8.	Supplier 8	18.27	11.34	9.10
9.	Supplier 9	17.58	9.45	9.32
10.	Supplier 10	15.03	7.89	8.65

**We are not in a position to disclose the names of our top 10 suppliers as this is commercially sensitive information. The Top 10 suppliers may vary for such each Fiscal as per actuals.*

We do not have long- term agreements with our suppliers. We typically place orders with our suppliers two to eight weeks in advance, and the price for each order is negotiated based on market conditions and the price for each order of other raw materials, such as ceramics, is based on the benchmark price we received annually. Prices of such raw materials may fluctuate. If our raw materials become significantly more expensive, we may not be able to pass on the additional costs to our customers and our profit margins may be reduced.

Moreover, our relationship with suppliers of key raw materials and components lacks exclusivity, thereby contributing to potential pricing pressures exerted by our suppliers. Such pricing pressure from our suppliers may adversely affect our business, gross margin, profitability, and ability to increase prices, impacting our business, results of operations, cash flows, and financial condition. This pricing pressure can limit our ability to set or maintain prices at levels that would sustain our gross margins and profitability. However, we have established relationships with multiple suppliers for most of our products to mitigate risks associated with raw material supply and pricing pressures, and we have not experienced any material pricing pressures in the last three Fiscal years. If we are unable to offset this pressure through cost reductions, efficiency improvements, or other measures, our profitability could decline. In addition, if a supplier experiences a quality issue with a raw material or we otherwise discontinue our relationship with a particular supplier, we may experience delays or increased costs in obtaining such raw materials from a comparable supplier. Although we have not experienced any significant shortages or delay in the last three years, we cannot assure you that we will not encounter any shortage or delay in the future.

15. Our Statutory Auditors have included an emphasis of matter in their auditor's report on our audited financial statements as at and for the Financial Year ended 2024 and 2023.

Our Statutory Auditors have included certain emphasis of matters as set out in their examination report dated September 5, 2024, for details see, "*Restated Consolidated Financial Information*" on page 329 as at and for the year ended 2024 and 2023. For Fiscal 2024 and 2023 there is an emphasis of matter in relation to compliance with applicable Foreign Exchange Management Act, 1999 read along with the applicable rules, regulations and Master Directions, as set forth below:

Fiscal 2024

We draw attention to Note 53 to the consolidated financial statements which state that trade receivable outstanding from one of our related parties amounting to ₹ 151.34 million includes foreign currency receivable amounting to ₹ 64.97 million outstanding for a period of more than nine months as on March 31, 2024. This has resulted in non-compliances of various regulations, circulars and notifications issued under the Foreign Exchange Management Act, 1999 ("**FEMA Regulations**"). However, subsequent to March 31, 2024 our Company has collected entire balance outstanding for a period more than 9 months as on March 31, 2024. The aforesaid amount has been eliminated as a consolidation adjustment at the Group level since the amount receivable was from a Foreign Subsidiary of our Holding Company.

Fiscal 2023

We draw attention to Note 53 to the consolidated financial statements which state that trade receivable outstanding from one of our related parties amounting to INR 128.39 million includes foreign currency receivable amounting to INR 43.12 million outstanding for a period of more than nine months as on March 31, 2023. This has resulted in non-compliances of various regulations, circulars and notifications issued under the Foreign Exchange Management Act, 1999 ("FEMA Regulations"). However, subsequent to March 31, 2023, our Company has collected entire balance outstanding for a period more than 9 months as on March 31, 2023. The aforesaid amount has been eliminated as a consolidation adjustment at the Group level since the amount receivable was from a Foreign Subsidiary of our Holding Company.

Subsequent to March 31, 2024, our Company has received outstanding balance and the non-compliance mentioned above is no longer ongoing. While our Company has not received any notice from the AD Category I Bank or the Reserve Bank of India in this regard, we cannot assure you that we will not receive any notice seeking an explanation or an order imposing a penalty in the future in relation to the delays mentioned above.

We cannot assure you that any similar emphasis of matter or observations will not form part of our financial statements for future fiscal periods, which could subject us to additional liabilities due to which our financial condition may be adversely affected.

16. ***Any major outbreak of a health epidemic may have an adverse effect on our business, our financial condition, and the results of our operations.***

We rely heavily on patients visiting our Dental Network for procedures like teeth alignment and restorations. These patients may act as carriers of a variety of infectious and communicable diseases. Outbreaks of pandemics or epidemics can significantly reduce patient foot traffic visiting our Dental Network due to concerns about exposure or government-mandated restrictions on non-essential healthcare products. This decline in patient visits could lead to a decrease in demand for our dental products, potentially impacting our revenue and profit margins. During the COVID-19 pandemic, our business experienced a significant downturn. Further, in situations of a major outbreak, epidemic or pandemic, our Dental Network may contract serious communicable diseases as a result of constant exposure and susceptibility to such diseases, and their infection could significantly reduce the demand for our dental products, thereby affecting our revenue. Further, employees visiting our Dental Network could come into contact and may contract such communicable diseases, which could adversely impact our business, financial condition and results of operation.

Additionally, the impact of any outbreak, epidemic or pandemic in the future may include increase in costs for logistics or inputs such as raw materials, non-availability of equipment and key personnel and delay in renewal or obtaining the necessary registrations, approvals, licenses and permits from statutory/ regulatory authorities in a timely manner. We cannot predict the impact of any such outbreak of another highly infectious or contagious disease which may have a material adverse effect on our reputation, business, results of operations and financial condition.

17. ***We are reliant upon our employees to work within the scope of their profession and could be harmed by misconduct by our employees.***

Our business is exposed to the risk of employee misconduct or the failure of our internal processes and procedures. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in costly litigation and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, internal policies and insurance coverage, we may be unable to adequately prevent or deter such activities in all cases.

In the past, our Company ("Plaintiff") filed a commercial suit in the Bombay High Court on September 23, 2022, against Yogesh Bagul ("Defendant"), seeking a permanent injunction and damages. The Defendant, who was employed as the R&D divisional head, breached an Intellectual Property Assignment Agreement dated May 24, 2019, by forming a competing business, "AIVI Innovations LLP," while still bound by the Agreement. This Agreement had assigned all rights, title, and interest in the trademarks, brand marks "TAGLUS" and "ULALIGN," and related assets to the Plaintiff. Despite this, AIVI Innovations LLP manufactured and sold similar products under the "Taglus" brand, leading to the Plaintiff's claim of ₹250 million for the breach of confidential and intellectual property rights. The Bombay High Court issued a temporary injunction against the Defendant's business, and the case remains sub judice as on the date of filing this DRHP. For more information, see "*Outstanding Litigation and Material Developments - Material Civil litigation initiated by our Company*" on page 445.

While we have been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. For details see "*Outstanding Litigation and Material Developments – Material outstanding litigation involving our Company – Material civil litigation initiated by our Company*" on page 445. In addition, we may be subject to regulatory or other proceedings in connection with any such unauthorised transaction, fraud or misappropriation by our employees, which could adversely affect our goodwill, business prospects and future financial performance. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

Further, our Company and third-party professional corporations provide additional training on a variety of services to our dental technicians and laboratory staff, however, we cannot be assured that this training is sufficient to address all potential issues that our Dental Network may encounter while providing services. In addition, dental technicians and laboratory staff contractually agree to only provide services within the scope of their applicable profession and that they only hold themselves out as having the qualifications and designations applicable to them. We cannot be assured that all personnel will comply with the restrictions and limitations applicable to their scope of practice or our Company's policies and procedures.

18. Failure to refine and improve our research and development capacities, introduce new technologies or acquire new or improved manufacturing equipment could adversely affect our business, results of operations and financial condition.

The dental products manufacturing industry is subject to constant innovations, and improvements to dental products and processes and technologies. Being one of the only leading end-to-end integrated dental companies in India, we expect to lead the industry standards. In order to maintain our position in our industry, we must continue to anticipate and keep abreast of the demands and needs of the end-customers through investing in technologies and equipment to develop new dental products and improve existing dental products. As of March 31, 2024, we had a dedicated research and development team. We are committed to recruiting new talent to join our R&D team. We hire PhDs/doctoral graduates with outstanding academic records and personnel with experience in the relevant fields. *For further information, see "- Our Business – Research and Development"* on page 267. Further, we must stay abreast of the constantly evolving industry trends and technical standards and continue to enhance and improve the functionality of our technology platforms. Our success in the future is dependent on our ability to respond to technological advances in our industry in a timely and cost-effective manner.

Further, competition among manufacturers for a greater share of the dental products market may accelerate the development of new technologies and, consequently, result in the obsolescence of our laboratory and manufacturing equipment, and we may not have the financial ability to acquire new or improved equipment and may not be able to maintain a competitive equipment base. If we fail to anticipate trends in the industry, or we are not able to introduce or develop new dental products, and technologies before or at least concurrently with our competitors and at competitive prices, we may consequently be unable to deliver our services involving new dental products, services or technologies in an efficient and effective manner. While we have not faced any instances of failure to anticipate new market trends which led to any material adverse effect on our business and operations in the last three Fiscal years, any such events in the future, where we fail to anticipate trends in the industry, or we are unable to refine and improve our research and development capacities, introduce or develop or acquire new or improved dental products, services and technologies before or at least concurrently with our competitors and at competitive prices, our business, results of operations and financial condition may be adversely affected.

In addition, technological advancement could lead to the development of more cost-effective dental products, services and technologies or non-invasive dental products which are more convenient or less expensive than the dental products that we offer. The introduction of such dental products, services and technology and its subsequent use by the end customers could lead to a decline in the demand for our dental products. We cannot assure you that such instances will not occur in the future and will not have a material adverse effect on our business, results of operations, and financial condition. Advances in dental products, services and technology may lead to the development of more cost-effective dental products that can be performed outside the clinic of our Dental Network. In addition, manufacturers of dental products could seek to increase their sales by marketing point-of-care dental products to our Dental Network and by selling dental products approved for home use to both our Dental Network and the end customers, affecting the market for our dental products and, therefore, adversely affect our business, results of operations and financial condition.

The maintenance and improvement of the competitive edge of our current laboratory and manufacturing equipment are also subject to several other factors, many of which are beyond our control, such as emergence of new industry standards and practices, amendment of laws and regulations, as well as introduction of new orthodontics solutions embodying new technologies. As a result, we cannot assure you that we will remain successful as our competitors may create or adopt technologies similar to ours and develop these technologies to achieve capabilities that are superior to ours. We may also fail to achieve or maintain the competitive edge of our technology platforms in the overseas markets and/or may incur additional costs and expenses to step up our research and development efforts in support of our overseas expansion. If we are unable to adapt and retain our technical competitive edge in a cost-effective and timely manner, our results of operations and overall business prospects may be materially and adversely affected.

19. Any branded dental products withdrawal would damage our brand name and could have a material adverse effect on our reputation, business, financial condition and results of operations.

Our branded dental products such as 'Illusion Zirconia', 'Illusion Aligners', 'Taglus' and 'Kids-e-Crown', are complex in nature and patients may experience problems resulting from the performance of our dental products, and the way dental professionals apply such dental products and patients use such dental products, which in both cases require review and possible corrective action by the manufacturer. Component failures, manufacturing errors or design defects could result in inconvenience or injuries to patients. Any serious failures or defects could cause us to withdraw or redo our dental products, which could result in significant costs. Although in the past three Fiscal years, we have not experienced any dental product recall or withdrawal, we cannot assure you that there would be no market withdrawals or recall of our dental products. To mitigate these risks, we have stringent quality control procedures in place, including rigorous testing and inspection process to identify and rectify potential defects before products reach our Dental Network. Despite these measures, the occurrence of such market withdrawals or dental product recalls would damage our brand name and would have a material adverse effect on our business, financial condition, and results of operations. There have been no such instances of withdrawal in the last three Fiscals. The potential financial impact of such withdrawal may also include significant recall costs, legal expenses, and compensation claims, alongside the loss of customer trust and market share.

20. Delivery delays and poor handling by third-party logistics service providers may have an adverse effect on our business, financial condition and results of operations.

We rely on our third-party logistics service providers for the transportation of our dental products to dental professionals. The logistics services provided by these providers may be suspended, in which case the supply of our dental products could be interrupted. Delayed or even lost deliveries may occur for various reasons beyond our control, including poor handling by our logistics service providers, labour disputes or strikes, acts of war or terrorism, health epidemics, earthquakes and other natural disasters. In addition, poor handling of our dental products could also result in contamination or damage of our dental products, which may in turn lead to product exchanges, product liability, increased costs and damage to our reputation. Any of the circumstances would have a material and adverse effect on our business, financial condition and results of operations. We have not experienced any disruptions in the delivery of our dental products and contamination or damage of our dental products due to issue with our logistics service providers in the last three Fiscals. We cannot assure you that such events will not occur and will not have an adverse material effect on our business, results of operations and financial condition.

Further, in the event of a slowdown in the economic activity in and around Mumbai (wherein our manufacturing facilities are located), or any other developments including social, political or civil unrest, disruption, natural calamities or sustained economic downturn or changes in the policies of the local and state government of such region that results in discontinuation of operation of our manufacturing facilities located in and around Mumbai, could require us to incur significant capital expenditure, change our business structure or strategy, which could have an adverse effect on our business, results of operations and financial condition. We have not witnessed any such incidents in the last three Fiscal years, but we can provide no assurance that we will be able to find suitable replacement sites on terms acceptable to us on a timely basis, or at all, or that we will not be subject to material liability resulting from third parties' challenges on our use of such properties.

21. ***Non-compliance with and changes in any of the applicable laws, rules or regulations, including safety, health, environmental and labour laws could have an adverse effect on our business, results of operations and financial condition and cash flows.***

We are required to obtain and maintain certain approvals, registrations, permissions and licenses from regulatory authorities, to carry out/ undertake our operations. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain and maintain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, cash flows and financial condition. For example, we are required to maintain licenses under various health and safety legislations and regulations which, among others, include registration under the authorizations under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Plastic Waste Management Rules, 2016, issued by the central pollution control board and the respective state pollution control boards. As on the date of filing this Draft Red Herring Prospectus, none of our material approvals and registrations have been rejected by any governmental authority.

Further, some of our approvals may have expired in the ordinary course of business, for which we have made applications with the relevant authorities which are pending as of the date of this Draft Red Herring Prospectus.

As of the date of this Draft Red Herring Prospectus, the following material approvals have been applied for and are yet to be received:

S No.	Description	Authority	Date of application
Laxmi Dental Limited, Delhi			
1.	GST Certificate	GST Department	June 25, 2024
Illusion Dental Laboratory, Kerala			
1.	Factory License	Directorate of factories and boilers, Government of Kerala	September 2, 2024
Laxmi Dental Limited, Andheri			
1.	Shops and Establishments Certificate	Municipal Corporation of Greater Mumbai	August 30, 2024
Illusion Dental Laboratory, Miraroad			
1.	Factory License	Directorate of factories and boilers, Government of Maharashtra	August 30, 2024
2.	Consent to Operate	Maharashtra Pollution Control Board	April 30, 2024
Bizdent Devices Private Limited, Miraroad			
1.	Factory License	Labour Department, Government of Maharashtra	August 21, 2024
2.	Consent to Operate	Maharashtra Pollution Control Board	September 4, 2024
Illusion Dental Laboratory, Kerala			
1.	ISO Certificate	Czech Accreditation Institute	September 6, 2024

Further, as of the date of this Draft Red Herring Prospectus, the following material approvals have expired and are yet to be renewed:

S No.	Description	Authority
Vedia Solutions, Boisar		
1.	EPR Registration	Central Pollution Control Board

Further, as of the date of this Draft Red Herring Prospectus, the following material approvals are required but not obtained or applied for:

S No.	Description	Authority
Laxmi Dental Limited, Ahmedabad		
1.	Shops and Establishments Certificate	Department of Labour, Government of Gujarat

For further information on the nature of approvals and licenses required for our business, see "*Government and Other Approvals" and "Key Regulations and Policies*" on page 450 and 274. In addition, we have, and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time.

Certain approvals obtained by the Company were under its previous name, and while we continue to operate in compliance with applicable regulatory requirements, there can be no assurance that these approvals would be transitioned or reissued under our current name in a timely manner, or at all. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in imposition of penalties by relevant authorities, and may also prevent us from carrying out our business. Our licenses and approvals are subject to various conditions, including periodic renewal and maintenance standards. Any actual or alleged failure on our part to comply with the terms and conditions of such regulatory licenses and registrations could expose us to legal action, compliance costs or liabilities, or could affect our ability to continue to operate at the locations or in the manner in which we have been operating thus far.

22. We are not able to quantify our manufacturing capacity and accordingly, we may not be able to accurately predict if our manufacturing capacity is adequate to meet the demands of our Dental Network. An inability to effectively utilize our manufacturing capacities may have an adverse effect on our business, results of operations, and financial condition.

We believe that, with our expertise and understanding of the trends in the dental products market, we provide a diverse range of dental products. We have achieved operational efficiency through our manufacturing units, which are equipped with state-of-the-art manufacturing equipment. This has enabled us to consistently deliver quality dental products to our Dental Network. However, our Dental Network may require us to maintain a certain percentage of excess capacity to accommodate unexpected increases in purchase orders. The volume and timing of delivering our dental products to our Dental Network may vary due to several reasons, including but not limited to variations in the quantum of demand for our dental products, growth strategy, and macroeconomic factors affecting the economy in general and our Dental Network in particular.

While the installed/utilized capacity of our manufacturing facilities cannot be specified precisely, as our products such as crowns, bridges, aligners, paediatric crowns are customized to the specific needs of patients and the capacity is dependent on the SKUs manufactured. Given the large number of SKUs, the capacity of the manufacturing operations varies depending on their nature and hence an estimate of installed/utilized capacity cannot be provided accurately. In the event that we are unable to procure sufficient raw materials, we would not be able to effectively utilize our current manufacturing facilities, resulting in operational inefficiencies that could have a material adverse effect on our business, results of operations, and financial condition. We make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements, and other resource needs, based on our estimates of our Dental Network orders, relying on our historic production details. For further details, please see "*Our Business – Manufacturing Facilities – Installed capacity, actual production and capacity utilization*" on page 265. Changes in demand for dental products manufactured by us could reduce our ability to estimate future requirements of our Dental Network, making it difficult to schedule production and potentially leading to overproduction or underutilization of our manufacturing capacity for specific dental products. Any such mismatch, leading to over- or under-utilization of our manufacturing facilities, could affect our business, results of operations, cash flows, and financial condition. While we have not faced such incidents in the last three fiscal years, we cannot assure you that such incidents will not occur or will not have an adverse effect in the future.

In the table below, we have set forth details of volumes of our primary product offerings sold during Fiscals 2024, 2023, and 2022.

Sr. No.	Particulars	Number of units sold*		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
1.	**Laboratory offerings**	**651,250**	**549,161**	**506,516**
i.	Metal free products	241,832	192,513	156,786
ii.	PFM products	135,281	150,606	150,688
iii.	Removables and other products	274,137	206,042	199,042
2.	**Aligner Solutions**	**2,132,772**	**1,671,649**	**2,281,993**
i.	Aligners	374,689	19,753	60,539
ii.	Other aligner related products	1,758,083	1,477,896	2,221,454
3.	**Paediatric dental products****	**538,638**	**86,339**	**22,132**
i.	Crowns products	372,885	49,006	12,741
ii.	Other products	165,753	37,333	9,391

#As certified by Santosh Ramlakhan Jaiswar, independent chartered engineer, by certificate dated September 12, 2024.
**Includes volume of product units sold during Fiscals 2024, 2023, and 2022 by our Group.*
***Through our Jointly Controlled Entity, Kids-E-Dental LLP.*

For information relating to number of units sold at our manufacturing facilities located in and around the Mumbai Metropolitan Region for Fiscal 2024, 2023 and 2022, see "*Risk Factors – All our major manufacturing facilities are situated in and around Mumbai and any disruptions in the region could have a material and adverse effect on our business, financial condition and results of operations*."

23. Demand for our dental products may not increase as rapidly as we anticipate due to a variety of factors, including weakness in general economic conditions, which could have a material and adverse effect on our business, results, of operations and financial conditions.

India's dental consumables market has developed rapidly according to the *F&S Report*. The future demand of dental products may, however, be difficult to anticipate since it depends on a number of variables, most of which are beyond our control. Consumer spending habits are affected by, among other things, prevailing economic conditions, levels of employment, salaries and wage rates, consumer confidence and consumer perception of economic conditions. A general slowdown in economy of India or other overseas markets or an uncertain economic outlook would adversely affect consumer spending habits which may, among other things, result in a decrease in the number of orthodontic treatment cases or a reduction in consumer spending on elective or higher value orthodontic solutions, each of which would have a material adverse effect on our results of operations.

The prospect of using dental products is also uncertain and may develop slower than we expect. The market prospect depends on a number of factors, including, among others, the level of market recognition, competing technologies and the industry's own development. Moreover, if any manufacturers in the industry get involved in dental products liability disputes, then the prospect of the whole industry would be negatively affected, resulting in a decrease in our results of operations. If the demand for dental products fail to increase as rapidly as we anticipate, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Individual decisions regarding when to access dentalcare services may also be impaired by the absence of a developed dental health insurance sector or the lack of appropriate government programs to cover the costs of dentalcare, customers in India generally are responsible for all or part of the cost of dental products, which means that a decrease in disposable income that can be allocated for dentalcare services, or even the perception thereof, such as during times of economic downturn, can lead to a reduction in individuals' expenditures for dental products. Any of the above reasons may affect our ability to maintain or increase growth in individual patients, which may adversely affect our business, financial condition, results of operations and cash flows.

24. If we fail to turn our U.S. operation into a profitable and growing business, our Company's financial condition and results of operation may be materially adversely affected.

The U.S. dental products industry is undergoing consolidation and has witnessed increasing trends of outsourcing of dental lab work to India, South Korea, China, Thailand, and Vietnam. Factors contributing to this include an aging workforce, a shortage of available dental technicians, and the increasing importance of economies of scale. As a result, the U.S. market presents a unique investment opportunity for our Company. Despite our fast-growing market share in the U.S., our operation in the U.S. was and is still at nascent stage. Our U.S. entity, Laxmi Dental Lab USA Inc., suffered losses in Fiscal 2024, 2023 and 2022. During this period, we made certain long-term decisions that impacted our profitability. We also developed a broader corporate team to support our planned growth activities and manage our growing operations. The table below sets forth the details of loss after tax of Laxmi Dental Lab USA Inc. (Consolidated for including its step-down subsidiaries i.e. Illusion Dental Lab USA Inc. and Diverse Dental Lab LLC)., along with the percentage of total revenue for the Fiscal 2024, 2023 and 2022:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
(Loss) After Tax (in ₹ million)	(29.28)	(50.53)	(18.18)
Percentage of total revenue (%)	(9.18%)	(17.30%)	(5.60%)

To further penetrate the U.S. market, we plan to grow our Dental Network in the U.S. to obtain immediate access to their customers. We are the preferred partner for one of the largest DSO in the USA with more than 1,650 clinics in the U.S. We believe our growing international Dental Network will attract more dentists and dental clinics to join us and create greater synergies. We expect to also continue marketing campaigns in the U.S., such as in-clinic advertisements, print media advertisements, webinars, exhibitions and social media marketing. We expect our profitability will further improve if we successfully execute our plans and strategies.

However, we cannot guarantee you that we will be able to successfully implement our plans and strategies or our plans and strategies to turn around our U.S. operation will work as expected. If we fail to improve the business and/or financial performance of our U.S. operation, we will continue to suffer losses from our U.S. operation and our Group's financial condition and results of operations may be materially and adversely affected.

25. ***Our indebtedness and the conditions and restrictions imposed by our financing agreements and any noncompliance thereof may lead to, among others, suspension of further drawdowns, which could have an adverse effect on our business, results of operations and financial condition.***

Set out below are details of our outstanding borrowings for the dates indicated:

(in ₹ million)

Particulars	As of		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Borrowings (non-current)	151.40	113.02	103.81
Borrowings (current) *	268.85	201.37	192.53
Total Borrowings	**420.25**	**314.39**	**296.34**

**Including current maturities of long term debt.*

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and generate sufficient cash flows to service such debt. Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditures, acquisitions, and strategic investments; reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions; and limiting our ability to obtain additional financing for working capital, capital expenditures, acquisitions, share repurchases, or other general corporate and other purposes.

Some of the financing arrangements entered by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, among others, changes to the capital structure of our Company, changes to the management of our Company and changes in the memorandum and articles of association of our Company. Failure to comply with such covenants or obtain consents may restrict or delay certain actions or initiatives that we may propose to take from time to time and could have significant consequences on our business and operations. In addition, we have also availed loans which may be recalled at any time at the option of such lenders. Such recalls on borrowed amounts may also be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lenders to give us extensions or to refrain from exercising such recalls which may adversely affect our operations and cash flows. Further, in addition to the borrowings mentioned above, as on July 31, 2024, we have provided corporate guarantees for some of these borrowings amounting to *₹79.90 million*. Such guarantees have been provided by our Company with respect to borrowings availed by our Subsidiaries. This means that if there is a default on the part of the borrowing entities, we will be liable to repay the guaranteed amounts, increasing our exposure to the risk of financial strain if the guaranteed borrowings are called upon, potentially leading to increased liabilities and impacting our overall financial stability.

While we have not faced any instances of breach of financial covenants that led to a material adverse effect in the last three Fiscal years, any failure on our part in the future to satisfactorily observe the covenants under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, suspension of further access/withdrawals, either in whole or in part, for the use of the facility and/or restructuring of our debt, adversely impacting our business, financial condition and results of operations.

26. We are dependent on a number of Key Managerial Personnel, our Senior Management, and the loss of, or our inability to attract or retain such persons could have an adverse effect on our business, results of operations and financial condition.

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel, Senior Management, Rajesh Vrajlal Khakhar, our Promoter, Chairperson and Whole Time Director and Sameer Kamlesh Merchant, our Promoter, Managing Director and Chief Executive Officer, have an average experience of over 30 years and 20 years, respectively in the dental products industry. The input and experience of our Promoters, our Key Managerial Personnel and Senior Managements are valuable for the development of business and operations and the strategic directions taken by our Company. The continued operations and growth of our business is dependent upon our ability to attract and retain Key Managerial Personnel and Senior Management who have the necessary and required experience and expertise. Competition for qualified personnel with relevant industry expertise in India is intense. We cannot assure you that we will be able to retain these persons or find adequate replacements in a timely manner, or at all. A significant increase in the attrition rate of Key Managerial Personnel and Senior Management could lead to decreased operational efficiencies and productivity, loss of market knowledge and customer relationships, and higher recruitment and training costs. We have not faced any instances of attrition for our Key Managerial Personnel and Senior Management in the last three Fiscals.The details of attrition in our Key Managerial Personnel or Senior Management in the three immediately preceding years are set forth below:

Name	Designation	Date of Change	Reason for Change
Kartik Shah	Company Secretary	July 20, 2024	Resigned as Company Secretary

For more information, see "*Our Management - Changes in the Key Managerial Personnel and Senior Management during the Last Three Years*" on page 322.

We may require a long period of time to hire and train replacement personnel when a Key Managerial Personnel or a Senior Management terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The failure to properly manage the loss of services of our Key Managerial Personnel and Senior Management could significantly delay or prevent the achievement of our strategic objectives. The loss of the services of one or more of our Key Managerial Personnel or Senior Management for any reason could have an adverse effect on our business, financial condition and results of operations. Additionally, some of our Key Managerial Personnel and Senior Management do not have certain degree certificates available with them with respect to their educational qualifications. While they have taken steps to recover these degree certificates, there is no guarantee they will be able to retrieve these documents in time or at all. For more information, see "*Our Management*" on page 300.

27. We are unable to trace certain of our corporate filings with respect to certain corporate records and secretarial forms filled by us with the Registrar of Companies. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to such matters, which may adversely impact our financial condition and reputation.

We have been unable to trace form filings pertaining to our incorporation and registration history andallotments of equity shares of our Company as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("MCA Portal") or in the physical records available at the RoC premises. Despite conducting internal searches and engaging an independent practicing company secretary, i.e., Manish Ghia and Associates, to conduct a physical search of our records at the RoC, we have not been able to trace the following documents:

- Form – 1A application for availability of name prior to incorporation of our Company;
- Form – 1 for application for registration of our Company; and
- Form GNL-1 in relation to scheme of amalgamation of Illusion Dental Laboratory Private Limited with our Company dated January 23, 2017.

Accordingly, we have relied upon the ROC search certificate dated September 5, 2024 prepared by Manish Ghia and Associates for the disclosures in relation to the abovementioned allotments in this Draft Red Herring Prospectus. Further, our Company has sent a letter to the Registrar of Companies, Maharashtra at Mumbai on September 6, 2024 to inform them about our inability to trace the corporate records required to be filed with them. While the information in relation to the corporate actions has been disclosed in "*History and Other Corporate Matters*" and "*Capital Structure*" on page 281 and 107, respectively, based on the available records including the RoC search certificate, board and shareholders resolutions and minutes of our Board, to the extent available, we may not be able to furnish any further documents evidencing such allotments or transfers. We cannot assure you that the form filings which we have not been able to locate will be available in the future or that the information gathered through other available documents is correct. Further, we cannot assure you that the filing was done, at all or in timely manner, and that we shall not be subject to penalties on this account.

Additionally, while no legal proceedings or regulatory action has been initiated against our Company in relation to the aforementioned matter as of the date of this Draft Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the aforesaid missing statutory filings.

28. If we are unable to establish and maintain an effective internal controls and compliance system, over financial reporting, our reputation could be adversely affected.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

We have implemented various measures to enhance our internal controls and compliance system, including regular internal audits, comprehensive training programs for employees, and continuous monitoring of our control processes. Despite these efforts, the complexity of financial regulations and evolving industry standards pose ongoing challenges.

To address these challenges, the respective Board of Directors of our Company and our subsidiaries our Jointly Controlled Entity are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the respective restated financial information. The respective Board of Directors are also responsible for identifying and ensuring that our Company is compliant with the Companies Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communications. Despite these measures, there remains a risk that deficiencies in our internal controls could lead to inaccuracies in financial reporting, potentially damaging our reputation and impacting our stock price. We are committed to continuously improving our internal control systems to mitigate these risks and maintain investor confidence.

29. We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialize, may adversely affect our business, results of operations and financial condition.

As of March 31, 2024, our contingent liabilities and commitments, including those contingent liabilities which are not quantifiable, are set forth in the table below:

A. Quantifiable

(₹ million)

Particulars	Fiscal 2024
Corporate Guarantees	6.00

Total	**6.00**

B. Non-Quantifiable

(₹ million)

Particulars	Fiscal 2024
Income tax notice u/s 148A for AY 2019-2020	N/A
Total	**N/A**

Our contingent liabilities may become actual liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations and financial condition. While we have not witnessed any contingent liabilities turning into actual liabilities in the last three Fiscal years, there can be no assurance that we will not witness similar or increased levels of contingent liabilities turning into actual liabilities in the current fiscal year or in the future. For further information, see "*Restated Consolidated Financial Information - Contingent Liabilities & Commitments*" on page 379.

30. Our business operations are being conducted on premises leased from third parties. Our inability to continue operating from such premises, or to seek renewal or extension of such leases may have an adverse effect on our business, operations and financial condition.

Our business operations are primarily conducted on premises leased from third parties and we may continue to enter into such transactions in future. As of March 31, 2024, we have offices and facilities across India, including our Registered Office and our Corporate Office in Mumbai, Maharashtra six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, two in Boisar, Mumbai Metropolitan Region, Maharashtra and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in, Delhi, Bengaluru, and Ahmedabad, and other locations. Additionally, we also have a leased property in the U.S. Our leases may expire in the ordinary course. Typically, the term of our lease agreements and license agreements ranges from 11 months to 36 months. While we are in the process of these renewals, there can be no assurance cannot assure you that we will be able to continue operating out of our existing premises or renew our leases on favourable terms, or at all. *For further information, see "Our Business - Property"* beginning on page 269. We cannot assure you that we will be able to continue operating out of these premises or renew the leases on favorable terms, or at all. Any inability to renew these leases or secure alternative premises in a timely manner may adversely impact our business, operations and financial condition.

Given that our operations are conducted primarily on premises leased from third parties, any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease or leave and license agreements, or any inability to renew such agreements on acceptable terms or at all may adversely affect our business and results of operations. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Further, we cannot assure you that in the event of relocation we will be able to find suitable locations. Until we receive these, we may suffer disruptions in our operations and our business which may also adversely affect our business, results of operations and financial condition. While we have not faced any disruptions to our operations or business due to an inability to continue operating from leased premises or to seek renewal or extension of such leases in the last three Fiscal years, we cannot assure you that we will not encounter such issues in the future. Any failure to continue operating out of our existing premises or to renew our leases on favourable terms, or at all, could adversely affect our business, financial condition, and results of operations.

31. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

We have not paid any dividends in the last three Fiscals and our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements and capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our earnings, capital requirements, acquisitions, overall financial condition of our Company and restrictive covenants of our financial arrangements. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. we have not declared dividends in the last three Fiscal years, and we cannot assure you that we will be able to announce or pay dividends in the future. For further information, see "*Dividend Policy*" on page 328.

32. We have experienced negative cash flows from operating activities in the past and may continue to do so in the future.

We have in the past, and may in the future, experience negative cash flows from operating activities, investing activities and financing activities. The following table sets forth our total cash flows for the period/years included, as applicable:

(in ₹ million)

Particulars	As of		
	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Cash flows from operating activities	117.79	148.92	(19.95)
Cash flows from investing activities	(144.34)	(93.94)	30.42
Cash flows from financing activities	(26.63)	(19.02)	(40.27)
Total cash flows	**(53.18)**	**35.96**	**(29.80)**

We have net cash outflow from operating activities primarily due to trade receivables, inventories and balances with government authorities. Any negative cash outflows from operating activities over extended periods, could have an adverse impact on our cash flow requirements, business operations and growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. We cannot assure you that such events will not occur or not have an adverse effect, in the future. For further details, see "*Management's Discussion on Analysis of Financial Conditions and Results of Operations – Cash Flows*" on page 429.

33. We face competition from domestic as well as multinational companies and our inability to compete effectively may have an adverse effect on our business, operations and financial condition.

We face competition from global and Indian dental lab companies, global and Indian dental product companies . We generally compete based on the range of products offered, ability to customise products, brand recognition, dental network, turnaround time, fees and customer service. We believe our brand presence, comprehensive dental products portfolio, B2B2C business model, the quality of our products, technologically advanced infrastructure, and customer experience, are important differentiating factors in our Dental Network choosing us as their preferred partner, which helps us in retaining them, and sets us apart from our competitors. Some of our competitors may be able to provide dental products that are of a higher quality or are more competitively priced. Some competitors may have greater financial, research and development, manufacturing, and marketing resources than we have. Increase in such competition could increase pressure on us to reduce the selling prices of our dental products or require us to increase our sales and marketing efforts. While we have not experienced any material adverse effects on our business, financial condition, or results of operations due to our inability to compete effectively with our competitors in the last three Fiscal years, we cannot assure you that such adverse effects will not occur or will not have a negative impact in the future. For further information, see "*Industry Overview*" and "*Our Business – Competition*" beginning on page 185 and 266, respectively.

34. We are exposed to a significant risk from exchange rate fluctuations. If we fail to manage our foreign currency risk, our business, results of operations and financial condition may be materially and adversely affected.

As a global dental products provider, we supply our dental products outside India. As of March 31, 2024. we distribute and sell our dental products in more than 95 countries. We derived approximately 32.54%, 31.53%, and 41.72% of our revenue from sales and services from exports in the Fiscal 2024, 2023 and 2022, respectively. This global reach exposes us to significant foreign currency risks, particularly in US dollars, UK pounds, and euros. In addition, we also procure our raw materials globally, which further contributes to our foreign currency transaction risk. We have not suffered any loss due to foreign exchange rate fluctuations in the last three Fiscals, however, we cannot assure you that such losses would not occur in future and not have a material adverse effect on our business, results of operations and financial condition. Details of our gain from foreign exchange are mentioned in the table below, for the periods indicated:

(in ₹ million)

Particulars	As of		
	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Gains/ (Losses) from Foreign Exchange	5.71	12.90	5.40

Fluctuations in exchange rates can significantly impact our revenue and cost of goods sold, leading to variability in our financial performance. As of March 31, 2024, exports represent a significant portion of our business, any significant appreciation of the Indian rupee (in case of exports) and depreciation of the Indian rupee (in case of imports) against foreign currencies in which we do business can affect our procurement costs, revenue from exports and competitiveness in the long-term. As our financial statements are presented in Indian rupees, such fluctuations could have a material impact on our reported results. Our Company does not have a hedge policy, however, we closely follow our exposure to foreign currencies and we have a natural hedge due to exports revenue, these activities may not be sufficient to protect us against incurring potential losses if currencies fluctuate significantly. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations. If our strategies to mitigate exchange rate fluctuation risks are not successful, our business, financial condition and results of operations may be adversely impacted.

The exchange rate of the Indian rupee has changed substantially in recent times and could fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

35. ***Any withdrawal, or termination of, or unavailability of direct/ in-direct tax benefits and exemptions being currently availed by us may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our Company is presently entitled to certain direct and indirect tax benefits and incentives. We avail of tax benefits under Section 80JJAA of the Income Tax Act, 1961 (the "**Income Tax Act**"), which allows a company to claim a deduction of 30% of the additional employee cost incurred in a financial year, for three consecutive assessment years, including the assessment year relevant to the year in which such additional employment cost is incurred. These deductions under Section 80JJAA remain available to our Company, even in the event we opt for the lower effective tax rate of 25.168% in accordance with Section 115BAA of the Income Tax Act.

Further, our U.S. entity, Laxmi Dental Lab USA Inc. is currently entitled to certain possible tax benefits, as indicated below:

- Section 179 Expense Deduction: Using the Section 179 deduction, you can write off the entire purchase price of qualifying equipment up to the deduction limit of $1,220,000;
- Bonus Depreciation: bonus depreciation is generally limited to 60% for property placed into service during 2024 and 40% for 2025;
- Research & Development Credit: Companies that spend money developing new products, processes or services; or enhancing existing ones, are eligible for R&D tax relief. If you're spending money on your innovation, you can make an R&D tax credit claim to receive either a cash payment and/or Corporation Tax reduction; and
- Regular Depreciation: Depreciation is an annual income tax deduction that allows you to recover the cost or other basis of certain property over the time you use the property. It is an allowance for the wear and tear, deterioration, or obsolescence of the property.

There can be no assurance that such tax benefits and incentives will be available to us in the future. Any withdrawal, termination, or delay in such benefits may reduce our cash flows, thereby adversely affecting our financial results, results of operations, and profitability. Furthermore, if we are unable to avail these tax benefits in the future, it may result in increased tax liabilities and reduced liquidity and have an adverse effect on our results of operations.

36. ***If we are unable to raise additional capital or are unable to obtain financing on favourable terms or at all, our business, results of operations, cash flows and financial condition could be adversely affected.***

We will continue to incur significant expenditure in management and growing the infrastructure at our existing manufacturing facilities. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our internal accruals and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our growth strategy. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on favourable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

We may also require additional cash resources due to future growth and development of our business, including any investments or acquisitions we may decide to pursue. If our cash resources are insufficient to satisfy our cash requirements, we may seek to issue additional Equity Shares or debt securities or obtain new or expanded credit facilities. Our ability to obtain external financing in the future is subject to a variety of uncertainties. In addition, incurring indebtedness would subject us to increased debt service obligations and could result in operating and financial covenants that would restrict our operations. Our ability to access international capital and lending markets may be restricted at a time when we would like, or need, to do so, especially during times of increased volatility and reduced liquidity in global financial markets and stock markets, including due to policy changes and regulatory restrictions, which could limit our ability to raise funds.

While we have not faced significant issues in raising capital or obtaining financing on favourable terms in the last three Fiscal years, there can be no assurance that financing will be available in a timely manner or in amounts or on terms acceptable to us, or at all. Any failure to raise needed funds on terms favorable to us, or at all, may impact our liquidity as well as have a material adverse effect on our business, cash flows, financial condition and results of operations.

37. We may become subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities and may be subject to liabilities arising from claims of product liability which could have an adverse effect on our business, results of operations and financial condition.

We may be exposed to heightened risks of legal claims, criminal actions, regulatory actions and loss of reputation arising out of our manufacturing operations and any allegation of non-compliance with the provisions of applicable laws and regulations, including liabilities that arise from medical liability claims in relation to accidental contamination or injury from exposure to our dental products. We have not faced any material instances of contamination and injury to people and property from the use of hazardous activities and materials in the ordinary course of business in Fiscal 2024, 2023, and 2022. These incidents did not lead to any adverse effects on our business, operations and financial condition. However, there can be no assurance that such events may not occur or have any adverse effects on our business, operations and financial condition in the future. We may also from time to time receive complaints from, or be involved in, disputes with our Dental Network with regard to acts of negligence, which is a unique risk of the dental industry. They can be attributed to various factors, such as failure of dental equipment, individual customer-specific conditions and disease complications.

For further information, see "*Outstanding Litigation and Material Developments*" beginning on page 443.

Any claim made against our Company could be costly to defend, result in a substantial damage award against us and divert the attention of our management from our operations, which could have an adverse effect on our business, results of operations and financial condition.

38. There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in future may result in the imposition of penalties and in turn may have a material adverse effect on our business, results of operations and financial condition.

The table below sets forth the details of the statutory dues paid by our Company:

Particulars	Number of employees	Paid dues	Unpaid dues	Amount (₹ million)	Period to which amount relates	Status of Payment as on Date
Provident Fund	25	0.03	-	0.03	May-2021	Paid
Provident Fund	11	0.03	-	0.03	October-2021	Paid
Provident Fund	1	0.00	-	0.00	March-2022	Paid
Provident Fund	5	0.00	-	0.00	April-2022	Paid
Provident Fund	4	0.01	-	0.01	May-2022	Paid

Provident Fund	5	0.01	-	0.01	June-2022	Paid
Provident Fund	2	0.00	-	0.00	July-2022	Paid
Provident Fund	5	0.00	-	0.00	August-2022	Paid
Provident Fund	3	0.00	-	0.00	September-2022	Paid
Provident Fund	2	0.02	-	0.02	October-2022	Paid
Provident Fund	1	0.00	-	0.00	November-2022	Paid
Provident Fund	2	0.01	-	0.01	December-2022	Paid
Provident Fund	2	0.01	-	0.01	January-2023	Paid
Provident Fund	3	0.00	-	0.00	February-2023	Paid
Provident Fund	1	0.00	-	0.00	April-2023	Paid
Provident Fund	4	0.09	-	0.09	May-2023	Paid
Employees State Insurance Corporation	1	0.00	-	0.00	October-2021	Paid
Employees State Insurance Corporation	6	0.00	-	0.00	November-2021	Paid
Employees State Insurance Corporation	1	0.00	-	0.00	February-2022	Paid
Employees State Insurance Corporation	33	0.02	-	0.02	December-2022	Paid
Employees State Insurance Corporation	2	0.00	-	0.00	April-2023	Paid
Employees State Insurance Corporation	632	0.38	-	0.38	July-2023	Paid
Payment of Gratuity Act	2	0.05	-	0.05	March 2022(Yearly)	Paid
Payment of Gratuity Act	1	0.05	-	0.05	January-2022	Paid
Payment of Gratuity Act	1	0.03	-	0.03	October-2022	Paid
Payment of Gratuity Act	1	0.04	-	0.04	December-2022	Paid
Payment of Gratuity Act	1	0.01	-	0.01	January-2023	Paid
Payment of Gratuity Act	1	0.04	-	0.04	July-2023	Paid
Payment of Gratuity Act	1	0.04	-	0.04	August-2023	Paid
Payment of Gratuity Act	1	0.08	-	0.08	December-2023	Paid
Goods and Tax Return 1 (GSTR 1)	NA	7.25	0.00	7.25	April-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	4.21	-	4.21	May-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	-	-	-	June-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	8.32	0.00	8.32	July-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	8.01	-	8.01	August-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	0.07	-	0.07	September-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	8.85	-	8.85	October-2021	NA
Goods and Tax Return 1 (GSTR 1)	NA	0.16	-	0.16	April-2022	NA
Goods and Tax Return 1 (GSTR 1)	NA	-	-	-	June-2022	NA
Goods and Tax Return 3B (GSTR 3B)	NA	0.10	-	0.10	August-2021	Paid
Goods and Tax Return 3B (GSTR 3B)	NA	-	-	-	June-2022	Paid

Goods and Tax Return 3B (GSTR 3B)	NA	6.14	-	6.14	January-2023	Paid
Goods and Tax Return 3B (GSTR 3B)	NA	0.17	-	0.17	February-2023	Paid
Tax Deducted at Source	NA	0.01	-	0.01	January-2022	Paid
Tax Deducted at Source	NA	0.02	-	0.02	April-2022	Paid
Tax Deducted at Source	NA	0.12	-	0.12	November-2023	Paid
Tax Collected at Source	NA	0.00	-	0.00	March-2022	Paid
Professional Tax	86	0.08	-	0.08	Fiscal2021-2022(Yearly)	Paid
Professional Tax	148	0.03	-	0.03	Fiscal 2022-2023(Yearly)	Paid
Professional Tax	112	0.02	-	0.02	Fiscal2023-2024(Yearly)	Paid
Professional Tax	1538	0.21	-	0.21	November-2021	Paid
Professional Tax	15	0.00	-	0.00	April-2022	Paid
Professional Tax	13	0.00	-	0.00	May-2022	Paid
Professional Tax	14	0.00	-	0.00	June-2022	Paid
Professional Tax	13	0.00	-	0.00	July-2022	Paid
Professional Tax	12	0.00	-	0.00	August-2022	Paid
Professional Tax	12	0.00	-	0.00	September-2022	Paid
Professional Tax	12	0.00	-	0.00	October-2022	Paid
Professional Tax	12	0.00	-	0.00	November-2022	Paid
Professional Tax	12	0.00	-	0.00	December-2022	Paid
Professional Tax	11	0.00	-	0.00	January-2023	Paid
Professional Tax	11	0.00	-	0.00	February-2023	Paid
Professional Tax	140	0.03	-	0.03	March-2023	Paid
Professional Tax	132	0.03	-	0.03	April-2023	Paid
Professional Tax	155	0.03	-	0.03	May-2023	Paid
Professional Tax	180	0.04	-	0.04	June-2023	Paid
Professional Tax	190	0.04	-	0.04	July-2023	Paid
Professional Tax	162	0.03	-	0.03	August-2023	Paid
Professional Tax	161	0.03	-	0.03	September-2023	Paid
Professional Tax	155	0.03	-	0.03	October-2023	Paid
Professional Tax	153	0.03	-	0.03	November-2023	Paid
Professional Tax	154	0.03	-	0.03	December-2023	Paid
Professional Tax	160	0.03	-	0.03	January-2024	Paid

We cannot assure you such delays in payment of statutory dues will not occur in future or we will not receive any notice seeking an explanation or an order imposing a penalty in the future in relation to such delays.

39. Cyber threats and non-compliance with and changes in privacy laws and regulations could have an adverse effect on our business, results of operations and financial condition and cash flows.

We may face cyber threats such as (i) phishing and trojans - targeting constituents, wherein fraudsters send unsolicited mails to the constituents seeking account sensitive information or to infect their systems to search and attempt ex-filtration of account sensitive information; (ii) hacking – wherein attackers seek to hack into our website and portal with the primary intention of causing reputational damage to us by disrupting services; (iii) data theft – wherein cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time with an intention to steal our data or information rather than to cause damage to our network or organization. In the last three Fiscals, we have not experienced any significant incidents of phishing, trojans, hacking, data theft, or advanced persistent threats have compromised our data or disrupted our services. We continue to implement robust cybersecurity measures to safeguard against these threats and protect our network and information.

We process and transfer data, including personal information, financial information and other confidential data provided to us by constituents. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of constituents. Any such security breaches or compromises of technology systems could result in damage to our reputation, institution of legal proceedings against us and potential imposition of penalties, which may have an adverse effect on our business and results of operations.

Further, we must comply with privacy laws and regulations with respect to the use, storage and disclosure of protected patients' health information, as well as laws pertaining to the electronic transmission of such information, such as the Information Technology (Reasonable security practices and procedures and sensitive personal data on information) Rules, 2011 ("IT Rules") and the Digital Personal Data Protection Act, 2023. In the ordinary course of our business, we receive certain personal information about our customers and their patients, including by electronic means. Under the applicable legal and regulatory framework, we are required to ensure security of all personal data collected by us, formulate a privacy policy and subsequently publish such policy on our website. Accordingly, we depend upon our internal information technology system for the storage and transmission of such confidential information. A compromise in our security systems (including systems of third-party information technology vendors) that results in customer or patient personal information being obtained by unauthorized persons or our failure to comply with security requirements for use, storage and transmission of sensitive information could adversely affect our reputation with our customers and result in litigation against us or the imposition of penalties and fines, all of which may adversely impact our business, results of operations, financial condition and liquidity. In addition, we may incur significant financial and operational costs to investigate, remediate and implement additional tools, devices and systems designed to prevent actual or perceived privacy breaches and other privacy incidents, as well as costs to comply with any notification obligations resulting from any such incidents. Any of these negative outcomes could adversely impact the market perception of our dental products and customer and investor confidence in our company, and would materially and adversely affect our business, prospects, financial condition, results of operations, and cash flows.

40. Our Promoters and Promoter Group will continue to exert substantial voting control over our Company after completion of the Offer, which may limit your ability to influence the outcome of matters submitted for approval of our shareholders.

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group together hold 46.56% our pre-Offer Equity Share capital on a fully diluted basis. For further details, see "*Capital Structure*" beginning on page 107. Following the completion of the Offer, our Promoter and Promoter Group, shall continue to hold substantial voting rights in relation to our Company's post-Offer Equity Share capital. This concentration of ownership could limit your ability to influence corporate matters requiring shareholders' approval. As a result of our shareholding, our Promoter and Promoter Group will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors on our Board and the right to approve significant actions at Board and at shareholders' meetings, including mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association.

In addition, if our shareholders do not act together, such matters requiring shareholders' approval may be delayed or may not occur at all, which could adversely affect our business. Moreover, these shareholders are not obligated to provide any business opportunities to us. If such other shareholders invest in another company in competition with us, we may lose the support provided to us by them, which could adversely affect our business, results of operations, financial condition and cash flows. We cannot assure you that our existing shareholders will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

41. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have entered into various transactions with related parties, such as for loans from our subsidiaries, payment of rental properties, purchases, sales and payment of professional fees. While we believe that all such transactions have been conducted on an arm's length basis and in compliance with applicable law and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. For details on our related party transactions, see "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" beginning on page 382. For the Fiscal 2024, 2023 and 2022, sales from our related party transactions contributed approximately 2.47%, 1.83% and 0.74% of our total revenue, respectively. For more information, see "*Financial Information",* on page 329. We cannot assure you that such transactions, individually or in the aggregate, even if entered into at arms-length terms, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

The details of related party transaction entered into by our Company for the Fiscal 2024, 2023 and 2022, as per Ind AS 24 – Related Party Disclosure read with SEBI ICDR Regulations are as set out in the table below:

[Remainder of the page intentionally left blank]

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
Salary Expense (as a % of employee benefits expense) Salary Expense	Mr. Parth Khakhar	Relatives of Directors and KMP	2.81	0.39 %	3.48	0.53 %	3.53	0.67 %
	Mr. Prithvi Khakhar	Relatives of Directors and KMP	0.00	0.00 %	1.75	0.27 %	0.94	0.18 %
	Mr. Sanjay Khakhar	Relatives of Directors and KMP	1.20	0.17 %	1.00	0.15 %	1.08	0.20 %
	Mr. Manan Khakhar	Relatives of Directors and KMP	1.49	0.21 %	1.09	0.17 %	0.84	0.16 %
	Mrs. Bhavi Merchant	Relatives of Directors and KMP	4.70	0.66 %	3.40	0.52 %	3.51	0.66 %
	Mrs. Bhavna Dattani	Relatives of Directors and KMP	1.62	0.23 %	1.17	0.18 %	0.63	0.12 %
	Mrs. Devika Khakhar	Relatives of Directors	1.57	0.22 %	0.85	0.13 %	0.86	0.16 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
		and KMP						
	Mrs. Neepa Dattani	Relatives of Directors and KMP	1.68	0.23 %	1.37	0.21 %	1.14	0.21 %
	Mrs. Rupal Bhimjiyani	Relatives of Directors and KMP	4.63	0.65 %	3.31	0.51 %	2.06	0.39 %
	Mrs. Sonal Desai	Relatives of Directors and KMP	2.32	0.32 %	1.95	0.30 %	1.57	0.30 %
	Mr. Shubh Sanjay Khakhar	Relatives of Directors and KMP	0.44	0.06 %	0.15	0.02 %	0.00	0.00 %
	Mrs. Varsha Khakhar	Relatives of Directors and KMP	0.36	0.05 %	0.31	0.05 %	0.32	0.06 %
	Mr. Rishi Amrish Desai	Relatives of Directors and KMP	0.05	0.01 %	0.37	0.06 %	0.38	0.07 %
	Mr. Kunal Merchant	Relatives of Directors and KMP	11.18	1.56 %	9.42	1.44 %	11.19	2.11 %
	Ms. Siddhi Khakhar	Relatives of	1.58	0.22 %	3.65	0.56 %	2.40	0.45 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
		Directors and KMP						
Remuneration Paid (as a % of employee benefits expense)	Mr. Rajesh Khakhar -	Whole time Director & Chairmen	4.50	0.63 %	3.26	0.50 %	4.05	0.76 %
	Mr. Sameer Merchant -	CEO and Managing Director	4.50	0.63 %	3.56	0.54 %	4.05	0.76 %
	Mrs. Jigna R. Khakhar -	Director (upto 20-Apr-2024)	4.92	0.69 %	3.66	0.56 %	4.43	0.83 %
	Mr. Amrish Desai -	Director (upto 27-Apr-2024)	10.90	1.52 %	2.99	0.46 %	2.59	0.49 %
	Mr. Parag Bhimjiyani	- Director (upto 20-Apr-2024)	8.24	1.15 %	7.45	1.14 %	2.70	0.51 %
	Mr. Hasmukh Khakhar -	Director (upto 20-Apr-2024)	1.38	0.19 %	1.20	0.18 %	1.24	0.23 %
	Mr. Dharmesh Dattani -	Chief Finance Officer	3.90	0.55 %	3.46	0.53 %	2.80	0.53 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
Rent Paid (as a % of other expenses)	Mr. Rajesh Khakhar	KMP	0.66	0.13 %	0.67	0.15 %	0.59	0.15 %
	Mrs. Rupal Bhimjiyani	Relative of KMP	0.00	0.00 %	0.00	0.00 %	0.18	0.05 %
	ASY Properties LLP	Entities in which KMP / relatives of KMP can exercise significant influence	0.50	0.10 %	6.00	1.32 %	6.00	1.55 %
Rent Income (as a % of other income)	Kids E Dental LLP	Jointly controlled Entity	0.06	0.35 %	0.06	0.27 %	0.04	0.33 %
Purchases (as a % of stock-in-trade)	Kids E Dental LLP	Jointly controlled Entity	0.04	0.10 %	0.00	0.00 %	0.00	0.00 %
Sales (as a % of revenue from operation)	Kids E Dental LLP	Jointly controlled Entity	47.79	2.47 %	29.65	1.83 %	10.13	0.74 %
Interest Income(as a % of other income)	ECG Plus Technologies Pvt. Ltd.	Associate	0.00	0.00 %	0.00	0.00 %	0.36	2.93 %
Interest Paid (as a % of finance cost)	Mr. Rajesh Khakhar	Key Managerial Personnel	3.53	7.13 %	0.71	1.73 %	0.00	0.00 %

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
	Mr. Sameer Merchant	Key Managerial Personnel	0.62	1.25%	0.01	0.02%	0.00	0.00%
	Mr. Amrish Desai	Key Managerial Personnel	0.18	0.36%	0.18	0.44%	0.00	0.00%
	Mr. Hasmukh Khakhar	Key Managerial Personnel	0.63	1.27%	0.15	0.37%	0.00	0.00%
Share of Profit/(Loss) in LLP (as a % of profit after tax)	Kids E Dental LLP	Jointly controlled Entity	90.67	35.94%	8.55	-20.54%	0.87	-0.47%
Withdrawal Partners' Current Account (as a % of share in profit of joint venture)	Kids E Dental LLP	Jointly controlled Entity	36.00	40.50%	4.80	79.73%	0.00	0.00%
Loans Given during the Year (as a % of loans given)	ECG Plus Technologies Pvt. Ltd.	Associate	0.00	0.00%	0.00	0.00%	0.65	10.32%
Loans Repayment received during the Year(as a % of total outstanding borrowings)	ECG Plus Technologies Pvt. Ltd.	Associate	0.00	0.00%	4.06	1.29%	0.10	0.03%
	Mr. Rajesh Khakhar	Key Managerial Personnel	12.94	3.08%	1.00	0.32%	0.00	0.00%
	Mr. Sameer Merchant	Key Managerial Personnel	3.00	0.71%	0.00	0.00%	0.00	0.00%

Nature of transaction	Name of the related party^	Category of related party^	For the year end March 31, 2024		For the year end March 31, 2023		For the year end March 31, 2022	
			Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)	Amount (in ₹ million)	Percentage (%)
	Mr. Amrish Desai	Key Managerial Personnel	0.11	0.03 %	0.25	0.08 %	0.00	0.00 %
Loans Received during the Year(as a % of total outstanding borrowing)	Mr. Rajesh Khakhar	Directors & Key Managerial Personnel	13.80	3.28 %	26.70	8.49 %	0.00	0.00 %
	Mr. Sameer Merchant	Directors & Key Managerial Personnel	20.50	4.88 %	2.00	0.64 %	0.00	0.00 %
	Mr. Amrish Desai	Directors & Key Managerial Personnel	0.00	0.00 %	2.00	0.64 %	0.00	0.00 %
	Mr. Hasmukh Khakhar	Directors & Key Managerial Personnel	0.00	0.00 %	6.00	1.91 %	0.00	0.00 %
Professional Fees(as a % of other expense)	ECG plus Technologies Pvt. Ltd.	Associate	0.00	0.00 %	0.04	0.01 %	0.04	0.01 %
Software Charges(as a % of other expense)	ECGplus Technologies Pvt. Ltd.	Associate	0.05	0.01 %	0.00	0.00 %	0.00	0.00 %

^Name and category of the related party as appearing in the Restated Consolidated Financial Statements.

For further details of the related party transactions, see "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" on page 382.

Additionally, the Company has conducted a transfer pricing audit by CA Jignesh A. Goradia with respect to our foreign subsidiary to ensure compliance with applicable regulations and to confirm that all transactions are conducted at arm's length terms.

42. Kids-E-Dental LLP in which we hold 60% of the total equity share capital is classified as a Jointly Controlled Entity, respectively, in our Restated Consolidated Financial Information in accordance with Ind AS 28. Consequently, the impact of its consolidation on our financial statements is limited.

As of March 31, 2024, our Company holds a 60% share in capital contribution and profit/loss in Kids-E-Dental LLP. This entity is consolidated in our financial statements as a Jointly Controlled Entity, under Ind AS 28 due to the sharing of control rights with other partners. Therefore, the Restated Consolidated Financial Information reflects only a limited impact of the financial performance of Kids-E-Dental LLP.

The table below sets out details of net revenue of Kids-E-Dental LLP for Fiscal 2024, 2023 and 2022, based on special purpose audited financial statements:

Particulars *{₹ million)*	**As of**		
	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Revenue from Paediatric Operations	266.71	79.28	21.81

Accordingly, the separate revenue and other financial details of Kids-E-Dental LLP have been disclosed based on its special purpose audited financial statements for the last three fiscal years.

43. Certain of our Promoter, members of Promoter Group, Directors and Key Managerial Personnel have interests in our Company in addition to their normal remuneration or benefits and reimbursement of expenses incurred.

Certain of our Promoter, members of Promoter Group, Directors, Key Managerial Personnel and Senior Management have interests in our Company that are in addition to reimbursement of expenses and normal remuneration payable to them. Our Promoter, Directors, Key Managerial Personnel and Senior Management may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares and to the extent of their participation in the Offer as Selling Shareholders. Our Non-Executive, Non-Independent (Nominee) Director may be interested in our Company to the extent of the shareholding of the Investor Selling Shareholder in our Company. For more information on the Selling Shareholders, see "*The Offer*" on page 86.

Further, Our Company has availed unsecured loans from our Directors, Key Managerial Personnel and Senior Management of our Company which are repayable on demand with current outstanding amounted to ₹ 19.88 million at a competitive interest of 10.50%, as of July 31, 2024. These loans are not secured by the assets of our Company and can be recalled at any time by the Directors. The demand for repayment of these loans could affect our liquidity and financial position, as it may require us to divert funds from our operational and strategic initiatives to meet such repayment obligations. This could impact our working capital, hinder our ability to fund operations, manage day-to-day expenses, and invest in growth and opportunities. The ability of directors to recall loans at any time could result in conflicts of interests, as Directors may prioritize their personal financial interests over our Company. Further, our subsidiary, Bizdent Devices Private Limited, has provided an inter-corporate loan with current outstanding of INR 69.29 million to our Company at an interest rate of 11.25% per annum.

We cannot assure you that our Promoter, Directors and our Key Management Personnel and Senior Management will exercise their rights as shareholders to the benefit and best interest of our Company. For further details of such interests, see "*Our Management – Interest of Directors*", "*Our Management – Interests of Key Managerial Personnel and Senior Management*" and "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" beginning on pages 304, 322, and 382, respectively. For further details of our Promoter, see "*Our Promoter and Promotor Group*" beginning on page 324.

44. Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which could have an adverse effect on our business, results of operations and financial condition.

The principal types of coverage under our insurance policies include dental products stock insurance, manufacturing and electronic equipment insurance, fire insurance, group mediclaim insurance, fidelity guarantee policy, and burglary insurance We believe that the insurance coverage which we maintain is reasonably adequate to cover the normal risks associated with the operation of our businesses. Even if we have insurance for the incident giving rise to the loss, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. However, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have obtained sufficient insurance to cover all our losses. The table below sets forth information of insurance cover on assets of our Company for the Fiscal 2024, 2023 and 2022:

(in ₹ million, unless specified otherwise)

Particulars	**As of**		
	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Amount of Net Assets*	1,038.52	876.89	931.91
Amount of sum insured	918.31	856.50	844.43
Insurance Coverage	88.42%	97.68%	90.61%

*Net Assets meaning *total assets excluding right of use assets, other intangible assets, investments in joint ventures and associates, income tax assets (net), deferred tax assets (net) and group's assets classified as held for sale.*

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, and while we have no reason to believe that we will not be able to renew our existing insurance coverage as and when such policies expire or obtain comparable coverage from similar institutions as may be necessary or appropriate to conduct our businesses as now conducted. We have not faced any issued with insurance coverage renewals in the last three Fiscals, however, we cannot assure you that such renewals will be granted in a timely manner, or at acceptable cost, or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered in full or part by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial condition and cash flows could be adversely affected. While we have not witnessed any issues in relation to claim rejections in the last three Fiscal years, we cannot assure you that we will not encounter such issues in the future. For further details on our insurance arrangements, see "*Our Business – Insurance*" on page 268.

45. Our Company's management will have flexibility in utilizing the Net Proceeds, subject to certain approvals. There is no assurance that the Objects of the Offer will be achieved within the timeframe expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the funding plan has not been appraised by any bank or financial institution.

Our Company intends to use the Net Proceeds from the Fresh Issue towards funding the following objects:

- Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company.
- Investment in certain Subsidiaries for the repayment/prepayment, in full or in part, of certain outstanding borrowings.
- Funding the capital expenditure requirements for purchase of new machinery for our Company.
- Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery.
- General Corporate Purposes.

For details, see "*Objects of the Offer*" on page 132. The funding plans are based on management estimates and such fund requirements and intended use of proceeds have not been appraised by any bank or financial institution. Further, in accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilization of Net Proceeds prior to filing of the Red Herring Prospectus with the RoC. The management of our Company will have discretion to use the Net Proceeds, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds. Our Company may have to revise its management estimates from time to time on account of various factors, including factors beyond its control such as market conditions, competition, cost of commodities and interest or exchange rate fluctuations, and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section, may limit or delay our Company's efforts to use the Net Proceeds to achieve profitable growth in its business.

46. Certain information in this Draft Red Herring Prospectus is based on our internal classification methodologies, which may change, and which may or may not be consistent with companies operating in our industry, and hence we cannot assure you of the completeness or the accuracy of such data.

Certain statements contained in this Draft Red Herring Prospectus, such as the categorisation of our customers and revenues generated from our B2B2C and B2B segments is based on our internal classification methodologies and the way we operate our business. There may be variation in the manner in which we and other companies operating in our industry categorise customers. Depending on our assessment and focus from time to time, this mix may change and there is no assurance that we will continue to see a substantial part of our business as being B2B2C business. In the future, we may have to focus more on our B2B business, which may result in the reduction of the proportion of our B2B2C business to our total business, and subject us to competitive pricing, increased discounts and reduced margins, which in turn may adversely affect our results of operations and financial condition.

We cannot assure you that our internal classification methodologies will always provide a complete and accurate representation of our business operations. Any changes in these methodologies may affect how we report and analyse our financial and operational performance, which could lead to variations in key performance indicators. Furthermore, if our methodologies are not consistent with those of other companies in our industry, it may lead to mis-interpretations or mis-comparisons of our financial condition and results of operations.

47. Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have commissioned and availed the services of an independent third-party research agency, Frost and Sullivan India Private Limited to prepare the report titled "Global and Indian Dental Labs and Branded Products" dated September 11, 2024 (the "F&S Report"), for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate pursuant to engagement letter dated April 12, 2024. A copy of the F&S Report is available at *https://www.laxmidentallimited.com/investor_relations*. The F&S Report has been exclusively commissioned by our Company and paid for by our Company. Certain information in this section and "*Industry Overview,*" "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 185, 247 and 404, respectively, have been derived from the F&S Report.

Further, the F&S Report is prepared based on information as of specific dates, which may no longer be current or reflect current trends. The F&S Report may also base its opinion on estimates, projections, forecasts and assumptions that may prove to be incorrect. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. The F&S Report also highlights certain industry, peer and market data, which may be subject to assumptions.

There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Furthermore, such assumptions may change based on various factors. We cannot assure you that the assumptions in the F&S Report are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as expert advice or investment advice. Prospective investors are advised not to unduly rely on the F&S Report or extracts thereof as included in this Draft Red Herring Prospectus when making their investment decisions. For further information, see "*Industry Overview*" on page 185.

48. Our Company will not receive any proceeds from the Offer for Sale portion. The Selling Shareholders will receive the net proceeds from such Offer for Sale.

The Offer consists of the Offer for Sale. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders (after deducting applicable Offer Expenses) and our Company will not receive any such proceeds. For further information, see "*The Offer*" and "*Objects of the Offer*" on pages 86 and 132, respectively.

EXTERNAL RISK FACTORS

49. We are exposed to risks related to export duties and international trade regulations and duty drawback.

Countries to which we export may impose varying duties on our dental products. Any increase in such duties may adversely affect our business and the results of operations. We are the second largest player in domestic laboratory business and largest export laboratory. With increasing adoption of digital dentistry, we supply our dental products to various international markets. These markets are subject to their own regulatory frameworks, including the imposition of duties and tariffs on imported goods. Changes in trade policies or the imposition of higher duties by these countries can significantly impact our cost structure and pricing strategy, potentially making our dental products less competitive in international markets. The table below sets forth information of duty drawback of our Company for the Fiscal 2024, 2023 and 2022:

(in ₹ million)

Particulars	As of		
	Fiscal 2024	Fiscal 2022	Fiscal 2021
Duty drawback	0.16	0.48	0.23

Additionally, navigating the complexities of varying international trade regulations can introduce compliance risks and operational inefficiencies. While we have not faced significant adverse effects from export duties or international trade regulations in the last three Fiscal years, we cannot assure you that we will not experience such impacts in the future. An increase in export duties or the introduction of new trade barriers could lead to reduced profit margins, decreased sales volumes, and overall adverse effects on our business, results of operations, and financial condition. As we continue to expand our international presence, we must remain vigilant in monitoring these regulatory changes and adaptable in our strategies to mitigate potential adverse impacts.

50. Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations and financial condition.

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Adverse economic developments, such as rising Fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Our Company is incorporated in India, and our assets and employees are all located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize. Such incidents could also create a perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, if any, which may constrain our ability to grow our business and operate profitably;
- downgrade of India's sovereign debt rating by an independent agency;
- political instability, resulting from a change in governmental or economic and Fiscal policies, may adversely affect economic conditions in India;
- strikes, lockouts, work stoppages or increased wage demands by employees, suppliers or other service providers;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war;
- fires and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.
- India has experienced epidemics and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years;

- financial instability and turmoil in other countries; and
- contagious diseases such as the COVID-19 pandemic, the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. Any similar future outbreaks of COVID-19, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region.

We are dependent on domestic and regional economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate. As on the date of this Draft Red Herring Prospectus, we have not faced any adverse impact on our business and results of operations due to such external risks, except to the extent disclosed in our "*Restated Consolidated Financial Information"* on page 329.

51. Our operations may be adversely affected by the effects of health pandemics, civil disturbances, social unrest, hostilities or acts of terrorism, natural disasters such as extreme weather events and other criminal activities.

Certain events that are beyond our control, such as health pandemics, terrorist attacks, natural calamities and other acts of violence or war, may adversely affect worldwide financial and Indian markets, and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. To mitigate the impact of such unforeseen events, our Company has implemented a comprehensive data backup and disaster recovery policy.

India has experienced social unrest in some parts of the country. If such tensions occur in other parts of the country leading to overall political and economic instability, it could have an adverse effect on our business, financial condition, results of operations and the trading price of our Equity Shares. India has also experienced natural calamities such as earthquakes, tsunamis, floods and droughts in the past. Instances of floods or other natural calamities could have an adverse effect on our business, financial condition, results of operations and the trading price of our Equity Shares. Such events may result in a temporary decline in sales of our dental products and in our employees' ability to perform their duties. In addition, such events may temporarily interrupt our ability to transport specimens, to receive materials from our suppliers or otherwise to provide our services. We have not seen any instance of social unrest or internal disturbance due to which our business, operations and financial condition were adversely affected in the last three Fiscal years. There can be assurance such event will not occur or have an adverse effect in future. Changing laws, rules and regulations and legal uncertainties, including any adverse application of tax laws and regulations across the multiple states we operate in, could have an adverse effect on our business, financial condition, results of operations and cash flows

The regulatory and policy environment in which we operate is evolving and is subject to change. Such changes may adversely affect our business, financial condition and results of operations, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For instance, the Government of India announced the union budget for Fiscal 2025, pursuant to which the Finance Bill, 2024 ("**Finance Bill**"), proposes to introduce various amendments to taxation laws in India. The Finance Bill has received the assent of the President of India and has been enforced as the Finance Act, 2024. We cannot predict whether any amendments made pursuant to the Finance Act, 2024 would have any adverse effect on our business, operations and financial condition, future cash flows and results of operations.

Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition and results of operations. While we have not faced adverse effects due to changes in laws or regulations in the last three Fiscal years,] we cannot assure you that future changes or uncertainties will not have a material adverse impact on our business or restrict our ability to grow. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

52. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.

Our Company is incorporated under the laws of India. Most of our Company's assets are located in India and all of our Company's Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy or if judgments are in breach or contrary to Indian law.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the UK, Singapore, United Arab Emirates and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the CPC. The U.S. and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the U.S., for civil liability, whether or not predicated solely upon the general laws, including securities laws of the non-reciprocating territory, including U.S., would not be enforceable in India under the CPC as a decree of an Indian court. The UK, Singapore, United Arab Emirates and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognise the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The CPC only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the U.S. or other such jurisdiction within three years of obtaining such final judgment. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered.

53. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

We are subject to Indian exchange control regulations that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under such foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval of the RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which share a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and any impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 505.

54. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.

Our Restated Consolidated Financial Information for Fiscals 2024, 2023 and 2022 have been derived from the audited financial statements of our Company as at and for the Fiscal 2024, 2023 and 2022 prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India. The aforementioned financial statements have been restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statement were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

55. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

56. Any adverse change in India's sovereign credit rating by an international rating agency could have an adverse effect on our business, results of operations and cash flows.

Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or Fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Set forth below is India's sovereign debt rating from certain rating agencies.

Name of Agency	Rating	Outlook	Date
Fitch	BBB-	Stable	January 16, 2024
Moody's	Baa3	Stable	August 21, 2023
DBRS	BBB (low)	Stable	May 16, 2023
S&P	BBB-	Stable	May 18, 2023

Any adverse revisions to sovereign credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business, operations and financial performance and the price of the Equity Shares.

57. We may be affected by competition laws in India, the adverse application or interpretation of which could have an adverse effect on our business, operations and financial condition.

The Competition Act, 2002 ("**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition ("**AAEC**") is void and attracts substantial penalties. Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Indian central government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset-and turnover-based thresholds to be mandatorily notified to, and pre-approved by, the CCI. In addition, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was notified on April 11, 2023, which amends the Competition Act and gives the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia,* modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and financial condition.

58. The determination of the Price Band is based on various factors and assumptions, and the Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer.

The determination of the Price Band is based on various factors and assumptions and will be determined in accordance with applicable law and in consultation with the BRLMs. Further, there can be no assurance that our key performance indicators ("**KPIs**") will improve or become higher than our listed comparable industry peers in the future or whether we will be able to successfully compete against the listed comparable industry peers in these KPIs in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of our Equity Shares. Moreover, there are no standard methodologies in the industry for the calculations of such KPIs and as a result, the listed comparable industry peers may calculate and present such financial ratios in a different manner. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus.

59. Our Equity Shares have never been publicly traded, and, after the Offer, our Equity Shares may experience price and volume fluctuations, and an active trading market for our Equity Shares may not develop.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. The Offer Price of our Equity Shares will be determined in accordance with applicable law and in consultation with the BRLMs, through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 157 and may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, volatility in the Stock Exchanges, securities markets in other jurisdictions, strategic actions by us or our competitors, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications and changes in economic, legal and other regulatory factors. There is no assurance that investors in our Equity Shares will be able to resell their Equity Shares at or above the Offer Price.

60. Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies.

Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance such as like EBITDA, Gross Profit, Return on Capital Employed, Adjusted Return on Capital Employed, Return on Equity, Net Working Capital, Debt Service Coverage Ratio have been included in this Draft Red Herring Prospectus.

We compute and disclose such Non-GAAP financial measures and other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. These Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability, or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible.

We track such operating metrics with internal systems and tools, and our methodologies may change over time. If such internal systems and tools undercount or overcount performance, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates, there are inherent challenges and limitations with respect to how we measure data. This may also affect our understanding of certain details of our business, which could affect our long-term strategies. If we discover material inaccuracies in the operating metrics we use, or if they are perceived to be inaccurate, our reputation may be harmed, and our evaluation methods and results may be impaired, which could negatively affect our business. If investors make investment decisions based on operating metrics that are inaccurate, we may also face potential lawsuits or disputes with investors or regulators.

61. Any future issuance of our Equity Shares or convertible securities or other equity linked instruments by us may dilute prospective investors' shareholding, and sales of our Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity that we issue, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, including through the exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders including our Promoter, or the perception that such issuance or sales may occur, may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the major Shareholders will not dispose of, pledge or encumber their Equity Shares. Any future issuances could also dilute the value of your investment in our Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

62. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend foreign investors receive. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have a material adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

63. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their bids (in terms of quantity of equity shares or the bid amount) at any stage after submitting a bid. Similarly, Retail Individual Bidders can revise or withdraw their bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment within such period as may be prescribed by the SEBI, adverse events affecting the investors' decision to invest in our Equity Shares may arise between the date of submission of the Bid and Allotment. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their bids. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing.

64. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India and having share capital must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such a custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional equity interests in us may be reduced.

65. The ability of investors to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Draft Red Herring Prospectus.

No actions have been taken to permit a public offering of our Equity Shares in any jurisdiction, other than India. As such, our Equity Shares have not and will not be registered under the U.S. Securities Act or the securities laws of any state of the U.S. or the law of any jurisdiction other than India. Furthermore, our Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions. See "*Other Regulatory and Statutory Disclosures – Disclaimer in Respect of Jurisdiction*" on page 462. We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of our Equity Shares made other than in compliance with the restrictions set forth herein.

66. Investors will not be able to sell any Equity Shares on the Stock Exchange until we receive the appropriate listing and trading approvals.

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence. Further, in accordance with Indian law, permission for listing of our Equity Shares will be granted only after our Equity

Shares in this Offer have been Allotted and all other relevant documents authorizing the issuing of our Equity Shares have been submitted. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence within the prescribed time periods. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the time periods prescribed under law. This could lead to financial liabilities and reputational damage, which may adversely affect our business, financial condition, and results of operations.

67. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

Certain provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of our Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

68. The current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.

The current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue prices. For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 466. The factors that could affect the market price of our Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or that sustained trading will take place in our Equity Shares or provide any assurance regarding the price at which our Equity Shares will be traded after listing.

69. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/ earnings multiple, market capitalization etc.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

SECTION III – INTRODUCTION
THE OFFER

The following table summarises details of the Offer.

Offer of Equity Shares	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
Of which:	
Fresh Issue[(1)]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 1,500 million
Offer for Sale[(2)]	Up to 12,826,847 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million
The Offer consists of:	
A. QIB Portion[(3) (4)]	Not less than [●] Equity Shares of face value of ₹2 each
Of which:	
Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹2 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹2 each
Of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹2 each
Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹2 each
B. Non-Institutional Portion[(4)(5)]	Not more than [●] Equity Shares of face value of ₹2 each
Of which:	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹0.20 million to ₹1.00 million	[●] Equity Shares of face value of ₹2 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value of ₹2 each
C. Retail Portion[(4)]	Not more than [●] Equity Shares of face value of ₹2 each
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (prior to conversion of the outstanding CCPS)	[●] Equity Shares of face value of ₹2 each
Equity Shares outstanding prior to the Offer (after conversion of the outstanding CCPS)	[●] Equity Shares of face value of ₹2 each [(6)]
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹2 each
Use of Net Proceeds of this Offer	See "*Objects of the Offer*" on page 132 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Offer has been authorised pursuant to the resolutions dated August 13, 2024, passed by the Board and the Fresh Issue has been authorised pursuant to the resolution dated August 16, 2024, passed by the Shareholders and are eligible for being offered for sale in terms of Regulation 8 and 8A of the SEBI ICDR Regulations. Further, our Board has taken on record the consents of the respective Selling Shareholders for participation in the Offer for Sale pursuant to its resolution dated September 9, 2024. Our Company, in consultation with the BRLMs, may consider a further issue of Specified Securities through private placement, preferential allotment, rights issue or any other method as may be permitted under applicable law to any person(s), for an aggregate amount not exceeding ₹ 300.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(2) *Except for the Investor Selling Shareholder, each of the Selling Shareholders, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares, has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of this Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations. For more details, see "Capital Structure" beginning on page 107. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully- diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully- diluted basis) and (ii) Selling Shareholders holding, individually or with persons acting in concert, less than 20% of pre-issue shareholding of the Company (on a fully- diluted basis), shall not exceed more than 10% of the pre-issue shareholding of the Company (on a fully- diluted basis). Except for the Investor Selling Shareholder, each Selling Shareholder, severally and not jointly, has confirmed and authorised its respective participation in the Offer for Sale as set out below:*

S. No.	Selling Shareholder	Category	Number of Equity Shares of face value of ₹2 each	Aggregate amount of Offer for Sale (up to)	Date of corporate authorization	Date of consent letter

			proposed to be offered in the Offer for Sale	(in ₹ million)		
1.	Rajesh Vrajlal Khakhar	Promoter Selling Shareholder	189,705	[●]	N/A	September 9, 2024
2.	Sameer Kamlesh Merchant	Promoter Selling Shareholder	426,837	[●]	N/A	September 9, 2024
3.	Jigna Rajesh Khakhar	Other Selling Shareholder	237,132	[●]	N/A	September 9, 2024
4.	Hasmukh Vrajlal Khakhar	Other Selling Shareholder	142,279	[●]	N/A	September 9, 2024
5.	Amrish Mahendrabhai Desai	Other Selling Shareholder	142,279	[●]	N/A	September 9, 2024
6.	Parag Jamnadas Bhimjiyani	Other Selling Shareholder	142,279	[●]	N/A	September 9, 2024
7.	Kunal Kamlesh Merchant	Other Selling Shareholder	142,279	[●]	N/A	September 9, 2024

The Investor Selling Shareholder confirms that its portion of the Offered Shares, including such outstanding CCPS that will convert into its respective portion of the Offered Shares, has been held by it for a period of at least one year prior to filing of this Draft Red Herring Prospectus and are eligible for the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. The Investor Selling Shareholder has confirmed and authorised its respective participation in the Offer for Sale as set out below:

Sr. No.	Name of the Selling Shareholder	Category	Number of Equity Shares of face value of ₹2 each proposed to be offered in the Offer for Sale*	Aggregate amount of Offer for Sale (up to) (in ₹ million)	Date of corporate authorization	Date of consent letter
1.	OrbiMed Asia II Mauritius Limited	Investor Selling Shareholder	11,404,057	[●]	June 25, 2024	September 9, 2024

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations.*

(3) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 485.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories of Bidders. In the event of under-subscription in the Offer, after receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b) of the SCRR, if there remains any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be first made pro rata towards Equity Shares offered by the Selling Shareholders, and thereafter, towards the balance Fresh Issue. For further details, see "Terms of the Offer" beginning on page 475.*

(5) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.*

(6) *The conversion of the outstanding Series A CCPS will be completed prior to the filing of the Red Herring Prospectus with RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The following outstanding CCPS shall be converted into the Equity Shares as per the below table:*

Name of Allottees	No. of outstanding CCPS held	Series	Equity Shares of face value of ₹2 each to be allotted pursuant to conversion of CCPS*
OrbiMed Asia II Mauritius Limited	290,597	A	23,922,450

** Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.*

Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders, and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, i.e ₹ 200,000, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "*Offer Procedure*" beginning on page 485.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Consolidated Financial Information as of and for the Fiscal Years ended March 31, 2024, March 31, 2023, and March 31, 2022. The summary financial information presented below should be read in conjunction with "Financial Information – Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 329 and 404, respectively.

Summary derived from our Restated Consolidated Financial Information

Restated statement of assets and liabilities

(in ₹ million, unless otherwise specified)

Particulars	As at		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
ASSETS			
I Non-Current Assets			
Property, Plant and Equipment	364.26	312.64	299.92
Right of use assets	72.16	68.87	86.87
Investment property	7.49	7.80	8.13
Other Intangible assets	16.24	11.41	2.83
Investment in Joint ventures and associates	96.35	7.48	1.46
Financial assets			
- Other financial assets	25.59	24.79	25.29
Income tax assets (net)	0.31	3.71	3.07
Deferred tax assets (net)	112.62	1.53	1.35
Total Non-Current Assets (A)	**695.02**	**438.23**	**428.92**
II Current Assets			
Inventories	247.21	242.26	295.00
Financial assets			
-Trade receivables	249.00	204.21	203.65
-Cash and cash equivalents	6.98	9.58	10.51
-Other bank balances	2.75	6.22	3.82
-Loans	2.53	3.23	6.30
-Other financial assets	14.23	9.39	39.96
Other current assets	118.50	56.76	39.32
Total Current Assets (B)	641.20	531.66	598.56
Group's assets classified as held for sale (C)	49.81	-	-
Total Assets (A+B+C)	**1,386.03**	**969.89**	**1,027.48**
EQUITY AND LIABILITIES			
I Equity			
- Equity share capital	3.08	3.08	3.08
- Other equity	421.57	174.84	207.57
Total equity attributable to shareholders of the Group	**424.65**	**177.92**	**210.65**
Non-controlling interest	21.07	16.90	18.79
Total equity (D)	**445.72**	**194.82**	**229.44**

II Liabilities			
Non-Current Liabilities			
Financial liabilities			
- Borrowings	151.40	113.02	103.81
- Lease liabilities	33.80	40.69	62.06
- Other financial liabilities	8.08	9.54	11.54
Provisions	35.36	34.65	26.73
Total Non-Current Liabilities (E)	**228.64**	**197.90**	**204.14**
Current Liabilities			
Financial liabilities			
-Borrowings	268.85	201.37	192.53
-Lease Liabilities	43.72	32.03	28.43
-Trade payables			
i)Total outstanding dues of MSME creditors	25.19	16.33	21.10
ii)Total outstanding dues of creditors other than MSME	132.88	208.75	245.33
-Other financial liabilities	106.93	55.53	41.44
Other current liabilities	108.62	61.97	61.58
Short term provisions	6.40	1.19	3.49
Current tax liabilities (net)	3.96	-	-
Group's liabilities directly associated with assets classified as held for sale	15.12	-	-
Total Current Liabilities (F)	**711.67**	**577.17**	**593.90**
Total Liabilities (E+F)	**940.31**	**775.07**	**798.04**
Total Equity and Liabilities (D+E+F)	**1,386.03**	**969.89**	**1,027.48**

Restated statement of profit and loss

(in ₹ million, unless otherwise specified)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
I Income			
Revenue from operations	1,935.55	1,616.31	1,368.43
Other Income	17.09	22.13	12.27
Total Income (A)	1,952.64	1,638.44	1,380.70
II Expenses			
Cost of material consumed	464.18	306.28	306.37
Purchase of stock-in-trade	38.35	100.70	100.58
Change in inventories of finished goods	(17.64)	10.99	(10.39)
Employee benefits expenses	715.11	653.37	530.78
Finance costs	49.54	40.94	35.67
Depreciation and amortization expenses	119.36	109.94	83.98
Other expenses	497.65	455.33	386.96
Total Expenses (B)	1,866.55	1,677.55	1,433.96
Exceptional item(C)	0.85	3.50	93.87
Profit / (loss) before tax D = (A-B-C)	85.24	(42.61)	(147.12)
Income tax expense			
Current tax	17.85	1.96	0.00
Adjustment of tax relating to earlier periods	(0.14)	0.04	14.51
Deferred tax	(111.88)	(0.12)	9.20
Total income tax expense (E)	(94.17)	1.88	23.71
Profit/ (loss) after tax F=(D-E)	179.41	(44.49)	(170.83)
Share in profit after tax of Joint ventures(net) G	88.88	6.02	(1.45)
Profit/(loss) for the year from continuing operations H=(F-G)	268.29	(38.47)	(172.28)
Profit/(Loss) before tax from discontinuing operations	(16.00)	(3.16)	(14.51)
Tax Income/(expenses) from discontinuing operations	0.00	0.00	0.00
Profit/(Loss) after tax from discontinuing operations I	(16.00)	(3.16)	(14.51)
Profit for the year J=(H+I)	252.29	(41.63)	(186.79)
Other comprehensive income from continuing operations			
Items that will not be reclassified to profit or loss			
Remeasurement gain/(loss) of net defined benefit plan	1.14	3.06	9.46
Income tax effect on above	(0.78)	(0.06)	0.00

Items that will be reclassified to profit or loss	0.00	0.00	0.00
Foreign currency translation difference of foreign operations	(0.96)	0.23	2.25
Income tax effect on above	0.00	0.00	0.00
Other comprehensive income from discontinuing operations			
Items that will not be reclassified to profit or loss			
Remeasurement gain/(loss) of net defined benefit plan	0.00	0.00	0.00
Income tax effect on above	0.00	0.00	0.00
Items that will be reclassified to profit or loss			
Foreign currency translation difference of foreign operations	(0.80)	(2.42)	(1.82)
Income tax effect on above	0.00	0.00	0.00
Other comprehensive income/(loss) for the year, net of tax	(1.40)	0.81	9.89
Total comprehensive income for the year	250.89	(40.82)	(176.90)
Profit/ (Loss) for the year attributable to:			
Owners of the parent	247.78	(39.73)	(183.65)
Non-controlling interests	4.51	(1.90)	(3.14)
Total	252.29	(41.63)	(186.79)
Other comprehensive income for the year attributable to:			
Owners of the parent	(1.06)	0.80	9.88
Non-controlling interests	(0.34)	0.01	0.01
Total	(1.40)	0.81	9.89
Total comprehensive income for the year attributable to:			
Owners of the parent	246.73	(38.94)	(173.77)
Non-controlling interests	4.16	(1.89)	(3.13)
Total	250.89	(40.82)	(176.90)
Earnings/ (Loss) per equity share from Continuing Operations:			
Equity shares of par value INR 2 each			
Basic EPS (in INR)	5.11	(0.71)	(3.28)
Diluted EPS (in INR)	5.11	(0.71)	(3.28)
Loss per equity share from Discontinued Operations:			
Equity shares of par value INR 2 each			
Basic EPS (in INR)	(0.31)	(0.06)	(0.28)
Diluted EPS (in INR)	(0.31)	(0.06)	(0.28)

Earnings/ (Loss) per equity share from Continued Operation and Discontinued:			
Equity shares of par value INR 2 each			
Basic EPS (in INR)	4.80	(0.77)	(3.56)
Diluted EPS (in INR)	4.80	(0.77)	(3.56)

Restated statement of cash flows

(in ₹ million, unless otherwise specified)

Particulars	For the year ended		
	March 31, 2024	Marh 31, 2023	March 31, 2022
Cash flow from operating activities			
Profit/ (loss) before tax	69.24	(45.77)	(161.63)
Continuing Operations	85.24	(42.61)	(147.12)
Discontinued Operations	(16.00)	(3.16)	(14.51)
Adjustments for:			
Depreciation and amortisation expenses from continuing operations	119.36	109.94	83.98
Depreciation and amortisation expenses from Discontinued operations	0.16	0.06	0.04
Allowances for expected credit losses ("ECL")	15.70	12.73	19.19
Finance costs from continuing operations	49.54	40.94	35.67
Interest Income from continuing operations	(1.70)	(1.72)	(2.54)
Impairment of goodwill	0.00	0.00	93.87
Impairment of Investment in Associate	0.00	3.50	0.00
Inventory written off	0.85	0.39	0.18
Intangible/ Property plant & equipment written off	0.00	0.14	7.22
Loss on dissolution of subsidiary	0.85	0.00	0.00
(Gain)/loss on sale of property, plant & equipment	(0.86)	0.00	0.00
Unrealised exchange loss/(gain), net	(5.71)	(12.90)	(5.40)
Operating Profit before working capital changes	**247.43**	**107.31**	**70.58**
Changes in operating assets and liabilities			
Adjustments for (increase) / decrease in operating assets			
Trade receivables	(74.12)	(0.40)	(74.71)
Inventories	(22.53)	52.35	(64.73)
Other non-current and current financial assets	(9.04)	29.94	(31.35)
Other non-current and current assets	(61.74)	(17.44)	6.26
Adjustments for increase / (decrease) in operating liabilities			
Trade payables	(56.66)	(41.35)	46.89
Other current liabilities	47.80	0.39	47.40
Other non-current financial liabilities	0.00	(2.00)	(2.27)
Other current financial liabilities	49.94	14.09	(29.37)

Provisions	7.06	8.67	11.50
Cash generated from operations	**128.14**	**151.56**	**(19.80)**
Income tax paid (net)	(10.35)	(02.64)	(0.15)
Net cash flows generated from operating activities (A)	**117.79**	**148.92**	**(19.95)**
Cash flows from investing activities			
Purchase of Property, Plant and Equipment	(139.77)	(89.38)	(93.86)
Purchase of Intangible Assets	(7.80)	(10.45)	(2.25)
Proceeds from sale of Property, Plant and Equipment	13.07	4.70	112.41
Loan given to related parties	(10.35)	-	-
Repayment of Loans given to related parties	0.00	3.07	12.17
Purchase of non-current Investments	0.00	(3.50)	(0.30)
Interest received	0.51	1.62	2.25
Net cash flows used in investing activities (B)	**(144.34)**	**(93.94)**	**30.42**
Cash flow from financing activities			
Finance cost paid from Continuing operations	(49.55)	(40.94)	(35.66)
Finance cost paid from Discontinued operations	0.00	0.00	(0.01)
Proceeds from Issue of shares of subsidiary to non-controlling shareholders	0.00	0.00	15.00
Proceeds from current borrowings	44.91	50.52	31.38
Proceeds from non-current borrowings	97.81	35.45	70.77
Repayment of current borrowings	(54.15)	0.00	0.00
Repayment of non-current borrowings	(27.97)	(34.60)	(99.21)
Principal payment of lease liabilities	(37.68)	(29.45)	(22.54)
Net cash flows used in financing activities (C)	**(26.63)**	**(19.02)**	**(40.27)**
Net increase in cash and cash equivalents (A+B+C)	**(53.18)**	**35.96**	**(29.80)**
Effect of exchange rate changes on cash	(1.76)	(1.18)	(0.37)
Cash and cash equivalents at the beginning of the year	(104.14)	(138.92)	(108.75)
Cash and cash equivalents at the end of the year	**(159.08)**	**(104.14)**	**(138.92)**

GENERAL INFORMATION

Our Company was incorporated as 'Laxmi Dental Export Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated July 8, 2004, issued by the Assistant Registrar of Companies, Maharashtra at Mumbai. Pursuant to a special resolution passed in the extra-ordinary general meeting of our Shareholders held on June 18, 2024, the name of our Company was changed to 'Laxmi Dental Private Limited', and a fresh certificate of incorporation was issued to our Company by the RoC on July 24, 2024, and our Company was converted into a public limited company. Consequently, the name of our Company was further changed to 'Laxmi Dental Limited', and a fresh certificate of incorporation dated August 2, 2024, was issued by the RoC.

For details of changes in the name, registered office and corporate office addresses of our Company, see '*History and Certain Corporate Matters*' on page 281.

Registered Office address of our Company

Office No. 103,
Akruti Arcade, J. P. Road,
Opposite A.H. Wadia High School,
Andheri (West), Mumbai – 400058,
Maharashtra, India

Corporate Office address of our Company

301, A-wing, Interface-16,
Mindspace, Malad (West),
Mumbai-400 064,
Maharashtra, India

Corporate Identity Number and Registration Number

Corporate Identity Number: U51507MH2004PLC147394
Registration Number: 147394

Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Maharashtra at Mumbai
100, Floor Everest,
Marine Drive,
Mumbai –400 002
Maharashtra, India

Board of Directors

The table below sets forth the details of the constitution of our Board:

Name	Designation	DIN	Address
Rajesh Vrajlal Khakhar	Chairperson and Whole Time Director	00679903	A4, Tarapur Garden, Oshiwara Link Road, Andheri (west), Mumbai– 400053, Maharashtra, India
Sameer Kamlesh Merchant	Managing Director and Chief Executive Officer	00679893	B1/4-1/402, 4th Floor, Serenity Complex, Oshiwara, Off Link Road, Andheri (W), Mumbai – 400053, Maharashtra, India
Sumona Chakraborty*	Non-Executive, Non-Independent (Nominee) Director	09597426	701, Tribeca, 29th Road, Bandra West, Mumbai – 400050, Maharashtra, India
Anjana Rajendra	Non-Executive,	06896404	Victory House, Flat No. 301, 3rd

Name	Designation	DIN	Address
Grewal	Independent Director		Floor, A-Wing, Pitamber Lane Near Canossa Convent School, Mahim (West), Mumbai 400016, Maharashtra
Rajesh Shashikant Dalal	Non-Executive, Independent Director	03504969	7, Lakozy Mansion, 21, Chowpatty Sea Face, Girgaon, Grant Road, Mumbai – 400007, Maharsashtra, India
Devesh Ghanshyam Chawla	Non-Executive, Independent Director	07027650	B-503, D.N. Nagar Deep C.H.S., Off J.P. Road, Andheri West, Mumbai, 400053, Maharashtra

**Nominee of OrbiMed Asia II Mauritius Limited. For details, see "History and Certain Corporate Matters – Details of Shareholder's agreements" on page 286.*

For brief profiles of our Directors, please see "*Our Management*" on page 300.

Selling Shareholders

The selling shareholders in the Offer are as mentioned below:

S. No.	Name of the Selling Shareholder	Number of Equity Shares of face value of ₹2 each proposed to be offered in the Offer for Sale
1.	Rajesh Vrajlal Khakhar	189,705
2.	Sameer Kamlesh Merchant	426,837
3.	OrbiMed Asia II Mauritius Limited	11,404,057*
4.	Jigna Rajesh Khakhar	237,132
5.	Hasmukh Vrajlal Khakhar	142,279
6.	Amrish Mahendrabhai Desai	142,279
7.	Parag Jamnadas Bhimjiyani	142,279
8.	Kunal Kamlesh Merchant	142,279

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations.*

Company Secretary and Compliance Officer for the Offer

Nupur Joshi
Company Secretary and Compliance Officer
Address: Office No. 103, Akruti Arcade, J.P. Road, Opposite A.H. Wadia High School, Andheri West, Mumbai City, Mumbai, Maharashtra, India, 400058.
E-mail: co.sec@laxmidentallimited.com
Tel.: 022-61437991

Statutory Auditors of our Company

M S K A & Associates, Chartered Accountants
602, Floor 6, Raheja Titanium
Western Express Highway
Geetanjali, Railway Colony,
Ram Nagar, Goregaon (East),
Mumbai 400 063, Maharashtra, India
Tel.: 022 6974 0200
E-mail: nitintiwari@mska.in
ICAI Firm Registration Number: 105047W
Peer Review Number: 016966

Changes in Statutory Auditors

Except as disclosed below, there has been no change in the statutory auditors of our Company in the three years preceding the date of this Draft Red Herring Prospectus.

Particular	Date of Change	Reason for change
M/s. Abhay Subhash & Associates, Chartered Accountant **Add:** 1/22, Matadin Mishra Bldg., Old Nagardas Cross,Opp Jay Hanuman Hotel Mumbai-400069, Maharashtra, India **Tel:** 2837 5624 **Firm Registration Number:** 112196W **Peer Review Certificate Number:** Not Applicable	Resigned on February 28, 2024	Resigned due to pre-occupation in other assignments and opportunities
M/s. MSKA and Associates, Chartered Accountant **Add:** 602, Floor 6, Raheja Titanium, Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon East, Mumbai 400063, Maharashtra, India **Tel:** 022 6974 0200 **Firm Registration Number:** 105047W **Peer Review Certificate Number:** 016966	Appointed on March 27, 2024	Appointed to fill the casual vacancy caused by the resignation of M/s Abhay Subhash & Associates

Investor Grievances

Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, redressals of complaints, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Managers where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Nuvama Wealth Management Limited
801 - 804, Wing A, Building No 3
Inspire BKC, G Block
Bandra Kurla Complex, Bandra East,
Mumbai 400 051
Maharashtra, India
Tel: + 91 22 4009 4400
E-mail: laxmidental.ipo@nuvama.com
Website: www.nuvama.com
Investor grievance e-mail: customerservice.mb@nuvama.com
Contact person: Manish Tejwani
SEBI registration no.: INM000013004

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower,
Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi,
Mumbai - 400 025
Maharashtra, India
Tel: +91 22 7193 4380
E-mail: laxmidental.ipo@motilaloswal.com
Website: www.motilaloswalgroup.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Contact person: Sankita Ajinkya / Subodh Mallya
SEBI registration no.: INM000011005

SBI Capital Markets Limited
Unit No. 1501, 15th floor, A & B Wing,
Parinee Crescenzo Building, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051,
Maharashtra.
Tel: +91 22 4006 9807
E-mail: laxmidental.ipo@sbicaps.com
Investor Grievance E-Mail: investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact person: Sylvia Mendonca
SEBI Registration No.: INM000003531

Syndicate Members [●]

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Statement of inter-se allocation of responsibilities among the BRLMs

The responsibilities and coordination by the BRLMs for various activities in this Offer are as follows:

Sr No	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy, due diligence of our Company including its operations/management, legal etc. Drafting and design of the Draft Red Herring Prospectus, the Red Herring Prospectus, this Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with the SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	All BRLMs	Nuvama
2.	Drafting and approval of statutory advertisements	All BRLMs	Nuvama
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	All BRLMs	MOIAL
4.	Appointment of intermediaries –Registrar to the Issue, advertising agency, printers to the Issue including co-ordination for agreements to be entered into with such intermediaries.	All BRLMs	Nuvama
5.	Appointment of intermediaries – Bankers to the Issue, Monitoring Agency, Sponsor Banks, and other intermediaries including co-ordination for agreements to be entered into with such intermediaries.	All BRLMs	SBICAPS
6.	Preparation of road show marketing presentation and frequently asked questions	All BRLMs	MOIAL
7.	International institutional marketing of the Issue, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	All BRLMs	MOIAL
8.	Domestic institutional marketing of the Issue, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting Schedule	All BRLMs	Nuvama
9.	Retail - non-institutional marketing of the Issue, which will cover, inter alia: • Finalising media, marketing, public relations strategy and publicity • Budget including list of frequently asked questions at retail road shows • Finalising collection centres • Finalising application form • Finalising centres for holding conferences for brokers etc. • Follow - up on distribution of publicity; and • Issue material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Issue material	All BRLMs	SBICAPS
10.	Managing the book and finalization of pricing in consultation with the Company	All BRLMs	MOIAL

Sr No	Activity	Responsibility	Co-ordination
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation.	All BRLMs	MOIAL
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bank to the Issue, intimation of allocation and dispatch of refund to bidders, etc. Post-Issue activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising our Company about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges for submission of all post Issue reports including the post Issue report to SEBI.	All BRLMs	SBICAPS

Registrar to the Offer

Link Intime India Private Limited
Tel: +91 8108114949
E-mail: laxmidental.ipo@linkintime.co.in
Investor grievance e-mail: laxmidental.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Legal Counsel to our Company as to Indian law

IndusLaw
1502B, 15th Floor, Tower – 1C
One World Centre
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4920 7200

Bankers to our Company

ICICI Bank

ICICI Bank, 6th Floor, Ackruti Centre Point, MIDC, Andheri East, Mumbai - 400093
Tel: 8169467643
Contact Person: Shreya Bhatia
Website: www.icicibank.com
Email: shreya.bhatia@icicibank.com
CIN: L65190GJ1994PLC021012

Bankers to the Offer

Escrow Collection Bank(s)/ Refund Bank(s)/Public Offer Account Bank
[●]

Sponsor Banks

[●]

Designated Intermediaries

Self Certified Syndicate Banks

The banks registered with the SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI and mobile applications enabled for UPI Mechanism

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, Retail Individual Investors Bidding using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do? Do Recognised=yes & in tm Id=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number, and email address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Credit Rating

As this is an offer of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of debenture trustees is not required for the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see "*Objects of the Offer"* beginning on page 132.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors to our Company being M S K A & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under sections 26 (1) and section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their: (i) examination report, dated on September 5, 2024 on our Restated Consolidated Financial Information; (ii) their report dated September 12, 2024, on the Statement of Special Tax Benefits available to the Company, its shareholders and its material subsidiary under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent from N B T and Co, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 10, 2024 from Santosh Ramlakhan Jaiswar, Independent Chartered Engineer, for certifying capacity utilization to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 as an independent chartered engineer to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 12, 2024 from Anmol Sekhri Consultants Private Limited, Independent Chartered Engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the cost assessment report issued by them in their capacity as an independent chartered engineer to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 11, 2024 from Nilesh Hasmukh Baria, Architect, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the certification issued by them in their capacity as an independent architect to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 12, 2024 from NJ Sehgal & Associates, chartered accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the certification issued by them for statement of special tax benefits available to Laxmi Dental USA Inc, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

Filing

A copy of this Draft Red Herring Prospectus has been filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, as specified in regulation 25(8) of the SEBI ICDR Regulations read with SEBI master circular SEBI/HO/CFD/PoD2/P/CIR/2023/0094 dated June 21, 2023, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*". Further, physical copies of this Draft Red Herring Prospectus may be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013, will be filed with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

"Book building" refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper the [●], all editions of the Hindi national daily newspaper [●] and [●] edition of [●], a widely circulated Marathi daily newspaper, (Marathi being the regional language of Maharashtra where our registered office is located) each with wide, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/ Offer Closing Date. For details, see "*Offer Procedure*" on page 485.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Banks, as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis.

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 475, 482, and 485 respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each Selling Shareholder specifically confirms that it will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to such Selling Shareholder, in relation to its respective portion of the Offered Shares. In this regard, our Company and the Selling Shareholders have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing the Prospectus with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 485.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, the Selling Shareholders and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares of face value of ₹2 each to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Red Herring Prospectus is set forth below.

(In ₹, except share data or where indicated otherwise)

Sr. No.	Particulars	Aggregate value at nominal value	Aggregate value at Offer Price*
A.	**AUTHORISED SHARE CAPITAL#**		
	65,000,000 Equity Shares of face value of ₹ 2 each	130,000,000	-
	300,000 Series A CCPS of face value of ₹ 400 each	120,000,000	-
	Total	**250,000,000**	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER AND PRIOR TO THE CONVERSION OF CCPS**		
	27,815,400 Equity Shares of face value of ₹ 2 each	55,630,800	-
	290,597 Series A CCPS of face value of ₹ 400 each	116,238,800	-
	Total	**171,869,600**	-
C.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (UPON CONVERSION OF CCPS)(3)**		
	51,737,850 Equity Shares of face value of ₹ 2 each^	103,475,700	-
	Total	**103,475,700**	-
D.	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value ₹2 each(2)(3)	[●]	[●]
	Which includes:		
	Fresh Issue of up to [●] Equity Shares of face value ₹2 each(3)	[●]	[●]
	Offer for Sale of up to 12,826,847 Equity Shares of face value ₹2 each aggregating up to ₹ [●] million by the Selling Shareholders(1)	[●]	[●]
E.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹2 each*	[●]	-
F.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	₹ 464.34 million	
	After the Offer*	₹ [●] million	

**To be included upon finalisation of Offer Price, and subject to the Basis of Allotment.*

 # For details of changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to our MoA", on page 281.

^ Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Share of face value ₹2.

(1) Each of the Selling Shareholders, severally and not jointly confirm that its portion of the Offered Shares and where applicable, such outstanding CCPS that will convert into its respective portion of the Offered Shares has been held by it for a period of at least one year prior to filing of this Draft Red Herring Prospectus and are eligible for the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. The Offer for Sale has been taken on record by our Board pursuant to resolution dated September 9, 2024. Each of the Selling Shareholders have, severally and not jointly confirmed and approved its participation in the Offer for Sale as set our below:

Sr. No.	*Selling Shareholder*	*Category of Selling Shareholder*	*Aggregate amount of Offer for Sale (₹ million)*	*Number of Equity Shares of face value of ₹2 each proposed to be offered in the Offer for Sale*	*Date of resolution of the board/ committee of executive directors*	*Date of consent letter*
1.	Rajesh Vrajlal Khakhar	Promoter Selling Shareholder	[●]	189,705	N/A	September 9, 2024
2.	Sameer Kamlesh Merchant	Promoter Selling Shareholder	[●]	426,837	N/A	September 9, 2024
3.	OrbiMed Asia II Mauritius Limited	Investor Selling Shareholder	[●]	11,404,057*	June 25, 2024	September 9, 2024
4.	Jigna Rajesh Khakhar	Other Selling Shareholder	[●]	237,132	N/A	September 9, 2024
5.	Hasmukh Vrajlal Khakhar	Other Selling Shareholder	[●]	142,279	N/A	September 9, 2024
6.	Amrish	Other Selling	[●]	142,279	N/A	September 9,

Sr. No.	Selling Shareholder	Category of Selling Shareholder	Aggregate amount of Offer for Sale (₹ million)	Number of Equity Shares of face value of ₹2 each proposed to be offered in the Offer for Sale	Date of resolution of the board/ committee of executive directors	Date of consent letter
	Mahendrabhai Desai	Shareholder				2024
7.	Parag Jamnadas Bhimjiyani	Other Selling Shareholder	[●]	142,279	N/A	September 9, 2024
8.	Kunal Kamlesh Merchant	Other Selling Shareholder	[●]	142,279	N/A	September 9, 2024

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations.*

(2) The conversion of the outstanding Series A CCPS, will be completed prior to the filing of the Red Herring Prospectus with RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. The following outstanding CCPS shall be converted into the Equity Shares as per the below table:

Name of Allottees	No. of outstanding CCPS held	Series	Equity Shares of face value of ₹2 each to be allotted pursuant to conversion of CCPS*
OrbiMed Asia II Mauritius Limited	290,597	A	23,922,450

** Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.*

(3) Our Board has authorized the Offer, pursuant to their resolution dated August 13, 2024. Our Shareholders have authorized the Fresh Issue pursuant to special resolution passed at the extraordinary general meeting dated August 16, 2024. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an aggregate amount not exceeding ₹ 300.00 million. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Notes to the capital structure

1. *History of equity share capital of our Company*

The following table sets forth the history of the equity share capital of our Company:

[***Remainder of this page intentionally kept blank***]

<table>
<tr><th>Date of allotment of equity shares</th><th>Nature of allotment</th><th>Total number of Equity Shares allotted</th><th>Cumulative number of equity shares</th><th>Face value (₹)</th><th>Offer price per equity share (₹)</th><th>Nature of consideration</th><th>Details of allottees and number of equity shares allotted</th></tr>
<tr><td>July 8, 2004[#]</td><td>Allotment pursuant to subscription to the Memorandum of Association</td><td>10,500</td><td>10,500</td><td>10</td><td>10</td><td>Cash</td><td><table>
<tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 10 each</th></tr>
<tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>2,500</td></tr>
<tr><td>2.</td><td>Ashirwad Nadar</td><td>2,500</td></tr>
<tr><td>3.</td><td>Sameer Kamlesh Merchant</td><td>2,500</td></tr>
<tr><td>4.</td><td>Jigna Rajesh Khakhar</td><td>1,000</td></tr>
<tr><td>5.</td><td>Roshni Nadar</td><td>1,000</td></tr>
<tr><td>6.</td><td>Alka Merchant</td><td>1,000</td></tr>
</table></td></tr>
<tr><td>March 29, 2005</td><td>Further Issue</td><td>289,500</td><td>300,000</td><td>10</td><td>10</td><td>Cash</td><td><table>
<tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 10 each</th></tr>
<tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>42,500</td></tr>
<tr><td>2.</td><td>Ashirwad Nadar</td><td>42,500</td></tr>
<tr><td>3.</td><td>Sameer Kamlesh Merchant</td><td>57,500</td></tr>
<tr><td>4.</td><td>Jigna Rajesh Khakhar</td><td>44,000</td></tr>
<tr><td>5.</td><td>Roshni Nadar</td><td>44,000</td></tr>
<tr><td>6.</td><td>Alka Merchant</td><td>59,000</td></tr>
</table></td></tr>
</table>

Date of allotment of equity shares	Nature of allotment	Total number of Equity Shares allotted	Cumulative number of equity shares	Face value (₹)	Offer price per equity share (₹)	Nature of consideration	Details of allottees and number of equity shares allotted
February 3, 2015	Rights Issue	100	300,100	10	2,150	Cash	Sr. No. / Name of allottee/shareholder / Number of Equity Shares of face value of ₹ 10 each 1. OrbiMed Asia II Mauritius Limited – 100
December 10, 2015	Rights Issue	4,651	304,751	10	2,150	Cash	Sr. No. / Name of allottee/shareholder / Number of Equity Shares of face value of ₹ 10 each 1. Rajesh Vrajlal Khakhar – 2,791 2. Sameer Kamlesh Merchant – 1,860
March 11, 2016	Rights Issue	1,017	305,768	10	2,150	Cash	Sr. No. / Name of allottee/shareholder / Number of Equity Shares of face value of ₹ 10 each 1. Kunal Kamlesh Merchant – 1,017

<table>
<tr><th>Date of allotment of equity shares</th><th>Nature of allotment</th><th>Total number of Equity Shares allotted</th><th>Cumulative number of equity shares</th><th>Face value (₹)</th><th>Offer price per equity share (₹)</th><th>Nature of consideration</th><th>Details of allottees and number of equity shares allotted</th></tr>
<tr><td>November 17, 2017</td><td>Scheme of Amalgamation</td><td>2,146</td><td>307,914</td><td>10</td><td>10</td><td>Other than cash*</td><td><table><tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 10 each</th></tr><tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>901</td></tr><tr><td>2.</td><td>Hasmukh Vrajlal Khakhar</td><td>236</td></tr><tr><td>3.</td><td>Parag Jamnadas Bhimjiyani</td><td>236</td></tr><tr><td>4.</td><td>Sameer Kamlesh Merchant</td><td>537</td></tr><tr><td>5.</td><td>Amrish Mahendrabhai Desai</td><td>236</td></tr></table></td></tr>
<tr><td>June 4, 2024</td><td>Private Placement</td><td>1,146</td><td>309,060</td><td>10</td><td>13,092</td><td>Other than cash**</td><td><table><tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 10 each</th></tr><tr><td>1.</td><td>Anil Tilakraj Arora</td><td>573</td></tr><tr><td>2.</td><td>Jyotika Anil Arora</td><td>573</td></tr></table></td></tr>
<tr><td colspan="8">Split of Equity Shares</td></tr>
<tr><td>June 7, 2024</td><td>Split of Equity Shares</td><td>-</td><td>1,545,300</td><td>2</td><td>-</td><td>-</td><td>Pursuant to resolution passed by our Board at their meeting dated June 4, 2024, and the Shareholders at their EGM dated June 7, 2024, the share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each.</td></tr>
</table>

<table>
<tr><th>Date of allotment of equity shares</th><th>Nature of allotment</th><th>Total number of Equity Shares allotted</th><th>Cumulative number of equity shares</th><th>Face value (₹)</th><th>Offer price per equity share (₹)</th><th>Nature of consideration</th><th>Details of allottees and number of equity shares allotted</th></tr>
<tr><td>June 14, 2024</td><td>Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)</td><td>26,270,100</td><td>27,815,400</td><td>2</td><td>-</td><td>-</td><td>
<table>
<tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 2 each</th></tr>
<tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>8,963,845</td></tr>
<tr><td>2.</td><td>Sameer Kamlesh Merchant</td><td>8,594,945</td></tr>
<tr><td>3.</td><td>Jigna Rajesh Khakhar</td><td>4,421,700</td></tr>
<tr><td>4.</td><td>Hasmukh Vrajlal Khakhar</td><td>1,187,875</td></tr>
<tr><td>5.</td><td>Amrish Mahendrabhai Desai</td><td>1,187,875</td></tr>
<tr><td>6.</td><td>Parag Jamnadas Bhimjiyani</td><td>1,187,875</td></tr>
<tr><td>7.</td><td>Kunal Kamlesh Merchant</td><td>620,075</td></tr>
<tr><td>8.</td><td>Anil Tilakraj Arora</td><td>48,705</td></tr>
<tr><td>9.</td><td>Jyotika Anil Arora</td><td>48,705</td></tr>
<tr><td>10.</td><td>OrbiMed Asia II Mauritius Limited</td><td>8,500</td></tr>
</table>
</td></tr>
</table>

* *Pursuant to the Scheme of Amalgamation, our Company issued and allotted 100 fully paid-up equity shares of ₹10 each for every 13,979 fully paid-up equity shares of ₹10 each of Illusion Dental Laboratory Private Limited in consideration of the amalgamation of Illusion Dental Laboratory Private Limited into and with our Company.*

** *Pursuant to a share swap agreement dated May 31, 2024 entered into between Bizdent Devices Private Limited, Anil Tilakraj Arora, Jyotika Anil Arora and our Company, our Company acquired 223,334 equity shares (representing 10% of the total equity share capital of Bizdent Devices Private Limited) of Bizdent Devices Private Limited and issued 1,146 Equity Shares in our Company.*

Although the Memorandum of Association was executed on July 8, 2004, it was signed on July 6, 2004.

[***Remainder of this page intentionally kept blank***]

2. ***History of preference share capital of our Company***

The following table sets forth the history of the outstanding preference share capital of our Company as on the date of this Draft Red Herring Prospectus:

Date of allotment	Number of Preference Shares allotted	Details of allottees and number of Preference shares allotted	Face value (₹)	Acquisition price per Preference Share (₹)	Price per Equity Share (₹)	Nature of consideration	Nature of allotment	Number of Equity Shares to be allotted post conversion	Conversion Ratio	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
		Series A CCPS									
February 3, 2015	290,597	**S. No.** | **Name of allottee/shareholder** | **Number of preference shares** 1. | OrbiMed Asia II Mauritius Limited | 290,597 Series A CCPS	400	2,150	26.12	Cash	Rights Issue*	23,922,450	82.3217377: 1	290,597	116,238,800

* *For the purpose of expanding activities and to augment working capital resources of the Company.*

3. ***Equity Shares issued for consideration other than cash or through bonus issue or out of revaluation reserves***

Except as detailed below, our Company has not issued any Equity Shares for consideration other than cash, out of revaluation reserves or through bonus issue since its incorporation:

Date of issue	Name of allottee	Number of equity shares allotted	Face value (₹)	Offer price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
November 17, 2017	**Sr. No.** | **Name of allottee/shareholder** | **Number of Equity Shares of face value of ₹ 10 each** 1. | Rajesh Vrajlal Khakhar | 901 2. | Hasmukh Vrajlal Khakhar | 236 3. | Parag Jamnadas Bhimjiyani | 236 4. | Sameer Kamlesh Merchant | 537 5. | Amrish Mahendrabhai Desai | 236	2,146	10	10	Allotment pursuant to Scheme of Amalgamation	The Scheme of Amalgamation enabled our Company to consolidate businesses with Illusion Dental Laboratory Private Limited and lead to synergies in operation and create a stronger financial base.

<table>
<tr><th>Date of issue</th><th>Name of allottee</th><th>Number of equity shares allotted</th><th>Face value (₹)</th><th>Offer price per equity share (₹)</th><th>Reason/Nature of allotment</th><th>Benefits accrued to our Company</th></tr>
<tr><td>June 4, 2024</td><td><table><tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 10 each</th></tr><tr><td>1.</td><td>Anil Tilakraj Arora</td><td>573</td></tr><tr><td>2.</td><td>Jyotika Anil Arora</td><td>573</td></tr></table></td><td>1,146</td><td>10</td><td>13,092</td><td>Private Placement</td><td>Pursuant to a share swap agreement dated May 31, 2024 entered into between Bizdent Devices Private Limited, Anil Tilakraj Arora, Jyotika Anil Arora and our Company, our Company acquired 223,334 equity shares of Bizdent Devices Private Limited (representing 10% of the total equity share capital of Bizdent Devices Private Limited) for a share swap of 1,146 Equity Shares in our Company, post which Bizdent Devices Private Limited became a wholly-owned Subsidiary of our Company.</td></tr>
<tr><td>June 14, 2024</td><td><table><tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 2 each</th></tr><tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>8,963,845</td></tr><tr><td>2.</td><td>Sameer Kamlesh Merchant</td><td>8,594,945</td></tr><tr><td>3.</td><td>Jigna Rajesh Khakhar</td><td>4,421,700</td></tr><tr><td>4.</td><td>Hasmukh Vrajlal Khakhar</td><td>1,187,875</td></tr><tr><td>5.</td><td>Amrish Mahendrabhai Desai</td><td>1,187,875</td></tr><tr><td>6.</td><td>Parag Jamnadas Bhimjiyani</td><td>1,187,875</td></tr><tr><td>7.</td><td>Kunal Kamlesh Merchant</td><td>620,075</td></tr><tr><td>8.</td><td>Anil Tilakraj Arora</td><td>48,705</td></tr><tr><td>9.</td><td>Jyotika Anil Arora</td><td>48,705</td></tr><tr><td>10.</td><td>OrbiMed Asia II Mauritius Limited</td><td>8,500</td></tr></table></td><td>26,270,100</td><td>2</td><td>-</td><td>Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)</td><td>Not Applicable</td></tr>
</table>

4. ***Issue of Equity Shares pursuant to schemes of arrangement***

Except for the allotment of 2,146 equity shares of face value of ₹10 each on November 17, 2017, pursuant to the Scheme of Amalgamation, our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under sections 230-234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956. For further details in relation to the Scheme of Amalgamation, see '*History and Certain Corporate Maters – Details regarding material acquisitions or divestments…*' on page 285.

5. ***Issue of Equity Shares under employee stock option schemes***

As of the date of this Draft Red Herring Prospectus, our Company has not issued Equity Shares under the ESOP Scheme.

6. ***Issue of Equity Shares that may have been at a price lower than the Offer Price in the last year from the date of the Draft Red Herring Prospectus, other than Equity Shares issued for consideration other than cash***

The Offer Price for the Equity Shares is ₹ [●]. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Draft Red Herring Prospectus which may have been issued at a price lower than the Offer Price are as follows:

<table>
<tr><th>Name of allottees</th><th>Whether allottees are part of the promoter group</th><th>Date of allotment</th><th>Number of equity shares allotted</th><th>Face value (in ₹)</th><th>Offer Price per equity share (in ₹)</th><th>Reason for allotment</th></tr>
<tr><td>
<table>
<tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares of face value of ₹ 2 each</th></tr>
<tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>8,963,845</td></tr>
<tr><td>2.</td><td>Sameer Kamlesh Merchant</td><td>8,594,945</td></tr>
<tr><td>3.</td><td>Jigna Rajesh Khakhar</td><td>4,421,700</td></tr>
<tr><td>4.</td><td>Hasmukh Vrajlal Khakhar</td><td>1,187,875</td></tr>
<tr><td>5.</td><td>Amrish Mahendrabhai Desai</td><td>1,187,875</td></tr>
<tr><td>6.</td><td>Parag Jamnadas Bhimjiyani</td><td>1,187,875</td></tr>
<tr><td>7.</td><td>Kunal Kamlesh Merchant</td><td>620,075</td></tr>
<tr><td>8.</td><td>Anil Tilakraj Arora</td><td>48,705</td></tr>
<tr><td>9.</td><td>Jyotika Anil Arora</td><td>48,705</td></tr>
<tr><td>10.</td><td>OrbiMed Asia II Mauritius Limited</td><td>8,500</td></tr>
</table>
</td><td>Yes, except for OrbiMed Asia II Mauritius Limited, Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Anil Tilakraj Arora and Jyotika Anil Arora</td><td>June 14, 2024</td><td>26,270,100</td><td>2</td><td>-</td><td>Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)</td></tr>
</table>

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7. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	**Category of shareholder (II)**	**Number of shareholders (III)**	**Number of fully paid-up Equity Shares held (IV)**	**Number of Partly paid-up Equity Shares held (V)**	**Number of shares underlying Depository Receipts (VI)**	**Total number of shares held (VII) =(IV)+(V)+ (VI)**	**Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)**	**Number of voting rights held in each class of securities (IX)**			**Number of Equity Shares underlying outstanding convertible securities (including warrants) (X)**	**Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)***	**Number of Locked in Equity Shares (XII)**		**Number of Equity Shares pledged or otherwise encumbered (XIII)**		**Number of Equity Shares held in dematerialized form (XIV)**
								Number of voting rights		**Total as a % of (A+B+ C)**			**Number (a)**	**As a % of total Shares held (b)**	**Number (a)**	**As a % of total Shares held (b)**	
								Class: Equity Shares	**Total**								
(A)	Promoter and Promoter Group	6	24,091,330	-	-	24,091,330	86.61	24,091,330	24,091,330	86.61	24,091,330	46.56	-	-	-	-	24,091,330
(B)	Public	7	3,724,070	-	-	3,724,070	13.39	3,724,070	3,724,070	13.39	27,646,520	53.44	-	-		-	3,724,070
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
	Total	**13**	**27,815,400**	**-**	**-**	**27,815,400**	**100.00**	**27,815,400**	**27,815,400**	**100.00**	**51,737,850**	**100.00**	**-**	**-**		**-**	**27,815,400**

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.*

8. **Equity Shares held by the Shareholders holding 1% or more of the paid-up capital of our Company**

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		Number of Equity Shares of face value of ₹2 each	Percentage of the pre-Offer capital (%)^	Number of Equity Shares of face value of ₹2 each	Percentage of the post-Offer capital (%)^
1.	Rajesh Vrajlal Khakhar	9,491,130	18.34	[●]	[●]
2.	Sameer Kamlesh Merchant	9,100,530	17.59	[●]	[●]
3.	Jigna Rajesh Khakhar	4,547,282	8.79	[●]	[●]
4.	Amrish Mahendrabhai Desai	1,257,750	2.43	[●]	[●]
5.	Parag Jamnadas Bhimjiyani	1,257,750	2.43	[●]	[●]
6.	Kunal Kamlesh Merchant	656,550	1.27	[●]	[●]
7.	Prithvi Hasmukh Khakhar	548,215	1.06	[●]	[●]
8.	Manan Hasmukh Khakhar	548,215	1.06	[●]	[●]
9.	OrbiMed Asia II Mauritius Limited	23,931,450	46.26	[●]	[●]
	Total	**51,338,872**	**99.23**	**[●]**	**[●]**

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.*
#To be computed prior to filing of the Prospectus with the RoC.
^Calculated on a fully diluted basis.

The Shareholders holding 1% or more of the equity paid-up capital of our Company 10 days prior to the filing of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		No. of Equity Shares of face value of ₹2 each	Percentage of pre-Offer capital (%)^	Number of Equity Shares of face value of ₹2 each	Percentage of the post-Offer capital (%)^
1.	Rajesh Vrajlal Khakhar	9,491,130	18.34	[●]	[●]
2.	Sameer Kamlesh Merchant	9,100,530	17.59	[●]	[●]
3.	Jigna Rajesh Khakhar	4,547,282	8.79	[●]	[●]
4.	Amrish Mahendrabhai Desai	1,257,750	2.43	[●]	[●]
5.	Parag Jamnadas Bhimjiyani	1,257,750	2.43	[●]	[●]
6.	Kunal Kamlesh Merchant	656,550	1.27	[●]	[●]
7.	Prithvi Hasmukh Khakhar	548,215	1.06	[●]	[●]
8.	Manan Hasmukh Khakhar	548,215	1.06	[●]	[●]
9.	OrbiMed Asia II Mauritius Limited	23,931,450	46.26	[●]	[●]

Sr. No.	Name of Shareholder	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		No. of Equity Shares of face value of ₹2 each	Percentage of pre-Offer capital (%)^	Number of Equity Shares of face value of ₹2 each	Percentage of the post-Offer capital (%)^
	Total	**51,338,872**	**99.23**	[●]	[●]

Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.
#*To be computed prior to filing of the Prospectus with the RoC.*
^*Calculated on a fully diluted basis.*

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on one year prior to the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		No. of equity Shares of face value of ₹10 each	Percentage of pre-Offer capital (%)^	No. of equity Shares of face value of ₹10 each	Percentage of pre-Offer capital (%)^
1.	Rajesh Vrajlal Khakhar	105,457	17.62	[●]	[●]
2.	Sameer Kamlesh Merchant	101,117	16.89	[●]	[●]
3.	Jigna Rajesh Khakhar	52,020	8.69	[●]	[●]
4.	Hasmukh Vrajlal Khakhar	13,975	2.33	[●]	[●]
5.	Amrish Mahendrabhai Desai	13,975	2.33	[●]	[●]
6.	Parag Jamnadas Bhimjiyani	13,975	2.33	[●]	[●]
7.	Kunal Kamlesh Merchant	7,295	1.22	[●]	[●]
8.	OrbiMed Asia II Mauritius Limited	290,697	48.57	[●]	[●]
	Total	**598,511**	**100.00**	[●]	[●]

Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. Prior to sub-division of our equity shares of face value of ₹10 into Equity Shares of face value of ₹2 each and bonus issue in the ratio of 17 equity shares for every 1 equity share held, the conversion of such CCPS was supposed to be on a ratio of one CCPS into 1 equity shares. We have accordingly disclosed the maximum number of Equity Shares that such outstanding CCPS would have been converted into pursuant to application of such conversion formula.
#*To be computed prior to filing of the Prospectus with the RoC.*
^*Calculated on a fully diluted basis.*

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on two years prior to filing of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		No. of equity Shares of face value of ₹10 each	Percentage of pre-Offer capital (%)^	No. of equity Shares of face value of ₹10 each	Percentage of pre-Offer capital (%)^
1.	Rajesh Vrajlal Khakhar	105,457	17.62	[●]	[●]
2.	Sameer Kamlesh Merchant	101,117	16.89	[●]	[●]
3.	Jigna Rajesh Khakhar	52,020	8.69	[●]	[●]
4.	Hasmukh Vrajlal Khakhar	13,975	2.33	[●]	[●]

Sr. No.	Name of Shareholder	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		No. of equity Shares of face value of ₹10 each	Percentage of pre-Offer capital (%)^	No. of equity Shares of face value of ₹10 each	Percentage of pre-Offer capital (%)^
5.	Amrish Mahendrabhai Desai	13,975	2.33	[●]	[●]
6.	Parag Jamnadas Bhimjiyani	13,975	2.33	[●]	[●]
7.	Kunal Kamlesh Merchant	7,295	1.22	[●]	[●]
8.	OrbiMed Asia II Mauritius Limited	290,697	48.57	[●]	[●]
	Total	**598,511**	**100.00**	[●]	[●]

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2. Prior to sub-division of our equity shares of face value of ₹10 into Equity Shares of face value of ₹2 each and bonus issue in the ratio of 17 equity shares for every 1 equity share held, the conversion of such CCPS was supposed to be on a ratio of one CCPS into 1 equity shares. We have accordingly disclosed the maximum number of Equity Shares that such outstanding CCPS would have been converted into pursuant to application of such conversion formula.*

#To be computed prior to filing of the Prospectus with the RoC.

^Calculated on a fully diluted basis.

9. *Details of shareholding of our Promoters and Promoter Group in our Company*

a) *Shareholding of our Promoters and the members of the Promoter Group in our Company*

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold 24,091,330 Equity Shares of face value of ₹2 each, which constitute 46.56 % of the issued, subscribed, and paid-up Equity Share capital of our Company, on a fully diluted basis, as set forth in the table below:

Sr. no.	Name of shareholders	Pre-Offer (Upon conversion of the CCPS)*		Post-Offer#	
		No. of Equity Shares of face value of ₹2 each	Percentage of pre-Offer capital (%)^	No. of Equity Shares of face value of ₹2 each	Percentage of post-Offer capital (%)^
Promoters					
1.	Rajesh Vrajlal Khakhar	9,491,130	18.34	[●]	[●]
2.	Sameer Kamlesh Merchant	9,100,530	17.59	[●]	[●]
3.	Dharmesh Bhupendra Dattani	134,518	0.26	[●]	[●]
Promoter Group					
4.	Jigna Rajesh Khakhar	4,547,282	8.79	[●]	[●]
5.	Hasmukh Vrajlal Khakhar	161,320	0.31	[●]	[●]
6.	Kunal Kamlesh Merchant	656,550	1.27	[●]	[●]
	Total	**24,091,330**	**46.56**	[●]	[●]

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.*

#To be computed prior to filing of the Prospectus with the RoC.

^Calculated on a fully diluted basis.

The entire shareholding of our Promoters and the Promoter Group is in dematerialised form as of the date of this Draft Red Herring Prospectus.

b) *Build-up of Promoters' and Selling Shareholders' shareholding in our Company*

Set forth below is the build-up of our Promoter's and Selling Shareholders' equity shareholding since the incorporation of our Company:

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post-Offer Equity Share capital
Name of our Promoter: Rajesh Vrajlal Khakhar						
July 8, 2004	Allotment pursuant to subscription to the Memorandum of Association	2,500	10	10	0.02%	[●]
March 29, 2005	Further issue	42,500	10	10	0.41%	[●]
March 3, 2007	Transfer of Equity Shares from Ashirwad Nadar	2,500	10	10	0.02%	[●]
March 3, 2007	Transfer of Equity Shares from Ashirwad Nadar	42,500	10	10	0.41%	[●]
March 30, 2015	Transfer by way of gift of Equity Shares from Jigna Rajesh Khakhar	12,603	10	N/A	0.12%	[●]
December 10, 2015	Allotment pursuant to a Rights Issue	2,791	10	2,150	0.03%	[●]
November 17, 2017	Allotment of Equity Shares pursuant to the Scheme of Amalgamation	901	10	10	0.01%	[●]
November 24, 2017	Transfer by way of gift of Equity Shares to Hasmukh Vrajlal Khakhar	(512)	10	N/A	(0.00%)	[●]
November 24, 2017	Transfer by way of gift of Equity Shares to Amrish Mahendrabhai Desai	(326)	10	N/A	(0.00%)	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 105,457 equity shares of face value of ₹10 each held by Rajesh Vrajlal Khakhar were sub-divided into 527,285 Equity Shares of face value of ₹ 2 each.	527,285	2	-	-	-
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	8,963,845	2	N/A	17.33%	[●]
	Total	**9,491,130**			**18.34%**	**[●]**
Name of our Promoter: Sameer Kamlesh Merchant						
July 8, 2004	Allotment pursuant	2,500	10	10	0.02%	[●]

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post-Offer Equity Share capital
	to subscription to the Memorandum of Association					
March 29, 2005	Further issue	57,500	10	10	0.56%	[●]
March 30, 2015	Transfer by way of gift of Equity Shares from Alka Merchant	4,758	10	N/A	0.05%	[●]
December 10, 2015	Allotment pursuant to a Rights Issue	1,860	10	2,150	0.02%	[●]
November 17, 2017	Allotment of Equity Shares pursuant to the Scheme of Amalgamation	537	10	10	0.01%	[●]
April 17, 2018	Transfer by way of gift of Equity Shares to Kunal Kamlesh Merchant	(698)	10	N/A	(0.01%)	[●]
June 29, 2022	Transfer by way of transmission of Equity Shares from Alka Merchant	33,660	10	N/A	0.33%	[●]
June 29, 2022	Transfer by way of transmission of Equity Shares from Alka Merchant	1,000	10	N/A	0.01%	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 101,117 equity shares of face value of ₹10 each held by Sameer Kamlesh Merchant were sub-divided into 505,585 Equity Shares of face value of ₹ 2 each.	505,585	2	-	-	-
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	8,594,945	2	N/A	16.61%	[●]
	Total	**9,100,530**			**17.59%**	**[●]**
Name of our Promoter: Dharmesh Bhupendra Dattani						
August 28, 2024	Transfer by way of gift of Equity shares from Jigna Rajesh Khakhar	134,518	2	N/A	0.26%	[●]
	Total	**134,518**			**0.26%**	**[●]**
Name of Investor Selling Shareholder: OrbiMed Asia II Mauritius Limited						
February 3, 2015	Allotment pursuant	100	10	2,150	0.00%	[●]

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post- Offer Equity Share capital
	to a Rights Issue					
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 100 equity shares of face value of ₹10 each held by OrbiMed Asia II Mauritius Limited were sub-divided into 500 Equity Shares of face value of ₹2 each.	500	2	-	-	-
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	8,500	2	N/A	0.02%	[●]
	Total	**9,000**			**0.02%**	**[●]**
Name of Other Selling Shareholder: Jigna Rajesh Khakhar						
July 8, 2004	Allotment pursuant to subscription to the Memorandum of Association	1,000	10	10	0.01%	[●]
March 29, 2005	Further issue	44,000	10	10	0.43%	[●]
March 3, 2007	Transfer of Equity Shares from Roshni Nadar	44,000	10	10	0.43%	[●]
March 3, 2007	Transfer of Equity Shares from Roshni Nadar	1,000	10	10	0.01%	[●]
March 30, 2015	Transfer by way of gift of Equity Shares to Parag Jamnadas Bhimjiyani	(12,150)	10	N/A	(0.12%)	[●]
March 30, 2015	Transfer by way of gift of Equity Shares to Hasmukh Vrajlal Khakhar	(13,227)	10	N/A	(0.13%)	[●]
March 30, 2015	Transfer by way of gift of Equity Shares to Rajesh Vrajlal Khakhar	(12,603)	10	N/A	(0.12%)	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to	260,100	2	-	-	-

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post-Offer Equity Share capital
	1,545,300 Equity Shares of face value of ₹2 each. Therefore, 52,020 equity shares of face value of ₹10 each held by Jigna Rajesh Khakhar were sub-divided into 260,100 Equity Shares of face value of ₹ 2 each.					
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	4,421,700	2	N/A	8.55%	[●]
August 28, 2024	Transfer by way of gift of Equity shares to Dharmesh Bhupendra Dattani	(134,518)	2	N/A	(0.26%)	[●]
	Total	**4,547,282**			**8.79%**	[●]
Name of Other Selling Shareholder: Hasmukh Vrajlal Khakhar						
March 30, 2015	Transfer by way of gift of Equity Shares from Jigna Rajesh Khakhar	13,227	10	N/A	0.13%	[●]
November 17, 2017	Allotment of Equity Shares pursuant to the Scheme of Amalgamation	236	10	10	0.00%	[●]
November 24, 2017	Transfer by way of gift of Equity Shares from Rajesh Vrajlal Khakhar	512	10	N/A	0.00%	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 13,975 equity shares of face value of ₹10 each held by Hasmukh Vrajlal Khakhar were sub-divided into 69,875 Equity Shares of face value of ₹2 each.	69,875	2	-	-	-
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity	1,187,875	2	N/A	2.30%	[●]

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post- Offer Equity Share capital
	Share held)					
August 28, 2024	Transfer by way of gift of Equity Shares to Prithvi Hasmukh Khakhar	(548,215)	2	N/A	(1.06%)	[●]
August 28, 2024	Transfer by way of gift of Equity Shares to Manan Hasmukh Khakhar	(548,215)	2	N/A	(1.06%)	[●]
	Total	**161,320**			**0.31%**	**[●]**
Name of Other Selling Shareholder: Amrish Mahendrabhai Desai						
March 30, 2015	Transfer by way of gift of Equity Shares from Alka Merchant	13,227	10	N/A	0.13%	[●]
November 17, 2017	Allotment of Equity Shares pursuant to the Scheme of Amalgamation	236	10	10	0.00%	[●]
November 24, 2017	Transfer by way of gift of Equity Shares from Rajesh Vrajlal Khakhar	326	10	N/A	0.00%	[●]
November 24, 2017	Transfer by way of gift of Equity Shares from Alka Merchant	186	10	N/A	0.00%	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 13,975 equity shares of face value of ₹10 each held by Amrish Mahendrabhai Desai were sub-divided into 69,875 Equity Shares of face value of ₹2 each.	69,875	2	-	-	-
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	1,187,875	2	N/A	2.30%	[●]
	Total	**1,257,750**			**2.43%**	**[●]**
Name of Other Selling Shareholder: Parag Jamnadas Bhimjiyani						
March 30, 2015	Transfer by way of gift of Equity Shares from Alka Merchant	1,077	10	N/A	0.01%	[●]
March 30, 2015	Transfer by way of gift of Equity Shares from Jigna Rajesh	12,150	10	N/A	0.12%	[●]

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post- Offer Equity Share capital
	Khakhar					
November 17, 2017	Allotment of Equity Shares pursuant to the Scheme of Amalgamation	236	10	10	0.00%	[●]
November 24, 2017	Transfer by way of gift of Equity Shares from Alka Merchant	512	10	N/A	0.00%	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 13,975 equity shares of face value of ₹10 each held by Parag Jamnadas Bhimjiyani were sub-divided into 69,875 Equity Shares of face value of ₹2 each.	69,875	2	-	-	-
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	1,187,875	2	N/A	2.30%	[●]
	Total	**1,257,750**			**2.43%**	**[●]**
Name of Other Selling Shareholder: Kunal Kamlesh Merchant						
March 11, 2016	Allotment pursuant to a Rights Issue	1,017	10	2,150	0.01%	[●]
March 11, 2016	Transfer by way of gift of Equity Shares from Alka Merchant	1,395	10	N/A	0.01%	[●]
March 11, 2016	Transfer by way of gift of Equity Shares from Kamlesh Merchant	1,395	10	N/A	0.01%	[●]
February 26, 2018	Transfer by way of gift of Equity Shares from Alka Merchant	1,395	10	N/A	0.01%	[●]
April 17, 2018	Transfer by way of gift of Equity Shares from Kamlesh Merchant	1,395	10	N/A	0.01%	[●]
April 17, 2018	Transfer by way of gift of Equity Shares from Sameer Kamlesh Merchant	698	10	N/A	0.01%	[●]
Split of Equity Shares						
June 7, 2024	The share capital of our Company was	36,475	2	-	-	-

Date of allotment/transfer/ buy-back	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer Equity Share capital (on a fully diluted basis)*	% of the post-Offer Equity Share capital
	sub-divided from 309,060 equity shares of face value of ₹10 each to 1,545,300 Equity Shares of face value of ₹2 each. Therefore, 7,295 equity shares of face value of ₹10 each held by Kunal Kamlesh Merchant were sub-divided into 36,475 Equity Shares of face value of ₹2 each.					
June 14, 2024	Bonus issue in the ratio of 17:1 (i.e. 17 Equity Shares for every 1 Equity Share held)	620,075	2	N/A	1.20%	[●]
	Total	**656,550**			**1.27%**	[●]

**Excludes the impact of conversion of CCPS.*

Set forth below is the build-up of our Promoter's and Selling Shareholders' Series A CCPS shareholding since the incorporation of our Company:

Date of allotment/ transfer	Number of Series A CCPS allotted	Face value per Series A CCPS (₹)	Offer/ acquisition/ transfer price per Series A CCPS (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer Series A CCPS
Name of Investor Selling Shareholder: OrbiMed Asia II Mauritius Limited						
February 3, 2015	290,597	400	2,150	Cash	Rights Issue	100.00%
Total	**290,597**					**100.00%**

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.

c) ***Sales or purchases of Equity Shares or other specified securities of our Company by the Promoter Group, or by our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.***

Other than the transfer of 548,215 Equity Shares by way of gift from Hasmukh Vrajlal Khakhar to each Manan Khakhar and Prithvi Khakhar on August 28, 2024, and the transfer of 134,518 Equity Shares by way of gift from Jigna Rajesh Khakhar to Dharmesh Bhupendra Dattani on August 28, 2024, none of members of the Promoter Group or our Directors and their relatives have sold or purchased any Equity Shares or other specified securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

d) There have been no financing arrangements whereby the Promoters, Promoter Group, the directors of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity in the six months immediately preceding the date of this Draft Red Herring Prospectus.

10. ***Details of Promoter's contribution locked in for three years***

(i) Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters (assuming full conversion of the vested options, under the ESOP Scheme and full conversion of the CCPS into Equity Shares), shall be locked-in for a period of three (3) years from the date of Allotment as the minimum promoter's contribution ("**Promoter's Contribution**"). Our Promoter's shareholding in excess of 20% of the fully diluted post- Offer Equity Share capital shall be locked in for a period of one (1) year, except for the Equity Shares offered by Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant pursuant to the Offer for Sale, from the date of Allotment.

(ii) Our Promoters have given consent, pursuant to their letters each dated [●], to include such number of Equity Shares of face value of ₹2 each held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time except as may be permitted, in accordance with the SEBI ICDR Regulations. Details of the Promoter's Contribution are as provided below:

Name of our Promoters: [●]							
Date of allotment/ transfer#	**Nature of transaction**	**No. of Equity Shares allotted/ received**	**No. of Equity Shares locked in***	**Face value per Equity Share (₹)**	**Offer / acquisition price per Equity Share (₹)**	**% of the fully diluted post-Offer paid-up Capital**	**Date up to which the Equity Shares are subject to lock-in**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total			[●]			[●]	[●]

Note: To be updated at the Prospectus stage.
 # All Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.
**Subject to finalisation of Basis of Allotment.*

(iii) Our Company undertakes that the Equity Shares that shall be locked-in for computation of the minimum Promoter's Contribution are not and will not be ineligible in terms of the Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(a) The minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding three years from the date of this Draft Red Herring Prospectus: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares which are otherwise ineligible for computation of the Promoter's Contribution;

(b) The Equity Shares offered for the Promoter's Contribution do not include any Equity Shares acquired during the immediately preceding one year from the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(c) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm;

(d) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge or any other form of encumbrance; and

(e) All the Equity Shares held by our Promoters is in dematerialised form as on the date of this Draft Red Herring Prospectus.

11. ***Details of Equity Shares locked-in for six months:***

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (other than the Promoter's Contribution), shall be locked in for a period of six months from the date of Allotment in the Offer, except for:

(i) the Promoter's Contribution which shall be locked in as above;

(ii) the Equity Shares sold or transferred by the Selling Shareholders pursuant to the Offer for Sale; and

(iii) any Equity Shares held by eligible employees of our Company (whether currently employees or not) which may be allotted to them under the ESOP Scheme prior to the Offer.

12. ***Lock-in of Equity Shares Allotted to Anchor Investors***

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 30 days from the date of Allotment, and the remaining 50% of Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 90 days from the date of Allotment.

13. ***Recording of non-transferability of Equity Shares locked-in***

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

14. ***Other requirements in respect of lock-in***

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, as per Regulation 16 of the SEBI ICDR Regulations, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, a Systemically Important Non-Banking Financial Company or a housing finance company, subject to the following:

(i) with respect to the Equity Shares locked-in as the minimum Promoter's Contribution for three years from the date of Allotment, the loan must have been granted to our Company or its Subsidiaries for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer; and

(ii) with respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to and amongst any member of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Further, the Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Additionally, in accordance with Regulation 8A of the SEBI ICDR Regulations, as the Offer is in compliance with Regulation 6(2), the relaxation from lock-in period provided under Regulation 17(c) of the SEBI ICDR Regulations shall not be available to any shareholder(s) holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company on fully diluted basis. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

15. As on the date of this Draft Red Herring Prospectus, our Company has 13 holders of Equity Shares.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus. Further, the Equity Shares to be issued shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

17. Our Company, its Directors, or the BRLMs have not entered into any buy-back arrangements for purchase of the specified securities of our Company.

18. ***Laxmi Dental Stock Option Scheme, 2024 ("ESOP Scheme")***

Our Company, pursuant to the resolutions passed by the Board on August 9, 2024, and the Shareholders on August 16, 2024 adopted the ESOP Scheme. The ESOP Scheme shall be effective from August 16, 2024. The maximum aggregate number of the Equity Shares which may be subject to Option and granted by our Company under the ESOP Scheme should not exceed 1% of the diluted paid-up Equity Shares of our Company. Each Option granted to the employee under the ESOP Scheme shall entitle the employee to subscribe to one Equity Share in our Company, upon payment of exercise price as set out in the ESOP Scheme. Further, the ESOP Scheme is in compliance with the SEBI SBEB and Sweat Equity Regulations (as certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024).

The purpose of the ESOP Scheme is to reward the employees for their association, dedication and contribution to the goals of our Company. Our Company intends to use this Scheme to attract, reward and retain the key talents by way of rewarding their performance and motivating them to contribute to overall corporate growth and profitability. Our Company views employee stock options as a long-term incentive tool that would enable the employees to not only become co-owners, but also to create wealth out of such ownership in future.

As on the date of this DRHP, our Company has not granted any options under the ESOP Scheme.

19. Employee stock options issued under the ESOP Scheme of the Company shall be issued to only employees of the Company. As of the date of this Draft Red Herring Prospectus, there have been no grant of options or allotment of Equity Shares to the employees of the Company.

20. No person connected with the Offer, including, but not limited to the BRLMs, the Syndicate Members, our Company, our Directors, the Promoters or the members of the Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

21. There will be no further issue of Equity Shares or CCPS (other than the issue of Equity Shares issued pursuant to the conversion of existing CCPS into Equity Shares) whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts of ASBA Bidders on account of non-listing, under-subscription etc, as the case may be, other than (i) in connection with in the Offer; or (ii) any issue of Equity Shares pursuant to exercise of options vested under the ESOP Scheme; or (iii) allotment of Equity Shares pursuant to the Pre-IPO Placement.

22. Except for the Equity Shares to be allotted pursuant to the Fresh Issue, our Company presently does not intend or propose or is under negotiation or consideration to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares, other than the issue of Equity Shares issued pursuant to the conversion of existing CCPS into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares.

23. Except as stated below, none of our Directors, KMPs and SMPs hold any Equity Shares or Preference Shares in our Company:

Name of shareholder	**Pre-Offer (Upon conversion of the CCPS)***		**Post-Offer#**	
	No. of Equity Shares of face value of ₹2 each	**Percentage of pre-Offer capital (%)^**	**No. of Equity Shares of face value of ₹2 each**	**Percentage of post-Offer capital (%)^**
Directors@				
Rajesh Vrajlal Khakhar	9,491,130	18.34	[●]	[●]
Sameer Kamlesh Merchant	9,100,530	17.59	[●]	[●]
KMP (other than Directors)				
Dharmesh Bhupendra Dattani	134,518	0.26	[●]	[●]
SMP				
Amrish Mahendrabhai Desai	1,257,750	2.43	[●]	[●]

**Includes Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of SEBI ICDR Regulations. Our Company shall undertake conversion of the 290,597 outstanding CCPS into 23,922,450 Equity Shares prior to filing of the Red Herring Prospectus. The conversion of such CCPS into Equity Shares shall be in the ratio of one CCPS into 82.3217377 Equity Shares of face value ₹2.*
#To be computed prior to filing of the Prospectus with the RoC.
^Calculated on a fully diluted basis.
@Also KMPs.

24. Except for Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Jigna Rajesh Khakhar, Hasmukh Vrajlal Khakhar and Kunal Kamlesh Merchant, who are offering Equity Shares in the Offer for Sale, our Promoters and members of the Promoter Group will not submit Bids, or otherwise participate in this Offer.

25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

26. All issuances of securities made since incorporation till the date of filing of the Draft Red Herring Prospectus were in compliance with the Companies Act, 1956 and the Companies Act, 2013, as applicable.

27. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group, if any, during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

28. Other than the Series A CCPS (which will be converted prior to the filing of the Red Herring Prospectus), there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus.

29. The Promoters and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as Selling Shareholders in the Offer for Sale.

30. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

31. None of the Book Running Lead Managers and their associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

32. The Book Running Lead Managers and their associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

33. As on the date of this Draft Red Herring Prospectus, our Promoters have not made any exit offers.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue of up to [●] Equity Shares of face value ₹2 each, aggregating up to ₹ 1,500 million by our Company and an Offer for Sale of up to 12,826,847 Equity Shares of face value ₹2 each, aggregating up to ₹ [●] million by the Selling Shareholders.

Offer for Sale

The proceeds of the Offer for Sale shall be received by the Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale. Each of the Selling Shareholders will be entitled to the Offer Proceeds, to the extent of the Equity Shares offered by them in the Offer, net of their respective share of the Offer related expenses. Accordingly, the Offer for Sale will not form a part of the Net Proceeds. For further details of the Offer for Sale, see "*The Offer*" on page 86.

Objects of the Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company.

2. Investment in certain Subsidiaries for the repayment/prepayment, in full or in part, of certain outstanding borrowings.

3. Funding the capital expenditure requirements for purchase of new machinery for our Company.*

4. Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery.*

5. General corporate purposes.

(collectively, the "**Objects**")

**As approved by our Board pursuant to a board resolution dated September 9, 2024*.

The main objects and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables (i) to undertake our existing business activities; (ii) to undertake the activities proposed to be funded from the Net Proceeds and (iii) and to undertake the activities towards which (a) the loans were raised and which are proposed to be prepaid or repaid from the Net Proceeds and (b) the funds earmarked for general corporate purposes shall be used.

In addition, we expect to achieve the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancing our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

Net Proceeds

The following table sets forth details of the Net Proceeds:

Particulars	Estimated Amount (in ₹ million)
Gross proceeds of the Fresh Issue	1,500.00 (1)
(Less) Offer related expenses to be borne by our Company	[●](2)(3)
Net proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company ("**Net Proceeds**")	[●](3)

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

(2) For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to the heading "Objects of the Offer - Offer Related Expenses" at page 153.

(3) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Utilisation of Net Proceeds

The following table sets forth details of the proposed utilisation of the Net Proceeds:

Particulars	Estimated Amount (in ₹ million)(1)
Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company	195.71
Investment in certain Subsidiaries for the repayment/prepayment, in full or in part, of certain outstanding borrowings	133.74
Funding the capital expenditure requirements for purchase of new machinery for our Company	375.66
Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery	350.99
General corporate purposes(2)	[●]
Net Proceeds	[●]

(3) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

(4) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Proposed Schedule of Implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

S. No.	Particulars	Total estimated amount/ expenditure	Amount to be funded from the Net Proceeds	Estimated deployment of Net Proceeds	
				in Financial Year 2025	in Financial Year 2026
1	Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company	195.71	195.71	195.71	NA
2	Investment in certain Subsidiaries for the repayment/prepayment, in full or in part, of certain outstanding borrowings	133.74	133.74	133.74	NA
3	Funding the capital expenditure requirements for purchase of new machinery for our Company	375.66	375.66	233.74	141.92
4	Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery	350.99	350.99	128.42	222.57
5	General Corporate purposes(1)	[●]	[●]	[●]	[●]
	Total Net Proceeds	[●]	[●]	[●]	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR. Upon allotment of Specified Securities issued pursuant to the Pre-IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.*

If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions, which are subject to change. Further, the deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. Our historical expenditure may not be reflective of our future expenditure plans. For further details, see "*Risk Factors – Our Company's management will have flexibility in utilizing the Net Proceeds, subject to certain approvals. There is no assurance that the Objects of the Offer will be achieved within the timeframe expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the funding plan has not been appraised by any bank or financial institution*" on page 76.

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Fiscal Year, as may be determined by our Company, in accordance with applicable laws.

Subject to applicable laws, in case of any increase in the actual utilization of funds earmarked towards the Objects set forth above, such additional fund requirements for a particular Object may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Details of the Objects

1. Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company

We avail majority of our fund based facilities in the ordinary course of business from various banks and financial institutions. For further information on the financial indebtedness availed of by our Company, see "*Financial Indebtedness*" beginning on page 435. As of July 31, 2024, we had an outstanding balance of our fund based borrowings, including secured and unsecured borrowings (long term and short term) of ₹ 375.77 million, on a consolidated basis. Our Company proposes to utilize an aggregate amount of ₹ 195.71 million from the Net Proceeds towards repayment/pre-payment, in full or in part, of certain borrowings availed of by our Company. The selection and extent of borrowings proposed to be prepaid and/or repaid by our Company as mentioned below is based on various commercial considerations including, among others, the interest rate of the relevant borrowings, prepayment charges, the amount of the borrowings outstanding and the remaining tenor of the borrowings. The prepayment or scheduled repayment will help us reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion. In addition, the improvement in the debt to equity ratio of our Company is intended to enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

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The following tables provide details of outstanding borrowings availed by our Company as on July 31, 2024, which we propose to prepay or repay, in full or in part, from the Net Proceeds up to an aggregate amount of ₹ 195.71 million:

(in ₹ million)

Sr. No.	Name of the lender*(1)	Name of the borrower(1)	Nature of borrowing*(1)	Sanctioned amount*(1)	Outstanding amount as on July 31, 2024(1)	Amount proposed to be repaid from the Net Proceeds	Interest rate@(1)	Repayment schedule*(1)	Prepayment penalty / premium and conditions*(1)	Purpose for which disbursed loan amount was sanctioned and utilized#(1)	Percentage of loan proposed to be repaid vis-à-vis total loan outstanding
1.	ICICI Bank Limited	Laxmi Dental Limited	Cash credit	20.00	11.91	11.91	10.50%	Repayable on demand	Prepayment premium as stipulated by ICICI Bank Limited	Meeting the working capital requirements	100.00%
2.	ICICI Bank Limited	Laxmi Dental Limited	Cash credit	50.00	37.94	37.94	10.50%	Repayable on demand	Prepayment premium as stipulated by ICICI Bank Limited	Meeting the working capital requirements	100.00%
3.	ICICI Bank Limited	Laxmi Dental Limited	Bus vehicle loan	1.35	0.81	0.70	8.25%	April 7, 2027	Lesser of the following two options plus applicable taxes- (A) 4% of the then outstanding amount of the facility, or any other rate as stipulated by ICICI Bank from time to time or (B) the total interest amount outstanding as on the date of prepayment	Commercial vehicle for transportation at Boisar factory	86.42%
4.	ICICI Bank	Laxmi Dental	Vehicle loan	1.35	0.67	0.55	7.60%	October 1,	(A) 5% of the	Vehicle loan	82.09%

Sr. No.	Name of the lender*(1)	Name of the borrower(1)	Nature of borrowing*(1)	Sanctioned amount*(1)	Outstanding amount as on July 31, 2024(1)	Amount proposed to be repaid from the Net Proceeds	Interest rate@(1)	Repayment schedule*(1)	Prepayment penalty / premium and conditions*(1)	Purpose for which disbursed loan amount was sanctioned and utilized#(1)	Percentage of loan proposed to be repaid vis-à-vis total loan outstanding
	Limited	Limited						2026	principal outstanding plus applicable taxes till 24 months and NIL after 24 months if there are no bounces (B) The interest outstanding for the remaining tenure of the loan.		
5.	Standard Chartered Bank	Laxmi Dental Limited	Overdraft	15.90	15.08	15.08	9.75%	April 10, 2037	The facility shall attract prepayment charge* (on outstanding amount) of 4% up to 24 months since onboarding, 2% between 25-60 months since on boarding, and 0% post 60 months	Meeting the working capital requirements	100.00%
6.	Stride One	Laxmi Dental Limited	Purchase / sale bill discounting	70.00	34.85	34.85	12.50%	March 6, 2025	The anchor, in addition to interest shall also be liable to pay penal	Purchase invoice discounting facility and sales invoice discounting	100.00%

Sr. No.	Name of the lender*(1)	Name of the borrower(1)	Nature of borrowing*(1)	Sanctioned amount*(1)	Outstanding amount as on July 31, 2024(1)	Amount proposed to be repaid from the Net Proceeds	Interest rate@(1)	Repayment schedule*(1)	Prepayment penalty / premium and conditions*(1)	Purpose for which disbursed loan amount was sanctioned and utilized#(1)	Percentage of loan proposed to be repaid vis-à-vis total loan outstanding
									charges at 2% per month in the event of (i) any delay in repayment of due date and / or any other amounts payable to the lender (ii) non maintenance of required amount of cash margin with Stride One by the anchor, and (iii) any lapse/ delay/ default by the anchor in meeting the financial covenants as prescribed in the schedule 3 of master facility agreement	facility.	
7.	Tata Capital Limited (*formerly known as Tata Capital Financial Services Limited*)	Laxmi Dental Limited	Loan against property loan	149.00	98.68	94.68	11.35%	November 15, 2029	Till 12 months of first disbursement 2% from 12 to 24 months	Refinancing existing facility from IndusInd bank outstanding of ₹49.00 million which	95.95%

Sr. No.	Name of the lender*[(1)]	Name of the borrower[(1)]	Nature of borrowing*[(1)]	Sanctioned amount*[(1)]	Outstanding amount as on July 31, 2024[(1)]	Amount proposed to be repaid from the Net Proceeds	Interest rate@[(1)]	Repayment schedule*[(1)]	Prepayment penalty / premium and conditions*[(1)]	Purpose for which disbursed loan amount was sanctioned and utilized#[(1)]	Percentage of loan proposed to be repaid vis-à-vis total loan outstanding
									1% if paid from own sources else 2% for (part payment up to 25% allowed) and beyond 24 months, nil	was originally obtained for meeting the working capital requirement of the Company during 2016-17 and 2021-22.(@@) and ₹100.00 million for general corporate purpose	
	Total			**307.60**	**199.94**	**195.71**					

[(1)] As certified by M S K A & Associates, Chartered Accountants pursuant to their certificate dated September 12, 2024.
**The details as indicated above is as per the sanction letter / credit arrangement letter of the respective loans.*
@ The details as indicated above is as per the sanction letter / credit arrangement letter of the respective loans / confirmation from financial institution on rate of interest.
 # The utilisation of the proceeds of the specified loans as listed above, has been towards the purpose availed for, as per sanction letter / credit arrangement letter / master facility agreement of the respective loans.
@@ The Company obtained the loan from IndusInd bank for ₹ 60 million in FY 2016-17 to meet working capital requirement. Additionally, obtained loan of ₹ 31.95 million during FY 2021-22. Outstanding of ₹ 49 million payable to IndusInd bank refinance through Tata capital in FY 2023-24.

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In compliance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors pursuant to their certificate dated September 12, 2024, have certified the utilization of the above-mentioned borrowings for the purposes such borrowings were availed for, as at July 31, 2024. For further information on the terms and conditions of these financing arrangements, see "*Financial Indebtedness*" beginning on page 435.

Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Further, our Company may also avail additional borrowings after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans from time to time. Accordingly, in case any of the above loans are pre-paid or further drawn-down prior to the completion of the Offer, we may utilize the Net Proceeds towards scheduled repayment / pre-payment of such additional indebtedness as will be disclosed in the Red Herring Prospectus.

In light of the above, if at the time of filing the Red Herring Prospectus, any of the aforementioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down and if the terms of new loans are more onerous than the older loans or if the limits under the working capital borrowings are increased, then the table above shall be suitably revised at the time of filing the Red Herring Prospectus to reflect the revised amounts or loans as the case may be which have been availed by our Company.

Our Company has additionally considered the following factors for identifying the loans and the amount that will be repaid out of the Net Proceeds: (i) costs, expenses and charges relating to the facility including interest rates involved; (ii) presence of onerous terms and conditions under the facility, or any conditions attached to the borrowings restricting our Company's ability to prepay the borrowings and time taken to fulfil such requirements; (iii) ease of operation of the facility; (iv) levy of any prepayment or repayment penalties and the quantum thereof; (v) provisions of any law, rules, regulations governing such borrowings; (vi) terms of pre-payment or repayment to lenders, if any, including receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders, prior to completion of the Offer; (vii) mix of credit facilities provided by lenders; (viii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan and (viii) receipt of consents for prepayment from respective lenders.

Further, we may be subject to the levy of pre-payment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable. Payment of pre-payment penalty or premium, if any, shall be made by our Company from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such pre-payment penalties or premiums, such excessive amount shall be met from our internal accruals.

2. Investment in certain Subsidiaries for the repayment/prepayment, in full or in part, of certain outstanding borrowings

As of July 31, 2024, we had an outstanding balance of our fund based borrowings, including secured and unsecured borrowings (long term and short term) of ₹ 375.77 million, on a consolidated basis. Our Company proposes to utilize an aggregate amount of ₹133.74 million from the Net Proceeds towards repayment/pre-payment, in full or in part, of certain borrowings availed of by certain Subsidiaries of our Company, Bizdent Devices Private Limited and Signature Smiles Dental Clinic Private Limited. The selection and extent of borrowings proposed to be prepaid and/or repaid by such Subsidiaries as mentioned below is based on various commercial considerations including, among others, the interest rate of the relevant borrowings, prepayment charges, the amount of the borrowings outstanding and the remaining tenor of the borrowings.

The following tables provide details of outstanding borrowings availed of by Bizdent Devices Private Limited and Signature Smiles Dental Clinic Private Limited, which we propose to prepay or repay, in full or in part, from the Net Proceeds up to an aggregate amount of ₹ 133.74 million:

Bizdent Devices Private Limited

(in ₹ million)

Sr. No.	Name of the lender*(1)	Name of the borrower(1)	Nature of borrowing*(1)	Sanctioned amount*(1)	Outstanding amount as on July 31, 2024(1)	Amount proposed to be repaid from the Net Proceeds	Interest rate@(1)	Repayment schedule*(1)	Prepayment penalty / premium and conditions*(1)	Purpose for which disbursed loan amount was sanctioned and utilized#(1)	Percentage of loan proposed to be repaid vis-à-vis total loan outstanding
1.	Aditya Birla Finance Private Limited	Bizdent Devices Private Limited	Term loan	120.00	118.96	118.39	(LTRR = 20.45) + (spread = -9.2%) = 11.25%	May 15, 2034	2% p.a. over and above the rate for the last draw down or rollover of facility on entire principal / payable interest on delay in repayment of principle/ interest / charges.	For loans and advanced to the group entity and long-term working capital requirements ₹90 million used for payment to group company and balance ₹30 million used for general corporate purpose	99.52%
2.	ICICI Bank Limited	Bizdent Devices Private Limited	Cash credit	49.90	11.61	11.61	10.50%	Repayable on demand	prepayment premium as stipulated by ICICI Bank.	Meeting the working capital requirements	100.00%
	Total			**169.90**	**130.57**	**130.00**					

(1)As certified by M S K A & Associates, Chartered Accountants pursuant to their certificate dated September 12, 2024.

Notes:

**The details as indicated above is as per the sanction letter / credit arrangement letter of the respective loans.*

@ The details as indicated above is as per the sanction letter / credit arrangement letter of the respective loans / confirmation from financial institution on rate of interest.

 # The utilisation of the proceeds of the specified loans as listed above, has been towards the purpose availed for, as per sanction letter / credit arrangement letter of the respective loans.

Signature Smiles Dental Clinic Private Limited

(in ₹ million)

Sr. No.	Name of the lender[(1)]	Name of the borrower[(1)]	Nature of borrowing[(1)]	Sanctioned amount[(1)]	Outstanding amount as on July 31, 2024[(1)]	Amount proposed to be repaid from the Net Proceeds	Interest rate[(1)]	Repayment schedule[(1)]	Prepayment penalty / premium and conditions[(1)]	Purpose for which disbursed loan amount was sanctioned and utilized[(1)]	Percentage of loan proposed to be repaid vis-à-vis total loan outstanding
1.	ICICI Bank Limited	Signature Smiles Dental Clinic Private Limited	Cash credit	7.50	3.74	3.74	10.50%	Repayable on demand	prepayment premium as stipulated by ICICI Bank.	Meeting the working capital requirements	100.00%
	Total			**7.50**	**3.74**	**3.74**					

[(1)]*As certified by M S K A & Associates, Chartered Accountants pursuant to their certificate dated September 12, 2024.*

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In compliance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors pursuant to their certificate dated September 12, 2024, have certified the utilization of the above-mentioned borrowings for the purposes such borrowings were availed for, as at July 31, 2024. For further information on the terms and conditions of these financing arrangements, see "*Financial Indebtedness*" beginning on page 435.

Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Subsidiaries may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Subsidiaries with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Further, our Subsidiaries may also avail additional borrowings after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans from time to time. Accordingly, in case any of the above loans are pre-paid or further drawn-down prior to the completion of the Offer, we may utilize the Net Proceeds towards scheduled repayment / pre-payment of such additional indebtedness as will be disclosed in the Red Herring Prospectus.

In light of the above, if at the time of filing the Red Herring Prospectus, any of the aforementioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down and if the terms of new loans are more onerous than the older loans or if the limits under the working capital borrowings are increased, then the table above shall be suitably revised at the time of filing the Red Herring Prospectus to reflect the revised amounts or loans as the case may be which have been availed by our Subsidiaries.

Our Company has additionally considered the following factors for identifying the loans and the amount that will be repaid out of the Net Proceeds: (i) costs, expenses and charges relating to the facility including interest rates involved; (ii) presence of onerous terms and conditions under the facility, or any conditions attached to the borrowings restricting our Subsidiaries' ability to prepay the borrowings and time taken to fulfil such requirements; (iii) ease of operation of the facility; (iv) levy of any prepayment or repayment penalties and the quantum thereof; (v) provisions of any law, rules, regulations governing such borrowings; (vi) terms of pre-payment or repayment to lenders, if any, including receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders, prior to completion of the Offer; (vii) mix of credit facilities provided by lenders; (viii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan and (viii) receipt of consents for prepayment from respective lenders.

Further, we may be subject to the levy of pre-payment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable. Payment of pre-payment penalty or premium, if any, shall be made by our Subsidiaries from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such pre-payment penalties or premiums, such excessive amount shall be met from our internal accruals.

For deployment of the Net Proceeds into our Subsidiaries, for the purpose of prepayment, repayment of all or a portion of the aforementioned borrowings, it shall be in the form of equity or debt or in any other manner as may be decided by our Company. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus.

3. *Funding the capital expenditure requirements for purchase of new machinery for our Company*

Our Company proposes to purchase new machinery with the objective of improving the quality and efficiency of our deliverables to our customers. The proposed capital expenditure for purchase of new machinery is expected to have a positive impact on our ability to compete in the market and will be installed in our Company and in two of our divisions, Vedia Solutions and Illusion Dental Laboratory, all of which have the necessary space and approvals for the installation of such new machinery. Our ROE in Fiscal 2024, 2023 and 2022 was 78.77%, (19.62)%, and (60.47)% respectively, and ROCE in the same periods was 19.97%, (0.33)% and (19.40)%, respectively. We intend to continue to focus on improving our operational efficiency to improve returns, including by increased technology integration in our business. Furthermore, the integration of these new machines into our operations will streamline our business processes, making them more efficient and effective. For further details, see "*Our Business – Strategies*" on page 259. As stated in "*Our Business – Installed capacity, actual production, and capacity utilization"* on page 265, while we are installing new machinery in our Company and abovementioned divisions of our Company, we cannot be certain of the increase in the installed capacity and capacity utilisation as the increase in capacity cannot be measured reliably. We propose to utilise an estimated amount of ₹ 375.66 million from the Net Proceeds towards purchase of new machinery by our Company which is proposed to be undertaken from the Net Proceeds of the Fresh Issue.

Our Company has identified the machinery to be purchased and obtained quotations from respective vendors. Based on the cost assessment report dated September 12, 2024 provided by Anmol Sekhri Consultants Private Limited, Chartered Engineer, the details of proposed capital expenditure, total estimated costs for the purchase of equipment and details of machinery are set forth in the tables below.

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The table below sets forth the details of proposed capital expenditure:

(in ₹ million)

Details of capital expenditure	Amount required for Fiscal 2024-25	Amount required for Fiscal 2025-26	Total capital expenditure requirements
CADCAM	114.25	90.65	204.90
Infrastructure	41.49	11.68	53.17
Other machines	12.82	7.21	20.03
Injection moulding and extrusion	41.33	19.78	61.11
Research and development and quality control	8.65	5.00	13.65
Infrastructure- new development	15.20	7.60	22.80
Total	**233.74**	**141.92**	**375.66**

Description of machinery

Category	Description
CADCAM	Includes printers including 3D printers, model printers, milling, CADCAM software, scanners and computers
Infrastructure	Includes all kind of furniture and fixtures, canteen infrastructure, UPS, solar panel, diesel generator set, racks and piping, compressors, HVAC, fire hydrant, diesel generator and chiller
Injection moulding and extrusion	Includes moulding machine and all kind of moulds, power press and dyes to cut different shapes, thermoforming sheets
Other machines	Include packing, polishing, laser marking machine, pump, furnaces and weighing balance, resin machine, extrusion and tools
Research and development and quality control	Includes all kinds of material testing and research and development for new products, including testing for bio compatibility, toxicology, mechanical
Infrastructure- new development	Includes compressors, HVAC, fire hydrant, diesel generator and chiller

Estimated Cost

The table below sets forth the break-up of the total estimated costs for the purchase of equipment:

S. No.	Expenditure category	Description of the machine	Usage of the machine	Quantity	Total estimated costs (in ₹ million)
1	CADCAM	Milling machines	Metal and metal free product milling	85	78.81
2	CADCAM	Cad license	For designing, scanning, nesting and back office	30	3.93
3	CADCAM	3D printers	3D printing	46	85.31
4	CADCAM	Other types of printers	3D printing	15	34.00
5	CADCAM	Softwares	For designing, scanning, nesting and back office	4	2.85
6	Infrastructure	HVAC machines	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	1	10.72
7	Infrastructure	Furniture and fixtures including labour	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	1	1.20
8	Infrastructure	Furniture and fixtures including labour	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	900	2.25

S. No.	Expenditure category	Description of the machine	Usage of the machine	Quantity	Total estimated costs (in ₹ million)
9	Infrastructure	Canteen infrastructure	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	1	0.59
10	Infrastructure	Training area with visual aids and other tools	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	1	2.52
11	Infrastructure	Piping plumbing electrical	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	150	0.17
12	Infrastructure	Utilities compressors for the full plant	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	1	0.45
13	Infrastructure	Solar power plant Boisar plant	HVAC machines, furniture and fixtures, canteen infrastructure, training area with visual aids and other tools, piping plumbing electrical, utilities compressors for the full plant, solar power plant at Boisar plant	1	23.15
14	Infrastructure	Long racks	Compressors, HVAC, fire hydrant, diesel generator and chiller	45	0.67
15	Infrastructure	Small racks	Compressors, HVAC, fire hydrant, diesel generator and chiller	22	0.15
16	Infrastructure	Diesel generator set	Compressors, HVAC, fire hydrant, diesel generator and chiller	1	2.35
17	Infrastructure	UPS set	Compressors, HVAC, fire hydrant, diesel generator and chiller	1	0.71
18	Infrastructure	Solar pannels 200 kW	Compressors, HVAC, fire hydrant, diesel generator and chiller	1	8.26
19	Other machines	Furnaces	Dental furnaces	54	15.58
20	Other machines	Dust extraction centralised	Extrusion and tools	2	3.54
21	Other machines	Panel set	Machine for new resin production, weight and stock movement	1	0.23
22	Other machines	Vacuum pump	Machine for new resin production, weight and stock movement	1	0.14
23	Other machines	Hot box	Machine for new resin production, weight and stock movement	1	0.24
24	Other machines	Fabrication	Machine for new resin production, weight and stock movement	1	0.29
25	Infrastructure-new development	AHU room	Compressors, HVAC, fire hydrant, diesel generator and chiller	3	22.80
26	Injection moulding and extrusion	125 dye 5 Cavity	Power press and dyes to cut different shapes	2	0.59
27	Injection moulding and extrusion	Cavity punch	Power press and dyes to cut different shapes	20	0.12
28	Injection moulding and extrusion	125 6 cavity	Power press and dyes to cut different shapes	3	0.92

S. No.	Expenditure category	Description of the machine	Usage of the machine	Quantity	Total estimated costs (in ₹ million)
29	Injection moulding and extrusion	New moulding machine	To mould and fabricate different dental products and its accessories	8	42.48
30	Injection moulding and extrusion	Sheet plant	Manufacturing of thermoforming sheets	2	16.99
31	Research and development and quality control	UTM set	For different testing such as bio compatibility, toxicology, mechanical	1	0.93
32	Research and development and quality control	Vacuum leak tester prima series model PVL - 0131 - prima	For different testing such as bio compatibility, toxicology, mechanical	1	0.47
33	Research and development and quality control	Tearing strength tester - elemendorf method (model no.: PTT-156)	For different testing such as bio compatibility, toxicology, mechanical	1	0.12
34	Research and development and quality control	In vitro cytotoxicity	For different testing such as bio compatibility, toxicology, mechanical	17	0.31
35	Research and development and quality control	Skin sensitization	For different testing such as bio compatibility, toxicology, mechanical	17	1.13
36	Research and development and quality control	Intracutaneous reactivity /skin irritation test	For different testing such as bio compatibility, toxicology, mechanical	17	0.35
37	Research and development and quality control	Acute systemic test	For different testing such as bio compatibility, toxicology, mechanical	17	0.38
38	Research and development and quality control	Sub chronic test	For different testing such as bio compatibility, toxicology, mechanical	17	8.73
39	Research and development and quality control	Implantation 4 weeks	For different testing such as bio compatibility, toxicology, mechanical	17	1.22
			Total		**375.66**

As certified by Anmol Sekhri Consultants Private Limited, Chartered Engineer pursuant to their report dated September 12, 2024.

An indicative list of such machinery that we intend to purchase, along with details of the quotations we have received in this respect is set forth below:

(in ₹ million)

S. No.	Particulars of machine	Category of expenditure	Total number of units	Cost per unit	Total cost	Quotations received from	Date of quotation	Validity of quotations
1	Milling machines^*#%	CADCAM	85	0.93	78.81	Aidite (Qinhuangdao) Technology Company, Limited	September 11, 2024	September 10, 2025
2	Cad license + Pc@	CADCAM	30	0.13	3.93	Concept Computers	June 25, 2024	June 24, 2025
3	3D printers^*#%	CADCAM	46	1.85	85.31	Prismlab China Limited	June 6, 2024	June 5, 2025

S. No.	Particulars of machine	Category of expenditure	Total number of units	Cost per unit	Total cost	Quotations received from	Date of quotation	Validity of quotations
4	Other types of printers^*#%	CADCAM	15	2.27	34.00	Fastform 3D Technology Company, Limited	August 30, 2024	August 29, 2025
5	Softwares ^*#%	CADCAM	4	0.71	2.85	Prismlab China Limited	June 6, 2024	June 5, 2025
	Total (A)				**204.90**			
6	HVAC machines*!	Infrastructure	1	10.72	10.72	Arihant Aircon Service	June 18, 2024	September 30, 2025
7	Furniture's and fixtures including labour	Infrastructure	1	1.20	1.20	Shree Moksh Plywood Limited and Hardware	June 10, 2024	December 7, 2024
8	Furniture's and fixtures including labour	Infrastructure	900	0.00	2.25	Om Chairs	June 10, 2024	December 7, 2024
9	Canteen infrastructure*	Infrastructure	1	0.59	0.59	Shree Manek Kitchen Equipments Private Limited	June 12, 2024	June 11, 2025
10	Training area with visual aids and other tools	Infrastructure	1	2.52	2.52	All Wave A V Systems Private Limited	June 27, 2024	June 26, 2025
11	Piping plumbing electrical	Infrastructure	150	0.001	0.17	Lighting Engineers	August 29, 2024	February 28, 2025
12	Utilities compressors for the full plant	Infrastructure	1	0.45	0.45	Samarthair Pneumatics Private Limited	September 3, 2024	September 2, 2025
13	Solar power plant Boisar plant	Infrastructure	1	23.15	23.15	Tata Power Solaroof	June 14, 2024	June 13, 2024
14	Long racks	Infrastructure	45	0.01	0.67	M/S.Wingbird Enterprises	September 11, 2024	February 08, 2025
15	Small racks	Infrastructure	22	0.01	0.15	M/S.Wingbird Enterprises	September 11, 2024	February 8, 2025
16	Diesel generator set	Infrastructure	1	2.35	2.35	Kalpaka Power Control Private Limited	June 15, 2024	December 15, 2024
17	UPS set	Infrastructure	1	0.71	0.71	Lucent Power	September 11, 2024	March 10, 2025
18	Solar pannels 200 kW	Infrastructure	1	8.26(1)	8.26	Maker's Décor Enterprises	August 31, 2024	February 27, 2025
	Total (B)				**53.19**			
19	Furnaces	Other machines	54	0.29	15.58	Aidite (Qinhuangdao) Technology Company, Limited	June 8, 2024	June 7, 2025
20	Dust extraction centralised	Other machines	2	1.77	3.54	Solids & Automation Technologies	June 24, 2024	June 23, 2025
21	Panel set	Other machines	1	0.23(1)	0.23	T R Automation and Electricals Works	August 31, 2024	February 27, 2025
22	Vacuum pump*	Other machines	1	0.14	0.14	Alpha Vacuum Technology	August 30, 2024	February 26, 2025

S. No.	Particulars of machine	Category of expenditure	Total number of units	Cost per unit	Total cost	Quotations received from	Date of quotation	Validity of quotations
23	Hot box*	Other machines	1	0.24	0.24	Shree Swami Scientific Company	August 28, 2024	February 24, 2025
24	Fabrication*	Other machines	1	0.29	0.29	National Fabrication Works	August 24, 2024	February 20, 2025
	Total (C)				**20.02**			
25	AHU room	Infrastructure - new development	3	0.23	22.80	AAA Clean Tech	September 9, 2024	March 8, 2025
	Total (D)				**22.80**			
27	125 dye 5 cavity	Injection moulding and extrusion	2	0.30	0.59	Shivkrupa Engineering	August 6, 2024	February 2, 2025
28	Cavity punch	Injection moulding and extrusion	20	0.01	0.12	Shivkrupa Engineering	August 6, 2024	February 2, 2025
29	125 6 cavity	Injection moulding and extrusion	3	0.31	0.92	Shivkrupa Engineering	August 6, 2024	February 2, 2025
30	New moulding machine	Injection moulding and extrusion	8	5.31	42.48	Milacron India Private Limited	July 10, 2024	January 6, 2025
31	Sheet plant	Injection moulding and extrusion	2	8.50	16.99	Kalika Extrusions Private Limited	August 30, 2024	February 26, 2025
	Total (E)				**61.10**			
32	UTM set*	Research and development and quality control	1	0.93	0.93	Acme Engineers	August 16, 2024	February 12, 2025
33	Vacuum leak tester prima Series model PVL - 0131 - prima*	Research and development and quality control	1	0.47	0.47	Presto Stantest Private Limited	August 30, 2024	February 26, 2025
34	Tearing strength tester - elemendorf method (model No: PTT-156)*	Research and development and quality control	1	0.12	0.12	Presto Stantest Private Limited	August 30, 2024	February 26, 2025
35	In vitro cytotoxicity*	Research and development and quality control	17	0.02	0.32	Ninkilim Life Sciences Private Limited	August 29, 2024	February 25, 2025
36	Skin sensitization	Research and development and quality control	17	0.07	1.13	Ninkilim Life Sciences Private Limited	August 29, 2024	February 25, 2025
37	Intracutaneous reactivity/ skin irritation test	Research and development and quality control	17	0.02	0.35	Ninkilim Life Sciences Private Limited	August 29, 2024	February 25, 2025
38	Acute systemic test	Research and development and quality control	17	0.02	0.38	Ninkilim Life Sciences Private Limited	August 29, 2024	February 25, 2025
39	Sub chronic test	Research and development and quality control	17	0.05	8.73	Ninkilim Life Sciences Private Limited	August 29, 2024	February 25, 2025
40	Implantation 4 weeks	Research and development	17	0.07	1.22	Ninkilim Life Sciences	August 29, 2024	February 25, 2025

S. No.	Particulars of machine	Category of expenditure	Total number of units	Cost per unit	Total cost	Quotations received from	Date of quotation	Validity of quotations
		and quality control				Private Limited		
	Total (F)				**13.65**			
	Grand Total (A+B+C+D+E+F)				**375.66**			

Notes:

The quotations which are denominated in foreign currency, namely, USD, the exchange rate for conversion used is 1 USD = ₹83.96 and 1 Euro = ₹92.73 which is the applicable exchange rate as of September 9, 2024 (Source:fbil.org,in).

^ defines quotations in USD,

** includes applicable taxes,*

 # includes transportation cost and freight charges,

% includes applicable custom charges and import duties,

Sr.no.	*Assessable value per unit (after conversion at the rate of ₹83.96)*	*Custom duties (13.75% = BCD 7.5% + custom health cess 5% + surcharge 1.25%)*	*Freight charges 8% + GST (12%)*
1	*755,640*	*103,901*	*67,705.34*
3	*1,511,280*	*207,801*	*135,410.69*
4	*1,847,120*	*253,979*	*165,501.95*
19	*235,088*	*32,325*	*21,063.88*

! includes GST calculated at 28%,

(1) Includes GST calculated at 18%.

Material Approvals

As the capital expenditure to be undertaken by our Company involves expansion of existing facilities and no additional land or building is proposed to be acquired, we do not perceive any requirements for additional material approvals other than those as disclosed under "*Government and Other Approvals*" beginning on page 450.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we are yet to place any orders for such equipment. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. No second-hand or used machinery are proposed to be purchased out of the Net Proceeds. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business requirements, subject to the total amount to be utilized towards purchase of such new machinery not exceeding ₹ 375.66 million.

4. Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery

Our Company proposes to invest in our Subsidiary, Bizdent Devices Private Limited, to fund their capital expenditure requirements for purchase of new machinery with the objective of improving the quality and efficiency of its deliverables to their customers. The proposed capital expenditure for the purchase of new machinery will be installed in our Subsidiary, Bizdent Devices Private Limited, which has the necessary space and approvals for the installation of such new machinery. As stated in "*Our Business – Installed capacity, actual production, and capacity utilization*" on page 265, while we are installing new machinery in our Subsidiary, Bizdent Devices Private Limited, we cannot be certain of the increase in the installed capacity and capacity utilisation as the increase in capacity cannot be measured reliably. We propose to utilise an estimated amount of ₹ 350.99 million from the Net Proceeds towards purchase of new machinery which is proposed to be undertaken from the Net Proceeds of the Fresh Issue.

Our Company has identified the machinery to be purchased and obtained quotations from respective vendors. Based on the cost assessment report dated September 12, 2024 provided by Anmol Sekhri Consultants Private Limited, Chartered Engineer, the details of proposed capital expenditure, total estimated costs for the purchase of equipment and details of machinery are set forth in the tables below.

The table below sets forth the details of proposed capital expenditure:

(in ₹ million)

Details of capital expenditure	Amount required for Fiscal 2024-25	Amount required for Fiscal 2025-26	Total capital expenditure requirements
CADCAM	124.45	219.81	344.26
Infrastructure	0.00	2.10	2.10
Other machines	3.97	0.66	4.63
Total	**128.42**	**222.57**	**350.99**

Description of machinery

Category	Description
CADCAM	Includes 3D Printers, milling and thermoforming machines. CAD/CAM software, scanners and computers
Infrastructure	Includes all kind of furniture and fixtures. Canteen infrastructure, UPS, solar panel, diesel generator set, racks and piping
Other machines	Include packing, polishing, laser marking machine, pump, furnaces and weighing balance

Estimated Cost

The table below sets forth the break-up of the total estimated costs for the purchase of equipment:

S. No.	Expenditure Category	Description of the machine	Usage of the machine	Quantity	Total estimated costs (in ₹ million)
1	CADCAM	3D printers	3D printing	18	33.38
2	CADCAM	CAD software	Dental design software	9	5.27
3	CADCAM	Computers	For designing, scanning, nesting and back office	598	76.70
4	CADCAM	Thermoforming machine	Trimming machine, Taglus autoform roll, thermoforming	12	56.11
5	CADCAM	Scanners	Scanning to make digital scan	500	172.80
6	Infrastructure	Furniture's and fixtures	Office furniture, fixtures and general facility enhancement	1	2.10
7	Other machines	Other machines	Aligner laser marking, packaging and polishing machine	16	4.63
	Total				**350.99**

As certified by Anmol Sekhri Consultants Private Limited, Chartered Engineer pursuant to their report dated September 12, 2024.

An indicative list of such machinery that we intend to purchase, along with details of the quotations we have received in this respect is set forth below:

(in ₹ million)

S. No.	Particulars of machine	Category of expenditure	Total No. of Units	Cost per unit (in ₹)	Total Cost	Quotations received from	Date of quotation	Validity of quotations
1	3D printing ^*%#	CADCAM	18	1.85	33.38	Prismlab China Limited	June 6, 2024	June 6 2025
2	Basic computers*	CADCAM	18	0.03	0.47	Concept Computers	June 25, 2024	June 25, 2025
3	Basic computers laptop*	CADCAM	70	0.03	2.35	Concept Computers	June 25, 2024	June 25, 2025
4	CADCAM computers*	CADCAM	10	0.13	1.31	Concept Computers	June 25, 2024	June 25, 2025
5	Hyperbrain software^	CADCAM	5	0.71	3.57	Prismlab China Limited	June 6, 2024	June 6, 2025

6	Intra oral scanner^*%#	CADCAM	500	0.35	172.80	Alliedstar Medical Equipment Company Limited	June 13, 2024	Jun 13, 2025
7	Laptop*	CADCAM	500	0.145	72.57	Soft Tech Systems	June 6, 2024	June 6, 2025
8	Onyxceph license	CADCAM	4	0.43	1.71	Image Instruments GmbH	June 11, 2024	June 11, 2025
9	Taglus autoform roll*	CADCAM	2	1.25	2.50	Vedia Solutions	June 6, 2024	June 6, 2025
10	Thermoforming*	CADCAM	2	1.25	2.50	Vedia Solutions	June 6, 2024	June 6, 2025
11	Trimming machine^%*#	CADCAM	8	6.39	51.10	Prismlab China Limited	June 6, 2024	June 6, 2025
	Total (A)				**344.26**			
12	Ups batteries 100 Kva*	Infrastructure	1	2.10	2.10	Power Pack Systems	June 7, 2024	June 7, 2025
	Total (B)				**2.10**			
13	Laser marking machine*	Other machines	5	0.27	1.37	Mehta Hitech Industries Limited	August 30, 2024	August 30, 2025
14	Packing machine*	Other machines	1	1.06	1.06	SK Wraps System	June 21, 2024	June 21, 2025
15	Polishing (tumbler)*	Other machines	10	0.22	2.20	Dalal Engineering Private Limited	August 30, 2024	August 30, 2025
	Total (C)				**4.63**			
		GRAND TOTAL (A+B+C)			**350.99**			

Notes:
The quotations which are denominated in foreign currency, namely, USD, the exchange rate for conversion used is 1 USD = ₹83.96 and 1 Euro = ₹92.73 which is the applicable exchange rate as of September 9, 2024 (Source:fbil.org,in).
^ defines quotations in USD,
** includes applicable taxes,*
 # includes transportation cost and freight charges,
% includes applicable custom charges and import duties,

Sr.no.	*Assessable value per unit (after conversion at the rate of ₹ 83.96)*	*Custom duties (13.75% = BCD 7.5% + Custom health cess 5% + surcharge 1.25%)*	*Freight charges 8% + GST (12%)*
1	*1,511,280*	*207,801*	*135,410.69*
12	*5,205,520*	*715,759*	*466,414.59*
		Custom duty 8.65%	
7	*293,860*	*25,419*	*26,329.86*

For deployment of the Net Proceeds into our Subsidiaries, for the capital expenditure requirements for purchase of new machinery by such Subsidiaries, it shall be in the form of equity or debt or in any other manner as may be decided by our Company. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus.

Material Approvals

As the capital expenditure to be undertaken by our Subsidiary involves expansion of existing facilities and no additional land or building is proposed to be acquired, we do not perceive any requirements for additional material approvals other than those as disclosed under "*Government and Other Approvals*" beginning on page 450.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we are yet to place any orders for such equipment. We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. No second-hand or used machinery are proposed to be purchased out of the Net Proceeds. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as may be considered appropriate, according to the business requirements, subject to the total amount to be utilized towards purchase of such new machinery not exceeding ₹ 350.99 million.

5. ***General corporate purposes:***

The Net Proceeds will first be utilized towards the Objects as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the gross proceeds of the Fresh Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes may include, but are not restricted to the following:

- strategic initiatives;
- meeting fund requirements which our Company may face in the ordinary course of business, strengthening marketing capabilities and brand building exercises;
- meeting ongoing general corporate contingencies;
- business requirements of our Company in the ordinary course of business towards salaries and wages, rent, administration expenses, upgrading our technology and maintenance; and
- payment to creditors, advisory services, and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilizing surplus amounts, if any. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds or through our internal accruals, if any which are not applied to the other purposes set out above.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Means of Finance

The funding requirements for the Objects detailed above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals, as prescribed under the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for Objects, our Company may explore a range of options including utilizing our internal accruals.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the

Auditors, underwriting commission, selling commission and brokerage fees payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The Company and each of the Selling Shareholders shall pay the fees and expenses of the BRLMs as specified in the Engagement Letter. All outstanding amounts payable to the BRLMs in accordance with the terms of the fee letter and the legal counsel to the Company and the BRLMs, shall be payable from the Public Issue Account and without any undue delay on receipt of the listing and trading approvals from the Stock Exchanges. Other than (i) (a) the listing fees, (b) audit fees of statutory auditors, and (c) expenses for any product or corporate advertisements (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer) which shall be solely borne by the Company; and (ii) fees for counsel to the Selling Shareholders, if any, which shall be solely borne by the respective Selling Shareholders; all costs, fees and expenses incurred directly with respect to the Offer shall be borne by the Company and the Selling Shareholders in proportion to the number of Equity Shares issued and/or transferred by the Company and the Selling Shareholders in the Offer, respectively upon listing of the Equity Shares on the Stock Exchange(s) pursuant to the Offer in accordance with Applicable Law . All such expenses relating to the Offer shall be paid by the Company in the first instance. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, each Selling Shareholder agrees that it shall, severally and not jointly, reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the respective Selling Shareholder in accordance with the Offer Agreement and the framework to be provided under the Cash Escrow and Sponsor Bank Agreement. In the event of withdrawal of the Offer or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne solely by the Company and Selling Shareholders on a pro rata basis, in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and offered by each of the Selling Shareholders through the Offer for Sale, in accordance with Applicable Law.

The estimated Offer related expenses are as follows:

(₹ in million)

S. No	Activity	Estimated amount[(1)] (₹ in million)	As a % of total estimated Offer Expenses[(1)]	As a % of Offer Size[(1)]
1.	BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
2.	Selling commission/processing fee for SCSBs, Sponsor Banks and fee payable to the Sponsor Banks for Bids made by RIBs	[●]	[●]	[●]
3.	Brokerage and selling commission and bidding/ uploading charges for the Members of the Syndicate (including their Sub-Syndicate Members), Registered Brokers, RTAs and CDPs [(2)(3)(4)(5)(6)]	[●]	[●]	[●]
4.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
5.	Fees payable to other parties, including but not limited to Statutory Auditor, industry expert and the Chartered Engineer	[●]	[●]	[●]
6.	Others (i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees (ii) Printing and stationery expenses (iii) Advertising and marketing expenses (iv) Fees payable to the legal counsels (v) Miscellaneous (comprising fees payable to strategic advisors and additional intermediaries, if any, monitoring agency, chartered accountant(s) and company secretary that may be appointed in the course of the Offer)	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

[(1)] Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price

[(2)] Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual	*[●]% of the Amount Allotted* (plus applicable taxes)*

*Bidders**	
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

Brokerage, selling commission and processing/uploading charges on the portion for RIBs (using the UPI mechanism), Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

*Portion for Retail Individual Bidders**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(4) The Processing fees for applications made by UPI Bidders would be as follows:

Members of the Syndicate / RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank(s)	*₹[●] per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

**For each valid application*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: [●], per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

Portion for Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(6) Bidding charges of ₹ [●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by UPI Bidders). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured and bid by them.

(7) Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes).

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member. The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company shall be as mutually agreed amongst the Book Running Lead Manager, their respective Syndicate Members, and our Company before the opening of the Offer.

Monitoring of Utilisation of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Net Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the Fresh Issue size exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee. We will disclose the utilisation of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilised clearly specifying the purpose for which such Net Proceeds have been utilised. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or any duly constituted committee thereof.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Selling Shareholders, no part of the proceeds of the Offer will be paid by our Company as consideration to our Promoters, members of the Promoter Group, our Directors or our Key Managerial Personnel.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management in relation to the utilisation of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the objects of the Offer except as set out above.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of

Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

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BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis"* on pages 247, 39, 329 and 404 respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- The only integrated dental products company in India, well-positioned to capture industry tailwinds;
- Second largest player in domestic laboratory business and largest export laboratory with increasing adoption of digital dentistry;
- Vertically integrated diverse branded product portfolio;
- Large Dental Network providing us with competitive advantage in the market;
- Robust technologically advanced capabilities with stringent regulatory compliance ensuring high quality standards; and
- Experienced management team with significant industry experience.

For details, see "*Our Business – Competitive Strengths*" on page 252.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Financial Information – Restated Consolidated Financial Information*" beginning on page 329.

Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

1. ***Earnings Per Share ("EPS") (as adjusted for changes in capital, if any), calculated in accordance with the Indian Accounting Standard 33 issued by the ICAI***

For continuing operations:

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2024	5.11	5.11	3
Financial Year ended March 31, 2023	(0.71)	(0.71)	2
Financial Year ended March 31, 2022	(3.28)	(3.28)	1
Weighted Average	**1.77**	**1.77**	

For discontinued operations:

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2024	(0.31)	(0.31)	3
Financial Year ended March 31, 2023	(0.06)	(0.06)	2
Financial Year ended March 31, 2022	(0.28)	(0.28)	1
Weighted Average	**(0.22)**	**(0.22)**	

For continuing and discontinued operations:

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2024	4.80	4.80	3
Financial Year ended March 31, 2023	(0.77)	(0.77)	2
Financial Year ended March 31, 2022	(3.56)	(3.56)	1
Weighted Average	**1.55**	**1.55**	

Notes:

1. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit/(loss) for the year attributable to equity shareholders of the Company by the weighted average number of Equity Shares outstanding during the year.*
2. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit/(loss) for the year attributable to equity shareholders of the Company by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.*
3. *Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
4. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.*
5. *The weighted average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight.*

2. *Price Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share*

Particulars	**P/E ratio at the lower end of the Price Band (number of times)***	**P/E ratio at the higher end of the Price Band (number of times)***
Based on Basic EPS for the financial year ended March 31, 2024	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2023	[●]	[●]

**Will be populated in the Prospectus.*

3. *Industry Peer Group P/E ratio*

We are an end-to-end integrated dental products company, offering a comprehensive portfolio of dental products under our laboratory offerings segment, aligners solutions segment and paediatric dental products. We do not perceive any listed peer, Indian or otherwise, of a comparable size from the same industry and with similar business model. However, for the purpose of disclosures to be provided under Paragraph (9)(K) of Schedule VI of the SEBI ICDR Regulations, we have also considered listed companies offering miscellaneous medical devices and have accordingly identified Poly Medicure Limited ("**PML**").

Based on the peer group information (excluding our Company) given below in this section, the highest, lowest and average P/E ratio is 95.00 since we have only one listed industry peer.

Particulars	**Industry Peer P/E**	**Name of the company**	**Face value of the equity shares (₹)**
Highest	95.00	Poly Medicure Limited	5
Lowest	95.00	Poly Medicure Limited	5
Average	**95.00**		

Notes:

(i) The industry high and low has been considered from the industry peer set provided later in this chapter.

(ii) For further details, see "Basis for Offer Price – Comparison of Accounting Ratios with Listed Industry Peers" beginning on page 159.

(iii) The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on September 06, 2024 divided by the Diluted EPS as on for the financial year ended March 31, 2024

4. *Average Return on Net Worth ("RoNW") on a consolidated basis*

Financial Year	**RoNW, as derived from the Restated Consolidated Financial Information (%)**	**Weightage**
Financial Year ended March 31, 2024	78.77%	3
Financial Year ended March 31, 2023	(19.62%)	2
Financial Year ended March 31, 2022	(60.47%)	1
Weighted Average	**22.77%**	

Notes:

1. *Return on net worth is calculated as restated net profit after tax divided by average total equity (net worth).*
2. *For the purposes of the above, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per*

the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.

3. *The weighted average return on net worth is a product of return on net worth and respective assigned weight, dividing the resultant by total aggregate weight.*

5. *Net Asset Value ("NAV") per Equity Share*

Year Ended	NAV derived from the Restated Consolidated Financial Information (₹)
As on March 31, 2024	8.63
After the completion of the Offer	[●]
Offer Price	[●]

Notes:

1. *Net assets value per share is calculated as Equity attributable to equity holders divided by weighted average number of equity shares outstanding during the period/ year as adjusted for the bonus shares, split shares and CCPS.*

6. *Comparison of Accounting Ratios with Listed Industry Peers*

Following is the comparison with our peer companies listed in India and in the same line of business as our Company:

Name of Company	Face Value (₹ Per Share)	Closing price on September 06, 2024 (₹)	Total Income, for Fiscal 2024 (in ₹ million)	EPS (₹)		NAV(3) (₹ per share)	P/E(4)	RoNW(5) (%)
				Basic(1)	Diluted(2)			
Laxmi Dental Limited	2	NA	1,952.64	4.80	4.80	8.63	NA	78.77
Peer Group								
Poly Medicure Limited	5	2,555.45	14,345.44	26.92	26.90	153.22	95.00	19.05

Notes:

i. *Closing Price per share is closing price in NSE as on September 6, 2024.*
ii. *P/E is calculated as closing price / diluted EPS*
iii. *Net assets value per share is calculated as Equity attributable to equity holders divided by weighted average number of equity shares outstanding during the period/ year as adjusted for the bonus shares, split shares and CCPS.*
iv. *Return on net worth is calculated as restated net profit after tax divided by average total equity (net worth).*
v. *EPS denotes total earnings per share from Continuing Operation and Discontinued Operations.*

7. *Key Performance Indicators*

The table below sets forth the details of certain key performance indicators ("**KPIs**") that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 10, 2024. The Audit Committee has further confirmed that the KPIs pertaining to the Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been verified and audited by N B T and Co, Chartered Accountants holding a valid certificate issued by the peer review board of the ICAI. The KPIs disclosed below have been certified by N B T and Co, Chartered Accountants, pursuant to certificate dated September 12, 2024.

Our Company shall continue to disclose the KPIs disclosed in this section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business

operations are set forth below:

Particulars		Explanation
Financial		
1.	Net Revenue	
(a)	Laboratory business	
(i)	Domestic[1]	*Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
(ii)	International[2]	*Net revenue for international laboratory business refers to dental lab catering to international markets.*
(b)	Aligners	
(i)	Bizdent[3]	*Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
(ii)	Vedia[4]	*Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
(c)	Paediatric	
(i)	Kids-E-Dental[5]	*Net revenue for pediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP*
(d)	Others[6]	*Other net revenue refers to other miscellaneous revenue of the Company and its subsidiaries.*
2.	Revenue from Operations[7]	*Revenue from operations is total revenue generated by the Company from the sales and services and other operating income*
3.	EBITDA[8]	*EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income*
4.	Adjusted EBITDA[9]	*Adjusted EBITDA is calculated by adjusting share of profit/(loss) of jointly controlled entity to EBITDA.*
5.	PBT[10]	*Profit/(loss) before tax is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
6.	PAT[11]	*Profit for the year means the profit for the year as appearing in the Restated Financial Statement.*
7.	PAT Margin[12]	*PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
8.	Return on capital employed[13]	*Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*
9.	Return on equity[14]	*Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
10.	Asset Turnover[15]	*Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*
Operational		
1.	**Domestic lab**	*Domestic labs refer to dental lab catering to the Indian market.*
(a)	Total units[16]	*Total units of domestic lab refer to number of units sold by domestic lab.*
(b)	Digital units[17]	*Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*

Particulars		Explanation
(c)	Digital units penetration[18]	*Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions*
(d)	Product categories (volume)	
(i)	Metal-free[19]	*Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials*
(ii)	Metal-free revenue share[20]	*Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab*
2.	**International Lab**	
(a)	Total units[21]	*International lab refers to dental lab catering to international markets*
(b)	Digital units[22]	*Total units of international lab refer to number of units sold by international lab.*
	Digital units penetration[23]	*Digital units of international lab refer to number of units sold by international lab from digital impressions*
(c)	Product Categories (Volume)	*Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab; where digital units of international lab refer to number of units sold by international lab from digital impressions*
(i)	Metal-free[24]	*Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials*
(ii)	Metal-free revenue share[25]	*Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab*
3.	**Aligners & Allied Products**	
(a)	Bizdent Devices Private Limited	
(i)	Total aligner cases[26]	*Total aligner cases refer to total number of cases of aligners sold*
(b)	Customers served[27]	*Customers served refer to total dental clinics, dental companies and dentists served by our Subsidiary, Bizdent Devices Private Limited*
(i)	*Tier I*	*This represents locations of customers served by our Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 Y – Tier 2 and Z – Tier 3 – Notification No. 2/5/17-E II(B), 7th July 2017. (Source: F&S Report).*
(ii)	*Tier II*	*This represents locations of customers served by our Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 Y – Tier 2 and Z – Tier 3 – Notification No. 2/5/17-E II(B), 7th July 2017. (Source: F&S Report).*
(iii)	*Tier III*	*This represents locations of customers served by our Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 Y – Tier 2 and Z – Tier 3 – Notification No. 2/5/17-E II(B), 7th July 2017. (Source: F&S Report).*
4.	**Kids-E**[28]	*Kids-E refers to paediatric dental products business through our Jointly Controlled Entity, Kids-E-Dental LLP*
(a)	Total units[29]	*Total units for Kids-E refers to number of units sold by Kids-E Dental LLP*
(b)	Revenue share (geography)	

Particulars		Explanation
	Domestic[30]	*Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP*
	International[31]	*International revenue share for Kids-E refers to number of units sold in international market by Kids-E Dental LLP*
5.	**Consolidated**	
(a)	Number of employees	*Number of employees of the Company as on March 31 of the respective Fiscal*
(b)	Branded sales as a percentage of revenues from operations [32]	*Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus. In addition , Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.*

Notes:

1. *Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
2. *Net revenue for international laboratory business refers to dental lab catering to international markets.*
3. *Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
4. *Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
5. *Net revenue for pediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP.*
6. *Other net revenue refers to other diversified revenue of the Company and its Subsidiaries.*
7. *Revenue from operations is total revenue generated by the Company from the sales and services and other operating income.*
8. *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*
9. *Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.*
10. *PBT (Profit/(loss) before tax) is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
11. *PAT (Profit for the year) means the profit for the year as appearing in the Restated Financial Statement.*
12. *PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
13. *Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*
14. *Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
15. *Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*
16. *Total units of domestic lab refer to number of units sold by domestic lab where domestic labs refer to dental lab catering to the Indian market.*
17. *Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
18. *Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
19. *Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials.*
20. *Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab.*
21. *Total units of international lab refer to number of units sold by international lab where international lab refers to dental lab catering to international markets.*
22. *Digital units of international lab refer to number of units sold by international lab from digital impressions.*
23. *Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab, where digital units of international lab refer to number of units sold by international lab from digital impressions.*
24. *Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials.*
25. *Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab.*
26. *Total aligner cases refer to total number of cases of aligners sold by Subsidiary, Bizdent Devices Private Limited.*
27. *Customers served refer to total dental clinics, dental companies and dentists served by Subsidiary, Bizdent Devices Private Limited. This represents locations of customers served by the Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017.*
28. *Kids-E refers to paediatric dental products business through our Jointly Controlled Entity , Kids-E-Dental LLP. Total units for Kids-E refers to number of units sold by Kids-E Dental LLP*
29. *Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP.*
30. *International revenue share for Kids-E refers to number of units sold in international market by Kids-E Dental LLP.*
31. *Number of employees means the number of employees of the Company as on March 31 of the respective Fiscal.*
32. *Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is*

Illusion Zirconia, Illusion Aligners, and Taglus. In addition, Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.

Details of KPIs as at/for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022:

Sr. No.	Particulars	Unit	As at and for the Financial Years ended March 31,		
			2024	2023	2022
Financial					
1.	Net Revenue				
(a)	Laboratory business				
(i)	*Domestic*(1)	₹ million	804.09	681.18	584.49
(ii)	*International*(2)	₹ million	435.50	373.93	347.64
(b)	Aligners				
(i)	*Bizdent*(3)	₹ million	357.29	178.30	48.19
(ii)	*Vedia*(4)	₹ million	181.15	172.32	181.52
(c)	Paediatric				
(i)	*Kids-E-Dental*(5)	₹ million	266.71	79.28	21.81
(d)	Others(6)	₹ million	136.49	183.68	132.95
2.	Revenue from Operations(7)	₹ million	1,935.55	1,616.31	1,368.43
3.	EBITDA(8)	₹ million	237.90	89.64	54.13
4.	Adjusted EBITDA(9)	₹ million	326.78	95.66	52.68
5.	PBT(10)	₹ million	85.24	(42.61)	(147.12)
6.	PAT(11)	₹ million	252.29	(41.63)	(186.79)
7.	PAT Margin(12)	%	13.03%	(2.58%)	(13.65%)
8.	Return on capital employed(13)	%	19.97%	(0.33%)	(19.40%)
9.	Return on equity(14)	%	78.77%	(19.62%)	(60.47%)
10.	Asset Turnover(15)	%	164.31%	161.84%	128.46%
Operational					
6.	**Domestic lab**				
(a)	Total units(16)	number	452,330	393,163	361,166
(b)	Digital units(17)	number	219,887	142,958	101,514
(c)	Digital units penetration(18)	%	48.61%	36.36%	28.11%
(d)	Product categories (volume)				
(i)	Metal-free(19)	number	186,958	149,781	105,249

(ii)	Metal-free revenue share[20]	%	53.70%	53.19%	47.59%
7.	**International Lab**				
(a)	Total units[21]	Number	198,920	155,998	145,350
(b)	Digital units[22]	Number	110,360	43,584	17,985
	Digital units penetration[23]	%	55.48%	27.94%	12.37%
(c)	Product Categories (Volume)				
(i)	Metal-free[24]	number	54,874	42,732	51,537
(ii)	Metal-free revenue share[25]	%	36.31%	34.43%	39.59%
8.	**Aligners & Allied Products**				
(a)	Bizdent Devices Private Limited				
(i)	Total aligner cases[26]	number	17,978	10,791	4,254
(b)	Customers served[27]	Number	4,986	4,109	2,039
(i)	*Tier I*	%	47.09%	51.33%	50.37%
(ii)	*Tier II*	%	35.58%	32.20%	34.53%
(iii)	*Tier III*	%	17.33%	16.48%	15.11%
9.	**Kids-E**[28]				
(a)	Total units[29]	Number	538,638	86,339	22,132
(b)	Revenue share (geography)				
	Domestic[30]	%	24.16%	45.93%	74.08%
	International[31]	%	75.84%	54.07%	25.92%
10.	**Consolidated**				
(a)	Number of employees	Number	2,299	2,013	1,925
(b)	Branded sales as a percentage of revenue from operations [32]	%	38.28%	28.66%	17.50%

Notes:

1. *Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
2. *Net revenue for international laboratory business refers to dental lab catering to international markets.*
3. *Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
4. *Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
5. *Net revenue for pediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP.*
6. *Other net revenue refers to other diversified revenue of the Company and its Subsidiaries.*
7. *Revenue from operations is total revenue generated by the Company from the sales and services and other operating income.*
8. *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*
9. *Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.*
10. *PBT (Profit/(loss) before tax) is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
11. *PAT (Profit for the year) means the profit for the year as appearing in the Restated Financial Statement.*
12. *PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
13. *Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*

14. *Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
15. *Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*
16. *Total units of domestic lab refer to number of units sold by domestic lab where domestic labs refer to dental lab catering to the Indian market.*
17. *Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
18. *Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
19. *Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials.*
20. *Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab.*
21. *Total units of international lab refer to number of units sold by international lab where international lab refers to dental lab catering to international markets.*
22. *Digital units of international lab refer to number of units sold by international lab from digital impressions.*
23. *Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab, where digital units of international lab refer to number of units sold by international lab from digital impressions.*
24. *Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials.*
25. *Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab.*
26. *Total aligner cases refer to total number of cases of aligners sold by Subsidiary, Bizdent Devices Private Limited.*
27. *Customers served refer to total dental clinics, dental companies and dentists served by Subsidiary, Bizdent Devices Private Limited. This represents locations of customers served by the Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017.*
28. *Kids-E refers to paediatric dental products business through our Jointly Controlled Entity, Kids-E-Dental LLP. Total units for Kids-E refers to number of units sold by Kids-E Dental LLP*
29. *Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP.*
30. *International revenue share for Kids-E refers to number of units sold in international market by Kids-E Dental LLP.*
31. *Number of employees means the number of employees of the Company as on March 31 of the respective Fiscal.*
32. *Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus. In addition, Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.*

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 247 and 404, respectively.

8. *Comparison of KPIs with listed industry peers:*

We are an end-to-end integrated dental products company, offering a comprehensive portfolio of dental products under our laboratory offerings segment, aligners solutions segment and paediatric dental products. We do not perceive any listed peer, Indian or otherwise, of a comparable size from the same industry and with similar business model. However, for the purpose of disclosures to be provided under Paragraph (9)(K) of Schedule VI of the SEBI ICDR Regulations, we have also considered listed companies offering miscellaneous medical devices and have accordingly identified Poly Medicure Limited ("**PML**"). Accordingly, PML does not report the same KPIs as identified by us below, and its financial performance may not be comparable.

Sr. No.	Particulars	Unit	For Fiscal 2024		For Fiscal 2023		For Fiscal 2022	
			Laxmi Dental Limited	Poly Medicure Limited	Laxmi Dental Limited	Poly Medicure Limited	Laxmi Dental Limited	Poly Medicure Limited
Financial								
1.	Net Revenue							
(a)	Laboratory business							
(i)	*Domestic*[(1)]	₹ million	804.09	NA	681.18	NA	584.49	NA
(ii)	*International*[(2)]	₹ million	435.50	NA	373.93	NA	347.64	NA

(b)	Aligners						
(i)	*Bizdent*[(3)]	₹ million	357.29	NA	178.30	NA	48.19	NA
(ii)	*Vedia*[(4)]	₹ million	181.15	NA	172.32	NA	181.52	NA
(c)	Paediatric							
(i)	*Kids-E-Dental*[(5)]	₹ million	266.71	NA	79.28	NA	21.81	NA
(d)	Others[(6)]	₹ million	136.49	NA	183.68	NA	132.95	NA
2.	Revenue from Operations[(7)]	₹ million	1,935.55	13,757.96	1,616.31	11,152.30	1,368.43	9,230.63
3.	EBITDA[(8)]	₹ million	237.90	3,582.22	89.64	2,653.85	54.13	2,131.02
4.	Adjusted EBITDA[(9)]	₹ million	326.78	NA	95.66	NA	52.68	NA
5.	PBT[(10)]	₹ million	85.24	3,417.42	(42.61)	2,355.65	(147.12)	1,927.98
6.	PAT[(11)]	₹ million	252.29	2,582.60	(41.63)	1,792.83	(186.79)	1,465.06
7.	PAT Margin[(12)]	%	13.03%	18.77%	(2.58%)	16.08%	(13.65%)	15.87%
8.	Return on capital employed[(13)]	%	19.97%	26.17%	(0.33%)	20.35%	(19.40%)	17.63%
9.	Return on equity[(14)]	%	78.77%	19.05%	(19.62%)	15.39%	(60.47%)	14.27%
10.	Asset Turnover[(15)]	%	164.31%	80.08%	161.84%	75.51%	128.46%	70.99%
Operational								
1.	**Domestic lab**							
(a)	Total units[(16)]	Number	452,330	NA	393,163	NA	361,166	NA
(b)	Digital units[(17)]	Number	219,887	NA	142,958	NA	101,514	NA
(c)	Digital units penetration[(18)]	%	48.61%	NA	36.36%	NA	28.11%	NA
(d)	Product categories (volume)							
(i)	Metal-free[(19)]	Number	186,958	NA	149,781	NA	105,249	NA
(iii)	Metal-free revenue share[(20)]	%	53.70%	NA	53.19%	NA	47.59%	NA
2.	**International Lab**							
(a)	Total units[(21)]	Number	198,920	NA	155,998	NA	145,350	NA
(b)	Digital units[(22)]	Number	110,360	NA	43,584	NA	17,985	NA
	Digital units penetration[(23)]	%	55.48%	NA	27.94%	NA	12.37%	NA
(c)	Product Categories (Volume)							
(i)	Metal-free[(24)]	Number	54,874	NA	42,732	NA	51,537	NA
(ii)	Metal-free revenue share[(25)]	%	36.31%	NA	34.43%	NA	39.59%	NA
3.	**Aligners & Allied Products**							
(a)	Bizdent Devices Private Limited							

(i)	Total Aligner Cases[26]	Number	17,978	NA	10,791	NA	4,254	NA
(b)	Customers served[27]	Number	4,986	NA	4,109	NA	2,039	NA
(i)	*Tier 1*	%	47.09%	NA	51.33%	NA	50.37%	NA
(ii)	*Tier 2*	%	35.58%	NA	32.20%	NA	34.53%	NA
(iii)	*Tier 3*	%	17.33%	NA	16.48%	NA	15.11%	NA
4.	**Kids-E**[28]							
(a)	Total units[29]	Number	538,638	NA	86,339	NA	22,132	NA
(b)	Revenue share (geography)							
	Domestic[30]	%	24.16%	NA	45.93%	NA	74.08%	NA
	International[31]	%	75.84%	NA	54.07%	NA	25.92%	NA
5.	**Consolidated (Product + Labs)**							
(a)	Number of employees	Number	2,299	NA	2,013	NA	1,925	NA
(c)	Branded sales as a percentage of Revenue from operations[32]	%	38.28%	NA	28.66%	NA	17.50%	NA

Source: For Laxmi Dental Limited, all values above have been taken from Restated Consolidated Financials. The data for peers as presented above has been sourced from the listed peer's Annual report for the year ended March 31, 2024, Annual report for the year ended March 31, 2023 and Annual report for the year ended March 31, 2022 (which are uploaded on the website of Bombay Stock exchange (BSE))

Notes:

1. *Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
2. *Net revenue for international laboratory business refers to dental lab catering to international markets.*
3. *Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
4. *Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
5. *Net revenue for paediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP.*
6. *Other net revenue refers to other diversified revenue of the Company and its Subsidiaries.*
7. *Revenue from operations is total revenue generated by the Company from the sales and services and other operating income.*
8. *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*
9. *Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.*
10. *PBT (Profit/(loss) before tax) is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
11. *PAT (Profit for the year) means the profit for the year as appearing in the Restated Financial Statement.*
12. *PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
13. *Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*
14. *Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
15. *Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*
16. *Total units of domestic lab refer to number of units sold by domestic lab where domestic labs refer to dental lab catering to the Indian market.*
17. *Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
18. *Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
19. *Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials.*
20. *Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab.*
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23. *Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab, where digital units of international lab refer to number of units sold by international lab from digital impressions.*
24. *Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials.*

25. *Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab.*
26. *Total aligner cases refer to total number of cases of aligners sold by Subsidiary, Bizdent Devices Private Limited.*
27. *Customers served refer to total dental clinics, dental companies and dentists served by Subsidiary, Bizdent Devices Private Limited. This represents locations of customers served by the Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017.*
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29. *Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP.*
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31. *Number of employees means the number of employees of the Company as on March 31 of the respective Fiscal.*
32. *Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus. In addition, Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.*

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 247 and 404, respectively.

9. Price per share, floor price and cap price

(a) **Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

The Company has not issued any Equity Shares or convertible securities, excluding shares issued under ESOP Plans during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) where Promoters or members of the Promoter Group or Selling Shareholders or other shareholders with rights to nominate directors are a party to the transaction during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

The Company has not issued any secondary sale or acquisition of equity shares or convertible securities (excluding gifts) where Promoters or members of the Promoter Group or Selling Shareholders or other shareholders with rights to nominate directors are a party to the transaction during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions").

Since there are no such transactions to report to under (a) and (b), following are the details basis the last five primary or secondary transactions (secondary transactions where Promoter or members of the Promoter Group or Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on the Board, are a party to the transaction), not older than three years prior to the date of the Draft Red Herring Prospectus, irrespective of the size of transactions.

Set forth below are details of the last five primary transactions and secondary transactions (where Promoters, Promoter Group entities or Selling Shareholders are a party to the transaction) during three years preceding the date of filing of the Draft Red Herring Prospectus:

Primary transactions:

<table>
<tr><th>S. No.</th><th>Name of Allotee</th><th>Date of Allotment</th><th>Nature of Allotment</th><th>Issue Price per Equity Share (in ₹)</th><th>Number of Equity Shares allotted</th></tr>
<tr><td>1.</td><td><table>
<tr><th>Sr. No.</th><th>Name of allottee/shareholder</th><th>Number of Equity Shares</th></tr>
<tr><td>1.</td><td>Rajesh Vrajlal Khakhar</td><td>8,963,845</td></tr>
<tr><td>2.</td><td>Sameer Kamlesh Merchant</td><td>8,594,945</td></tr>
<tr><td>3.</td><td>Jigna Rajesh Khakhar</td><td>4,421,700</td></tr>
<tr><td>4.</td><td>Hasmukh Vrajlal Khakhar</td><td>1,187,875</td></tr>
<tr><td>5.</td><td>Amrish Mahendrabhai Desai</td><td>1,187,875</td></tr>
<tr><td>6.</td><td>Parag Jamnadas Bhimjiyani</td><td>1,187,875</td></tr>
<tr><td>7.</td><td>Kunal Kamlesh Merchant</td><td>620,075</td></tr>
<tr><td>8.</td><td>Dr. Anil Arora</td><td>48,705</td></tr>
<tr><td>9.</td><td>Jyotika Anil Arora</td><td>48,705</td></tr>
<tr><td>10.</td><td>OrbiMed Asia II Mauritius Limited</td><td>8,500</td></tr>
</table>
^Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited.</td><td>June 14, 2024</td><td>Bonus issue in the ratio of 17 Equity Shares for every 1 Equity Share held</td><td>Nil</td><td>26,270,100</td></tr>
<tr><td></td><td colspan="3">Weighted average cost: Nil</td><td></td><td></td></tr>
</table>

Note:

i. *This does not include allotment of 0.2% of our Company's equity share capital, i.e. 1,146 equity shares of face value of ₹ 10 to Dr. Anil Arora and Jyotika Anil Arora pursuant to swap agreement dated May 31, 2024 with Bizdent Devices Private Limited.*

Secondary transactions:

S. No.	Name of Acquirer	Date of Transaction	Nature of Transaction	Acquisition Price per Equity Share (in ₹)*	Number of Equity Shares acquired
1.	Dharmesh Bhupendra Dattani#	August 28, 2024	Transfer by way of gift from Jigna Rajesh Khakhar	Nil	134,518
2.	Prithvi Hasmukh Khakhar*	August 28, 2024	Transfer by way of gift from Hasmukh Vrajlal Khakhar	Nil	548,215
3.	Manan Hasmukh Khakhar*	August 28, 2024	Transfer by way of gift from Hasmukh Vrajlal Khakhar	Nil	548,215
4.	Sameer Kamlesh Merchant	June 29, 2022	Transmission	Nil	5,000
5.	Sameer Kamlesh Merchant	June 29, 2022	Transmission	Nil	168,300
	Weighted average cost: Nil				

#Transfer by way of gift from Jigna Rajesh Khakhar

**Transfer by way of gift from Hasmukh Vrajlal Khakhar*

For further details in relation to the share capital history of our Company, see "*Capital Structure*" on page 107.

10. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary/ secondary transactions disclosed above, at which the Equity Shares were issued by our Company, or acquired or sold by the shareholders with rights to nominate directors are disclosed below:

Past Transactions	Weighted average cost of acquisition of Specified Securities*	Floor Price^	Cap Price^
Weighted average cost of acquisition of primary transaction(s) in last three years	Nil	[●] times	[●] times
Weighted average cost of acquisition of secondary transactions(s) in last three years	Nil	[●] times	[●] times

^To be updated at Prospectus stage.
**[●]*

11. Justification for Basis for Offer price

Detailed explanation for Offer Price/Cap Price being [●] times of WACA of past five primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for Fiscals 2024, 2023 and 2022 and in view of the external factors which may have influenced the pricing of the issue, if any.

*[●]**

** to be computed after finalization of Price Band*

12. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 39, 247, 329 and 404, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" beginning on 39 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited)
Office No. 103, Akruti Arcade, J.P. Road,
Opposite A.H. Wadia High School,
Andheri West, Mumbai City,
Mumbai, Maharashtra, India, 400058.

Sub: Statement of possible special tax benefits available to Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited), its shareholders and its material subsidiary under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations").

1. We, M S K A & Associates ("**the Firm**"), Chartered Accountants, the statutory auditors of Laxmi Dental Limited ("**the Company**") hereby confirm the enclosed statement in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, The Customs Act, 1962, The Customs Tariff Act, 1975 and the Foreign Trade Policy (collectively the "**Taxation Laws**"), the rules, regulations, circulars and notifications issued thereon, as amended by the Finance (No. 2) Act, 2024 as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, its shareholders and its material subsidiary. Several of these benefits are dependent on the Company, its shareholders and its material subsidiary, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders and material subsidiary to derive the special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives of the Company, and its shareholders and its material subsidiary face in the future. The Company, its shareholders and Material subsidiary may or may not choose to fulfil such conditions for availing special tax benefits.

2. This statement of possible special tax benefits is required as per paragraph (9)(L) of Part A of Schedule VI of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its shareholders and its material subsidiary and do not cover any general tax benefits available to them.

4. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the in the proposed initial public offering of equity shares of the Company (the 'Offer') and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used and it cannot be used by the Company or the investor for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any

benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

7. We do not express any opinion or provide any assurance on whether:
   - The Company, its shareholders and its material subsidiary will continue to obtain these benefits in future;
   - The conditions prescribed for availing the benefits have been/would be met; and
   - The revenue authorities/courts will concur with the views expressed herein.

8. The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

10. This statement is addressed to the Board of Directors and issued at specific request of the Company. The enclosed Annexure 1, Annexure 2 & Annexure 3 to this Statement is intended solely for your information and for inclusion in the draft red herring prospectus, red herring prospectus, the prospectus and any other material in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For M S K A & Associates
Chartered Accountants
Firm Registration No. 105047W

Jiger Saiya
Partner
Membership No: **116349**
UDIN: 24116349DKFZIY9981

Place: Mumbai
Date: September 12, 2024
Enclosure: Annexure 1, Annexure 2 & Annexure 3

ANNEXURE I

LIST OF MATERIAL SUBSIDIARY CONSIDERED AS PART OF THE STATEMENT (Note 1)

1. Bizdent Devices Private Limited

Note 1: Material subsidiary identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended includes a subsidiary whose income or net worth in the immediately preceding year (i.e. 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiary in the immediate preceding year.

ANNEXURE II

Statement of special tax benefits available to Laxmi Dental Limited ("the Company"), its shareholders and its material subsidiary under the Income-tax Act, 1961 And under Indirect Tax Laws

Direct Taxation

This statement of possible special direct tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). This statement is as per the Income-tax Act, 1961 as amended by the Finance (No. 2) Act, 2024 read with the relevant rules, circulars and notifications applicable for the Financial Year
2024-25 relevant to the Assessment Year 2025-26, presently in force.

A) Special tax benefits available to the Company from income-tax perspective

Deduction in respect of employment of new employees:

In the past, company has not claimed any deduction under section 80JJAA of the Act considering there was no sufficient taxable income. However, in accordance with and subject to the conditions specified under Section 80JJAA of the Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a financial year, for 3 consecutive assessment years including the assessment year relevant to the financial year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The deduction under Section 80JJAA would continue to be available to the company even where the company opts for the lower effective tax rate of 25.168% as per the provisions of Section 115BAA of the Act (as discussed above).

The company should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section.

Lower corporate tax rate under section 115BAA of the Act

Section 115BAA has been inserted in the Act w.e.f. 1 April 2020 (A.Y. 2020-21). Section 115BAA of the Act grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions /incentives/deductions under the Act and will also need to comply with the other conditions specified in section 115BAA of the

Act. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has not opted to apply section 115BAA of the Act for Financial Year 2023-24.

Exemption of profits received from partnership firm under section 10(2A)

In the case of a person being a partner of a firm which is separately assessed as such, his share in the total income of the firm is exempt from tax as per the provisions of section 10(2A) of Act.

The company has invested in the following partnership firms:

- Rich Smile Design LLP
- Kids E Dental LLP
- Techlab Consulting LLP

The share of profits received from the above partnership firms have been claimed as exempt under section 10(2A) of the Act during AY 2023-24.

B) Special tax benefits available to its Shareholders

- Section 112A of the Act provides for concessional rate of tax on transfer of equity shares with effect from April 1, 2019 (i.e. Assessment Year 2019-20) subject to conditions. Any income, exceeding INR 1,25,000 arising from the transfer of a long-term capital asset (i.e. capital asset held for the period of 12 months or more) being an Equity Share in an Indian company or a unit of an equity-oriented fund wherein Securities Transaction Tax ('STT') is paid on both acquisition and transfer, income tax is charged at a rate of 10% without giving effect to indexation if the transfer takes place before 23 July, 2024. For transfers which take place after 23 July, 2024, the rate of tax is increased from 10% to 12.5% without giving effect to indexation.

- Section 111A of the Act provides for concessional rate of tax @ 15% in respect of short-term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short-term capital asset (i.e. capital asset held for the period of less than 12 months) being an Equity Share in a company or a unit of an equity-oriented fund wherein STT is paid on both acquisition and transfer provided the transfer takes place before 23 July, 2024. For transfers which take place after 23 July, 2024, the rate of tax is increased from 15% to 20%.

- Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. Further, as per the provisions of Section 80M of the Act, in the case of domestic corporate shareholders, dividend received by a corporate shareholder from the Company shall be eligible for deduction while computing the total income of the corporate shareholder for the relevant year. The amount of such deduction would be restricted to the amount of dividend distributed by the corporate shareholder to its shareholders on or before one month prior to due date of filing of its Income-tax return for the relevant year. Furthermore, in the case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of individuals, whether incorporated or not and every artificial judicial person, surcharge would be restricted to 15% irrespective of the amount of dividend.

C) Special tax benefits available to its material subsidiary

Deduction in respect of employment of new employees:

In the past, material subsidiary namely, "Bizdent Devices Private Limited" (hereinafter referred to as Bizdent) has claimed deduction under section 80JJAA of the Act amounting to INR 13,19,217 in FY 2022-23 in accordance with and subject to the conditions specified under Section 80JJAA of the Act. Further, Bizdent can continue to claim deduction under section 80JJAA of an amount equal to 30% of additional employee cost incurred in the course of business in a financial year, for 3 consecutive assessment years including the assessment year relevant to the financial year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The deduction under Section 80JJAA would continue to be available to Bizdent considering it has opted for concessional tax regime under section 115BAB of the Act (as discussed below).

Bizdent shall be eligible to continue claiming this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section.

Lower corporate tax rate under section 115BAB of the Act

Section 115BAB has been inserted in the Act w.e.f. 1 April 2020 (A.Y. 2020-21). Section 115BAB of the Act grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAB of the Act, it can pay corporate tax at a reduced rate of 17.16% (15% plus surcharge of 10% and education cess of 4%). Company can pay this lower effective tax rate provided it is engaged in manufacturing or production of an any article or thing or research or distribution. Section 115BAB of the Act further provides that domestic companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions /incentives/deductions under the Act and will also need to comply with the other conditions specified in section 115BAB of the Act. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

Bizdent has opted to apply section 115BAB of the Act for Financial Year 2023-24.

Notes:

1. The benefits discussed above cover only possible special tax benefits under the Act, available to the Company and its Shareholders and do not cover any general tax benefits or any indirect tax law benefits or benefit under any other law. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. This Annexure sets out only the special tax benefits available to the Company and its shareholders under the Act as amended by the Finance (No 1) Act, 2024 applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India.

3. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

4. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.

5. Surcharge is to be levied on domestic companies at 7%, where the income exceeds INR 1 crore but does not exceed INR 10 crores and at 12%, where the income exceeds INR 10 crores. If the Company opts for concessional income-tax rate under Section 115BAA of the Act, surcharge shall be levied at the rate of 10%. Health and Education Cess at 4% on the tax and surcharge is payable by all category of taxpayers.

6. The Company has not opted to be governed by the provision of Section 115BAA of the Act for the year under consideration. The Company is fully aware that if option for concessional income tax rate as prescribed under Section 115BAA of the Act is opted, it will not be allowed to claim any of the following deductions/ exemptions:

   i. Section10AA: Tax holiday available to units in a Special Economic Zone.
   ii. Section 32(1) (iia): Additional depreciation.
   iii. Section 32AD: Investment allowance.
   iv. Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses
   v. sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of Section 35: Expenditure on scientific research.
   vi. Section 35AD: Deduction for capital expenditure incurred on specified businesses.
   vii. Section 35CCC/35CCD: expenditure on agricultural extension /skill development.
   viii. Deduction under any provisions of Chapter VI-A except for the provisions of section 80JJAA or section 80M.
   ix. Without set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to viii) above.
   x. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to viii) above

7. The material subsidiary namely Bizdent has opted to be governed by the provision of Section 115BAB of the IT Act for the year under consideration. Bizdent is fully aware that since option for concessional income tax rate as prescribed under Section 115BAB of the Act is opted, it will not be allowed to claim any of the following deductions/ exemptions:

   i. Section10AA: Tax holiday available to units in a Special Economic Zone.
   ii. Section 32(1) (iia): Additional depreciation.
   iii. Section 32AD: Investment allowance.
   iv. Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses

v. sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of Section 35: Expenditure on scientific research.

vi. Section 35AD: Deduction for capital expenditure incurred on specified businesses.

vii. Section 35CCC/35CCD: expenditure on agricultural extension /skill development.

viii. Deduction under any provisions of Chapter VI-A except for the provisions of section 80JJAA or section 80M.

ix. Without set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to viii) above.

x. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to viii) above

8. Further, it was clarified by the Central Board of Direct Taxes vide Circular No. 29/ 2019 dated October 2, 2019, and under section 115JB(5A) that if the Company opts for concessional income tax rate under section 115BAA/115BAB, the provisions of Minimum Alternate Tax ('MAT') under section 115JB of the Act shall not be applicable. Further, any carried forward MAT credit also cannot be claimed.

9. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Proposed IPO.

10. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

11. This statement does not discuss any tax consequences in any country outside India of an investment in the shares of the Company. The shareholders/investors in any country outside India are advised to consult their own professional advisors regarding possible tax consequences that apply to them under the laws of such jurisdiction.

12. The views expressed in this annexure are based on the facts and assumptions as indicated in the annexure. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Laxmi Dental Limited**

Name: Dharmesh Dattani
Designation: Chief Financial Officer

Place: Mumbai
Date: September 12, 2024

ANNEXURE III

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO LAXMI DENTAL LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS UNDER INDIRECT TAX LAWS AS MENTIONED BELOW

Outlined below are the special tax benefits available to the Company, its Shareholders and its material subsidiary under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, and respective State Goods and Services Tax Act, 2017, as amended from time to time, the Customs Act, 1962 ("Customs Act"), the Customs Tariff Act, 1975 ("Tariff Act"), and the Foreign Trade Policy, 2023 ("FTP"), as amended by the Finance Act 2024 applicable for the Financial Year 2024-25, presently in force in India (collectively referred to as "Indirect Tax Laws"). This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations").

A) To the Company

Based on the information provided, we understand that, currently, following tax benefit may be available under the Indirect Tax Laws:

1. Duty Drawback Scheme:

- Duty Drawback is a scheme which allows rebate for duty chargeable on any imported materials used in manufacture or processing of goods, manufactured in India and exported.

- Under Section 74 of the Customs Act, duty drawback to the extent of 98 percent of the duty paid on imported goods can be claimed for re-export, provided the goods are re-exported within two years of payment of import duty.

- Further, as per Section 75 of the Customs Act, drawback is allowed of duties of customs on any imported materials used in the manufacture or processing of goods, being goods which have been entered for export.

2. Advance Authorisation Scheme:

- Advance Authorisation is a scheme under FTP that allows duty-free import of inputs, which are physically incorporated in an export product. In addition to any inputs, packaging material, fuel, oil, catalyst which is consumed / utilized in the process of production of export product, is also allowed to be imported duty free.

- The quantity of inputs allowed for a given product is based on specific norms defined for that export product. The Directorate General of Foreign Trade ("DGFT") provides a sector-wise list of Standard Input-Output Norms ("SION") under which the exporters may choose to apply. Alternatively, exporters may apply for their own ad-hoc norms in cases where the SION does not suit the exporter.

- The inputs imported are exempt from duties like Basic Customs Duty, Additional Customs Duty, Education Cess, Anti-dumping duty, Safeguard Duty, Integrated tax, and Compensation Cess, wherever applicable, subject to certain conditions. Advance Authorisation covers manufacturer exporters or merchant exporters tied to supporting manufacturer(s).

3. Scheme for remission of duties and taxes on exported products ("RoDTEP"):

- The objective of the scheme is to refund, duties/taxes/levies, at the Central, State and local level, borne on the exported product, including prior stage cumulative indirect taxes on goods and services used in the production of the exported product.

- Under RoDTEP scheme, a rebate would be granted to eligible exporters for the exported products at a notified rate, subject to certain terms and conditions specified under the said scheme.

4. **Exemption available to Export Oriented Unit ("EOU"):**

- EOU scheme was introduced with an aim to promote exports, enhance foreign exchange earnings, attract investment for export production and employment generation.

- The Central Government has exempted import of goods, including capital goods and/or procurement from bonded warehouse from the whole of customs duty, integrated tax and compensation cess leviable under the Customs Tariff Act, 1975 for the purpose of manufacture of articles for export vide **Notification No. 52/03-Cus. dated March 31, 2003** as amended from time to time.

B) To The Shareholders

Based on the information provided by the management, we hereby state that no special tax benefits are available to the Shareholders of the Company under the Indirect Tax Laws.

C) To the Material Subsidiary

Based on the information provided by the management, we hereby state that no special tax benefits are available to its material subsidiary of the Company under the Indirect Tax Laws.

Notes:

1. This Annexure sets out the only the special tax benefits available to the Company, its Shareholders and its material subsidiary under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable State / Union Territory Goods and Services Tax Act, 2017, and relevant rules made thereunder ("GST Acts"), as amended from time to time, the Customs Act, 1962 ("Customs Act"), Customs Tariff Act, 1975 ("Tariff Act") and the Foreign Trade Policy, 2023 ("FTP") as amended by the Finance Act, 2024 applicable for the Financial Year 2024-25, presently in force in India.

2. Several of these benefits are dependent on the Company fulfilling the conditions prescribed under the relevant tax laws.

3. The Company confirms that they have not received any adverse tax order or notice or opinion (in writing or oral) mentioning/stating the ineligibility of the abovementioned tax benefits.

4. The benefits discussed above cover possible special benefits available to the Company. The above statement sets out the provisions of the law at a broad level in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

5. Our comments are based on specific activities carried out by the Company. Any variation in the understanding could require our comments to be suitably modified.

6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, the changing tax laws, each investor is advised to consult his/her own tax advisor with respect to specific tax implications arising out of their participation in the Proposed IPO.

7. This annexure covers benefits available only under indirect tax laws as defined above and does not cover benefits under any other law.

8. These comments are based upon the provisions of the specified/defined Indirect Tax Laws as stated above and judicial interpretation thereof prevailing in the country as on date, presently in force in India.

9. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Laxmi Dental Limited**

Name: Dharmesh Dattani
Designation: Chief Financial Officer

Place: Mumbai
Date: September 12, 2024

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Laxmi Dental Lab USA Inc
970 New Brunswick Avenue, Rahway, NJ 07065

Sub: Statement of possible special tax benefits available to Laxmi Dental Lab USA Inc ("Company") and its shareholders.

1. We, NJ Sehgal & Associates Inc, the accountants of the Company hereby confirm the enclosed statement in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under US Tax Laws (together referred as "**Taxation Laws**") regulations, circulars and notifications issued thereon, as applicable to the [assessment year 2025-2026 relevant to the financial year 2024-2025], available to the Company and its shareholders. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

5. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

6. We do not express any opinion or provide any assurance whether:

   - The Company and its shareholders will continue to obtain these benefits in future;
   - The conditions prescribed for availing the benefits have been/would be met;
   - The revenue authorities/courts will concur with the views expressed herein.

7. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates,

shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

8. This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in the draft red herring prospectus, red herring prospectus, the prospectus and any other material in connection with the proposed initial public offering of equity shares of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For **NJ Sehgal & Associates Inc**
370 Campus Drive, Suite 138
Somerset, NJ 08873

Partner: Anshuman Sehgal
Membership No: 20CC03855700

Place: Somerset, New Jersey, United States of India
Date: September 12, 2024

Cc:

Laxmi Dental Limited
Office No. 103, Akruti Arcade, J.P. Road,
Opposite A.H. Wadia High School,
Andheri West, Mumbai City,
Mumbai, Maharashtra, India, 400058.

CC:

Book Running Lead Managers		
Nuvama Wealth Management 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

Legal Counsel to the Company as to Indian Law	**Legal Counsel to the Book Running Lead Managers as to Indian Law**
IndusLaw 1502B, 15th Floor, Tower – 1C, One World Centre, Senapati Bapat Marg, Lower Parel Mumbai 400 013 Maharashtra, India	**Trilegal** One World Centre, 10th Floor, Tower 2A and 2B Senapati Bapat Marg Lower Parel, Mumbai 400 013 Maharashtra, India

Annexure I:

Following is list of some of possible tax benefits that could be used by Laxmi Dental Lab USA Inc:

1. Section 179 Expense Deduction: Using the Section 179 deduction, you can write off the entire purchase price of qualifying equipment up to the deduction limit of $1,220,000

2. Bonus Depreciation: bonus depreciation is generally limited to 60% for property placed into service during 2024 and 40% for 2025.

3. Research & Development Credit: Companies that spend money developing new products, processes or services; or enhancing existing ones, are eligible for R&D tax relief. If you're spending money on your innovation, you can make an R&D tax credit claim to receive either a cash payment and/or Corporation Tax reduction.

4. Regular Depreciation: Depreciation is an annual income tax deduction that allows you to recover the cost or other basis of certain property over the time you use the property. It is an allowance for the wear and tear, deterioration, or obsolescence of the property.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

1. MACROECONOMICS OVERVIEW

1.1. GLOBAL GDP GROWTH

The Global GDP growth is showing signs of rebound following the Covid-19 pandemic; with short-term sluggishness attributed to geopolitical and financial challenges expected to give way to stronger long-term growth.

1.1.1 WORLD, ADVANCED ECONOMIES, EMERGING MARKETS, AND DEVELOPING ECONOMIES

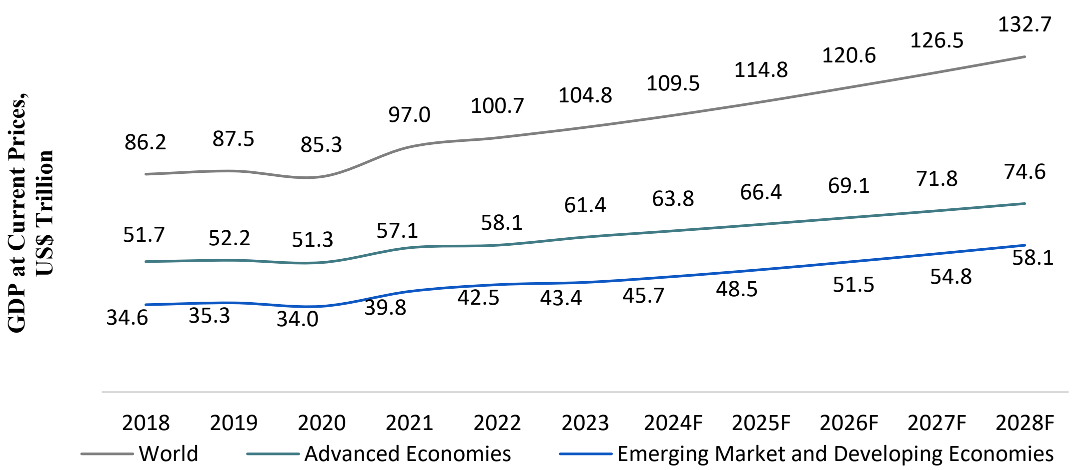
Emerging economies [1] will be the beacon of growth, outpacing GDP growth in advanced economies[1].

The confluence of pandemic-induced shutdowns, compounded by supply chain intricacies and the Russia-Ukraine conflict, has resulted in significant disruptions in energy and food markets, sparking a substantial inflationary surge and exacerbating a cost-of-living crisis. In response, many nations have adopted stricter monetary policies, which, while moderating GDP growth, are still propelling it forward.

Notably, there is a forecasted global GDP growth rate of 4.9% from 2024 to 2028, surpassing the historical average of 4.0% from 2018 to 2023. This anticipated rise is buoyed by Emerging Markets and Developing Economies, which are expected to achieve a CAGR of 6.2% during this period. Several factors contribute to this robust growth, including increased private consumption, elevated corporate expenditures, favorable demographics, strengthened balance sheets, improved macroeconomic stability reducing the need for policymakers to tighten monetary policies, and structural policy reforms.

Conversely, Advanced Economies are anticipated to record a comparatively more modest CAGR of 4.0%. Nevertheless, this marks an improvement from past figures, driven by positive employment prospects in the United States and rising consumption trends in Europe. This optimistic long-term economic outlook is poised to stimulate global investments and bolster demand in vital sectors, such as healthcare.

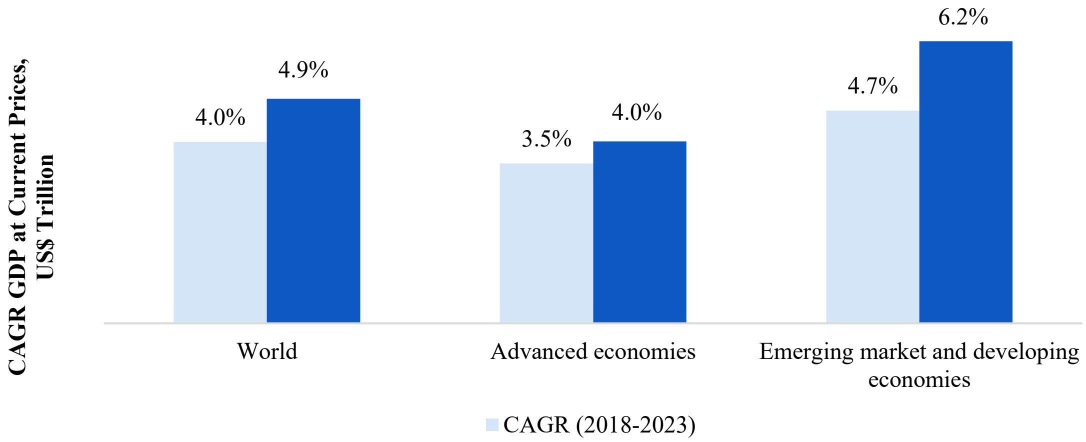
Exhibit 1.1: GDP at Current Prices, Global, 2018-2028F



Source: World Economic Outlook-April 2024, Frost & Sullivan

[1] https://www.imf.org/en/Publications/WEO/weo-database/2024/April/groups-and-aggregates

Exhibit 1.2: CAGR GDP at Current Prices, Global, 2018-2028F



Source: World Economic Outlook-April 2024, Frost & Sullivan

1.1.2. G7 COUNTRIES AND KEY EMERGING MARKET COUNTRIES

The GDP growth is shifting from advanced economies of G7[2] to emerging economies like Asia, particularly India.

Apart from Sub-Saharan Africa and the ASEAN 5, India and China are emerging as two of the largest and swiftest-growing economies. Notably, India’s growth rate between 2018 and 2023 was higher than China (5.7% vs. 5.0%) and India's projected GDP growth between 2024 and 2028 is nearly 1.7 times that of China's (10.3% vs. 5.9%).

India's resilience amid the pandemic, coupled with emerging geopolitical trends such as the "China plus one" strategy, thrusts it into the spotlight. Meanwhile, China contends with challenges stemming from a vulnerable property sector, geopolitical uncertainties, and waning export momentum, projecting a growth rate of 5.9% from 2024 to 2028. India's GDP at current prices reached US$ 3.6 trillion in 2023 and is anticipated to climb to US$ 5.8 trillion by 2028, maintaining a strong CAGR of 10.3% from 2024 to 2028.

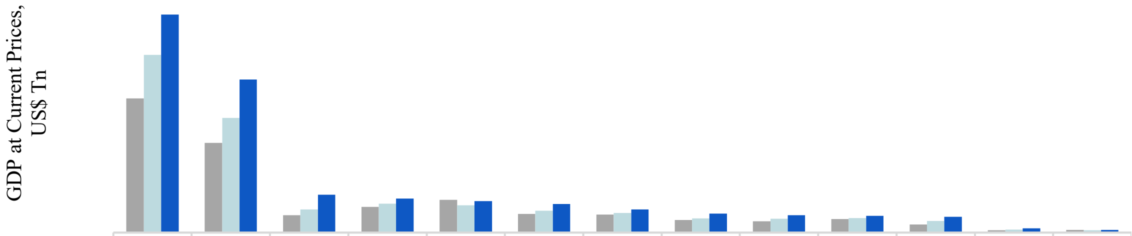
As a result, India is poised to ascend as the world's third-largest economy by 2028, surpassing Japan and Germany, with a GDP surpassing US$ 5 trillion. India aims to achieve developed economy status by 2047, underpinned by a strong growth projection of 10.3% between 2024 and 2028. This growth surge is fueled by escalating domestic demand, substantial government, and private global investments, reinforced global ties and reforms centered around Atmanirbhar Bharat, and a flourishing micro, small, and medium-sized enterprise (MSME) sector.

Economies such as Brazil, Mexico, the Philippines, and South Africa are also on track for robust growth. Their strengths lie in a resilient agriculture sector, burgeoning consumption trends, significant presence in nickel mining, and secure manganese supply, respectively. Although several of these economies match the growth pace of India and China, their smaller size and population make them less attractive for substantial investments.
In contrast, the G7 nations, characterized by mature economies, concentrated markets, and aging populations, confront limited growth prospects. These economies are deeply affected by global banking uncertainties, ongoing conflicts (Israel-Palestine and Russia-Ukraine), and tighter monetary policies, emphasizing the dynamic shift toward rapidly growing Emerging and Developing Asian economies.

[2] https://www.imf.org/en/Publications/WEO/weo-database/2023/April/groups-and-aggregates

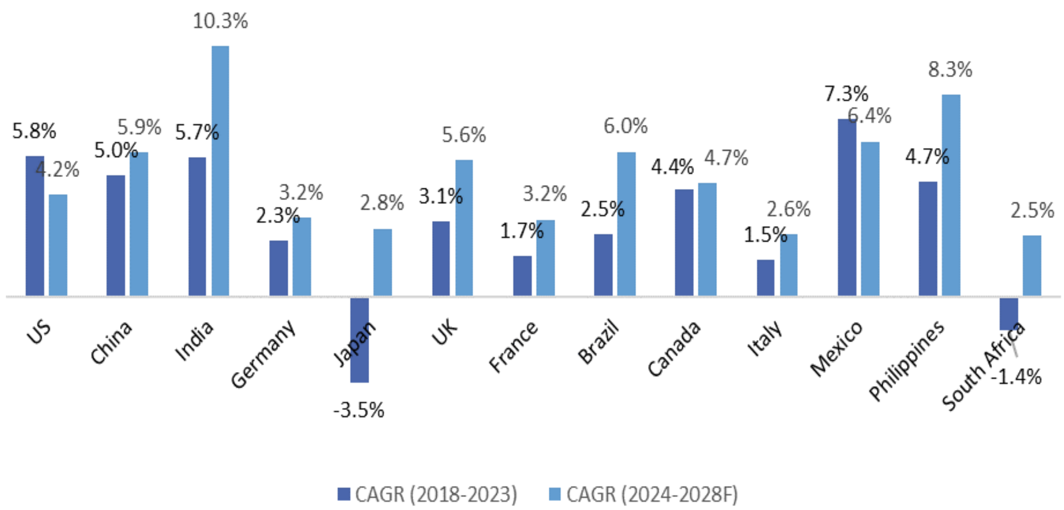
Source: World Economic Outlook-April 2024, Frost & Sullivan

Exhibit 1.3: GDP at Current Prices, Select Countries, 2018-2028F



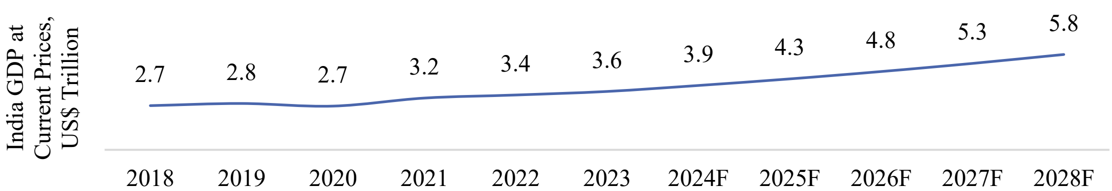
	USA	China	India	Germany	Japan	UK	France	Brazil	Canada	Italy	Mexico	Philippines	South Africa
2018	20.7	13.8	2.7	4.0	5.0	2.9	2.8	1.9	1.7	2.1	1.3	0.3	0.4
2023	27.4	17.7	3.6	4.5	4.2	3.3	3.0	2.2	2.1	2.3	1.8	0.4	0.4
2028F	33.6	23.6	5.8	5.2	4.8	4.4	3.5	2.9	2.7	2.6	2.4	0.7	0.4

Exhibit 1.4: CAGR of GDP at Current Prices, Select Countries, 2018-2028F



Source: World Economic Outlook-April 2024, Frost & Sullivan

Exhibit 1.5: GDP at Current Prices, India, 2018-2028F



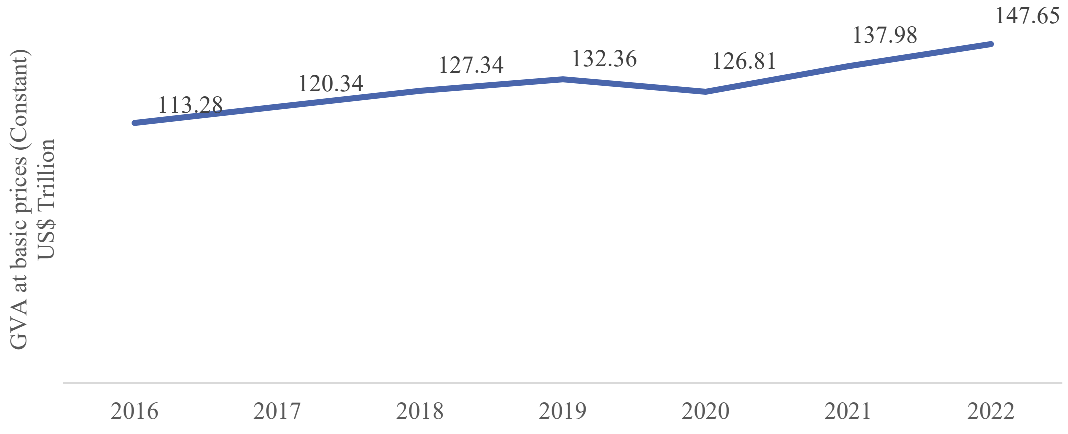
Source: World Economic Outlook-April 2024, Frost & Sullivan

Table 1.1: Growth Rates for India GDP at Current Prices		
	CAGR (FY18 – FY23)	**CAGR (FY24 – FY28F)**

Table 1.1: Growth Rates for India GDP at Current Prices		
India	5.7%	10.3%

Source: World Economic Outlook-April 2024, Frost & Sullivan

Exhibit 1.6: Gross Value Added (GVA) at basic prices (Constant), US$ Tn, 2016 - 2022
CAGR = 4.5%



Source: World Bank, Frost & Sullivan

1.2. GDP PER CAPITA

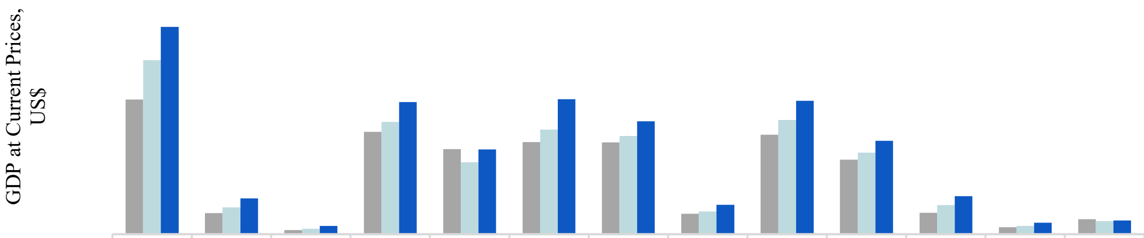
The GDP growth is also outpacing the population growth, leading to higher GDP per capita worldwide, but the growth remains more pronounced in emerging economies.

GDP per capita serves as a key indicator of economic prosperity, providing insight into the average income per person. As per data from the International Monetary Fund (IMF), global GDP per capita has shown significant growth, rising from US$ 10.92 thousand in 2017 to US$ 13.36 thousand in 2023, indicating a CAGR of 3.4%.

In 2023, among the G7 nations, the United States led with the highest GDP per capita at current prices, reaching US$ 81,632, closely followed by Canada, Germany, and the United Kingdom. However, despite their strong purchasing power, these advanced economies have reached a saturation point, with GDP per capita growth plateauing, typically remaining in the range of 2-5%. A modest recovery is expected, with growth projected to range between 3-6% from 2024 to 2028.

In contrast, emerging market economies are poised for robust and sustained growth. Among these economies, China and Mexico had the highest GDP per capita at current prices in 2023, standing at US$ 13,642 and US$ 12,643, respectively. However, India stands out with the most impressive projected CAGR of 9.4% between 2024 and 2028, indicating significant potential for rapid expansion in the near future.

Exhibit 1.7: GDP per capita at Current Prices, Select Countries, 2018-2028F



	USA	China	India	Germany	Japan	UK	France	Brazil	Canada	Italy	Mexico	Philippines	South Africa
2018	63,165	9,849	1,974	47,961	39,850	43,275	43,061	9,630	46,618	34,918	9,971	3,280	6,992
2023	81,632	12,643	2,500	52,727	33,806	49,099	46,001	10,642	53,548	38,326	13,642	3,868	6,138
2028F	97,231	16,782	3,911	61,965	39,820	63,279	53,040	13,847	62,636	43,835	17,883	5,463	6,444

Source: World Economic Outlook-April 2024, Frost & Sullivan

Table 1.2: CAGR for GDP per Capita (at Current Price)

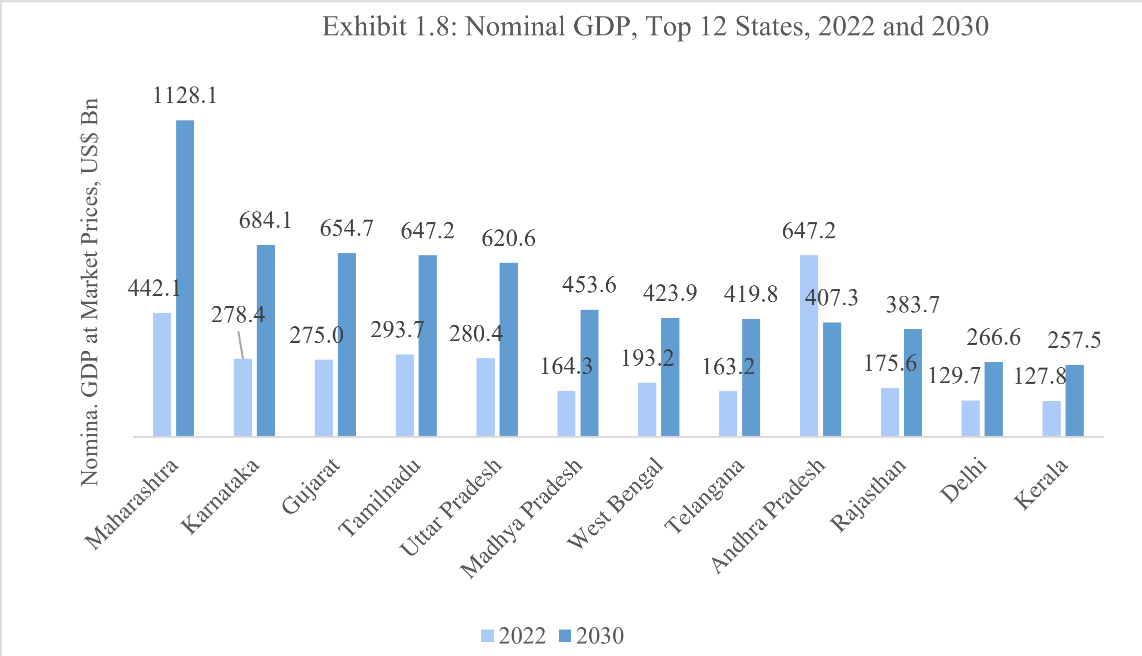
Country	CAGR (2018-2023)	CAGR: (2024-2028F)
USA	5.3%	3.3%
China	5.1%	6.3%
India	4.8%	9.4%
Germany	1.9%	3.4%
Japan	-3.2%	4.7%
United Kingdom	2.6%	5.5%
France	1.3%	2.9%
Brazil	2.0%	5.1%
Canada	2.8%	3.4%
Italy	1.9%	2.6%
Mexico	6.5%	4.1%
Philippines	3.4%	7.2%
South Africa	-2.6%	1.9%

Source: World Economic Outlook-April 2024, Frost & Sullivan

1.2.1. GDP OF TOP STATES IN INDIA

India is witnessing increased commercial activity in many states and some big states will grow their GDP significantly by 2030.

Top 5 states in India (Maharashtra, Karnataka, Gujarat, Tamil Nadu, and Uttar Pradesh) will account for 56.0%, and the top 12 states to account for 96% of the country's GDP in 2030. Tamil Nadu, Uttar Pradesh, Karnataka, and Gujarat will become half-a-trillion-dollar economies by 2030, and Telangana, Madhya Pradesh, Maharashtra, Karnataka and Gujarat are expected to register the biggest jumps in contribution to the national GDP with growth rates of above 11%.



Source: Ministry of Statistics and Programme Implementation (MOSPI); Frost & Sullivan

Table 1.3: Projected Growth rate of Top 12 states by GDP (2020 – 2030)	
Maharashtra	**12.4%**
Karnataka	**11.9%**
Gujarat	**11.5%**
Tamil Nadu	10.4%
Uttar Pradesh	10.4%
Madhya Pradesh	**13.5%**
West Bengal	10.3%
Telangana	**12.5%**
Andhra Pradesh	-5.6%
Rajasthan	10.3%
Delhi	9.4%
Kerala	9.2%

Source: Ministry of Statistics and Programme Implementation (MOSPI); Frost & Sullivan

1.3. INDIA’S PRIVATE FINAL CONSUMPTION EXPENDITURE (PFCE)

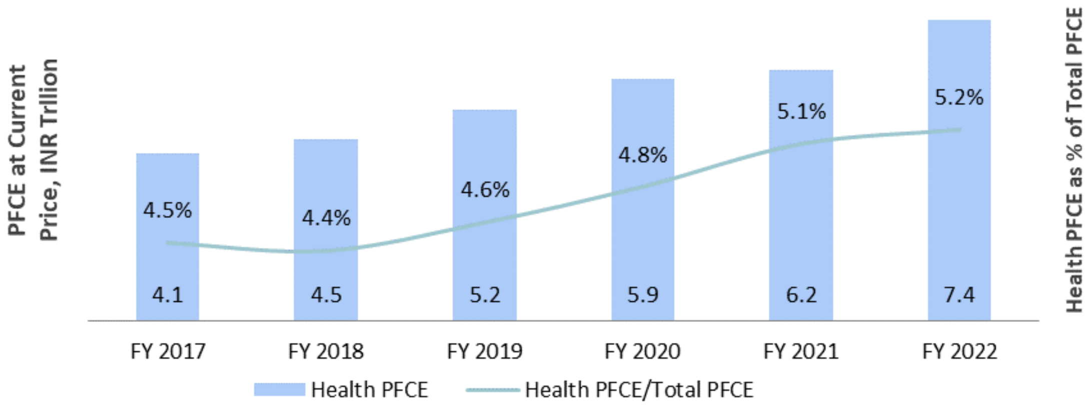
Increasing confidence in financial growth and stability in the country is also reflected in increasing PFCE, with a notable rise in expenditure on education and health.

Private Final Consumption Expenditure (PFCE), representing the expenditures made by households and individuals on goods and services, excluding government spending and net exports, constitutes the largest share of India's Gross Domestic Product (GDP). PFCE to GDP ratio at current prices during 2021-22 and 2022-23 are estimated at 61.0% and 60.9% respectively. Furthermore, the PFCE has grown drastically from FY12 to FY22 at a CAGR of 307.7%. This surge in PFCE is a testament to the escalating demand for services, driven by growing confidence in the economy and personal financial stability.

Among the various components of PFCE, including housing, water, food, non-alcoholic beverages, electricity, gas, other fuels, and transportation, the most notable growth between FY 2017 and FY 2022 was observed in communication, education, and health. Health, in particular, saw a noteworthy increase, accounting for 5.2% of the total PFCE in FY 2022, up from 4.5% in FY 2017.

Health PFCE encompasses expenditures related to a wide range of healthcare services, such as doctor's fees, hospital charges, medications, medical tests, and health insurance premiums, along with other healthcare-related expenses. This statistic serves as an indicator of the overall affordability and accessibility of healthcare within the nation.

Exhibit 1.9: India's PFCE on Health at Current Price: FY 2012 - FY 2022



Source: Ministry of Statistics & Programme Implementation, Frost & Sullivan

Table 1.4: Growth Rates for India's PFCE on Health at Current Price

	CAGR (FY17 – FY22)
Health PFCE	12.5%
Total PFCE	9.3%

Source: Ministry of Statistics & Programme Implementation, Frost & Sullivan

1.4. GROWTH DRIVERS FOR INDIA'S GDP

India's unique demographic dividend and commendatory reforms are accelerating economic growth in the country.

1.4.1. Demographic Advantage

India not only holds the distinction of being the world's most populous nation but also possesses a uniquely expanding working-age demographic, which stands in sharp contrast to many regions facing aging and shrinking working populations. As of 2022, a substantial 49.8% of India's population belonged to the working age group of 25 to 64 years, showing an increase from 47.8% in 2017, and this percentage is projected to further rise to 51.7% by 2027. India's youthful population presents a significant competitive advantage in terms of labor force availability. Moreover, the country's large pool of graduates, particularly in Science, Technology, Engineering, and Mathematics (STEM) fields, proficient in English, distinguishes India from other nations. This advantage proves especially beneficial in skill-intensive industries such as medical device research and development (R&D) and manufacturing. Additionally, the rapid urbanization and rising income levels of the working population will stimulate demand for goods and services, further propelling growth.

1.4.2. Government Reforms for Manufacturing Sector

Historically, manufacturing has contributed 16-17% to the country's GDP. With a focus on boosting manufacturing across sectors including automotive, engineering, chemicals, pharmaceuticals, medical devices, and consumer durables through initiatives like the Production-Linked Incentive (PLI) scheme, PM Gati Shakti- National Master Plan (NMP), and industrial development schemes in states with industrial backwardness, the manufacturing sector is expected to represent 25% of GDP by 2025. These reforms are anticipated to concurrently enhance India's Business Environment Rankings (BER), particularly in infrastructure improvement, from the 14th position in the 2018-2022 period to the 10th position in the 2023-2027 period, positioning India ahead of the Philippines, Indonesia, and Vietnam.

1.4.3. POSITIVE GOVERNMENT REFORMS

From economic to structural reforms, the government's initiatives have bolstered investment and streamlined growth across several sectors, most notably pharmaceutical and medical device manufacturing.

1.4.3.1. FDI POLICY

India has been steadily enhancing its Foreign Direct Investment (FDI) policies to foster a more favorable investment environment through simplified procedures, sectoral reforms, digital initiatives, Intellectual Property Rights (IPR) Protection, Bilateral Investment Treaties (BITs), and attractive incentives. The Government's 100% FDI approval for Medical Device industry under the automatic route for both brownfield and greenfield setups (introduced in 2015) is expected to boost the industry. From April 2000 to September 2023, FDI inflow in the medical and surgical appliances sector stood at US$ 3.22 Bn. Strong FDI inflows also reflect confidence among global players on the Indian medical devices market.[3]

1.4.3.2. EMERGENCE OF PUBLIC INSURANCE COVERAGE AND INTEGRATION OF PUBLIC AND PRIVATE HEALTHCARE DELIVERY SECTORS

The Government of India is working towards addressing the demand and supply gap across the healthcare sector in insurance, manufacturing, and healthcare delivery services through the expansion of public insurance coverage and integration of public and private healthcare delivery sector (Increased government interventions with PM-JAY coverage, access, and upgradations)

1.4.3.3. PRADHAN MANTRI JAN AROGYA YOJANA (PM-JAY)

PM-JAY scheme under Ayushman Bharat, launched in 2018, is the world's largest health insurance, providing access to 12 crore families with INR 5 Lakh health cover per family to avail healthcare services in secondary and tertiary care hospitals (in both public and private sector). There are ~70 crore beneficiaries under the scheme. By 2047, IRDAI aims to achieve "Insurance for All", and PM-JAY is an integral part of that program. IRDAI's efforts to drive insurance penetration is likely to help India move to the top 5 countries in the global insurance market in terms of revenues by 2047.

1.4.3.4. DEVELOPMENT OF "MAKE IN INDIA" PROGRAMS FOR PHARMACEUTICALS AND MEDICAL DEVICES WITH PLI SCHEME

In medical devices, India is the fourth largest in Asia and stands amongst the top 20 markets in the world. Majority of domestic manufacturers (65%) operate in the consumables segment and cater to local consumption with limited exports.

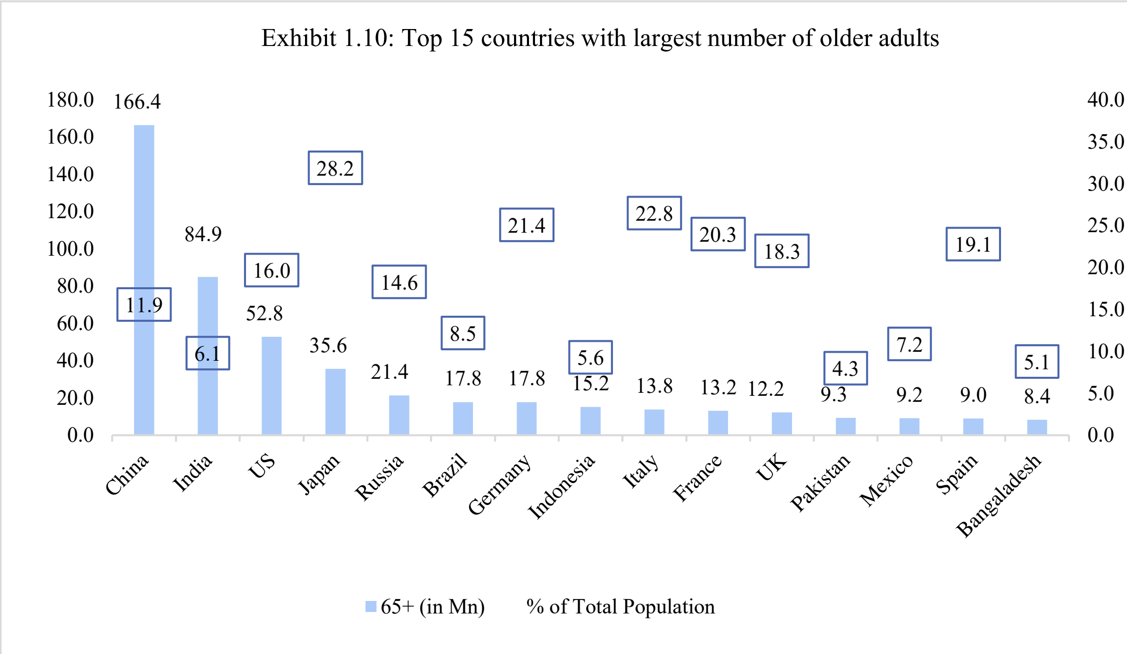
The Indian Government is taking supportive measures such as promoting indigenous manufacturing of high-tech medical devices, production-linked incentive schemes (PLIs) on medical devices and establishing new medical devices park to boost overall growth of India's domestic medical devices market. To reduce import dependency on capital equipment and high-end medical products, the Government of India has launched the 'Make in India' initiative, and as of March 2024, there were 26 approved applicants under PLI for medical devices, with a committed investment of INR 1,206 crore (US$ 147 million). In 2019, the Government undertook to set up four medical device parks in Andhra Pradesh, Telangana, Tamil Nadu, and Kerala which will be equipped with the necessary infrastructure, reducing the manufacturing costs.

1.5. GLOBAL AGEING POPULATION

[3] Indian Brand Equity Federation

Globally, people are living longer. Most people nowadays can anticipate living well into their sixties and beyond. Both the number and percentage of older people in the population are rising in every nation on the planet. One in six individuals on the planet will be 60 years of age or older by 2030. At this point, there will be 1.4 Bn people over the age of 60, up from 1 Bn in 2020. The number of individuals in the world who are 60 years of age or older is expected to double (to 2.1 Bn) by 2050. It is anticipated that between 2020 and 2050, the number of people 80 years of age or older will triple, reaching 426 Mn. The proportion of the world's population over 60 years will nearly double from 12% in 2015 to 22% in 2050.[4] China, India, US, Japan, and Russia are the top 5 countries with largest number of older adults.[5]

Source: Population Reference Bureau, United Nations Population Division, World Population Prospects 2019, Frost & Sullivan



1.6. GLOBAL DISPOSABLE INCOME

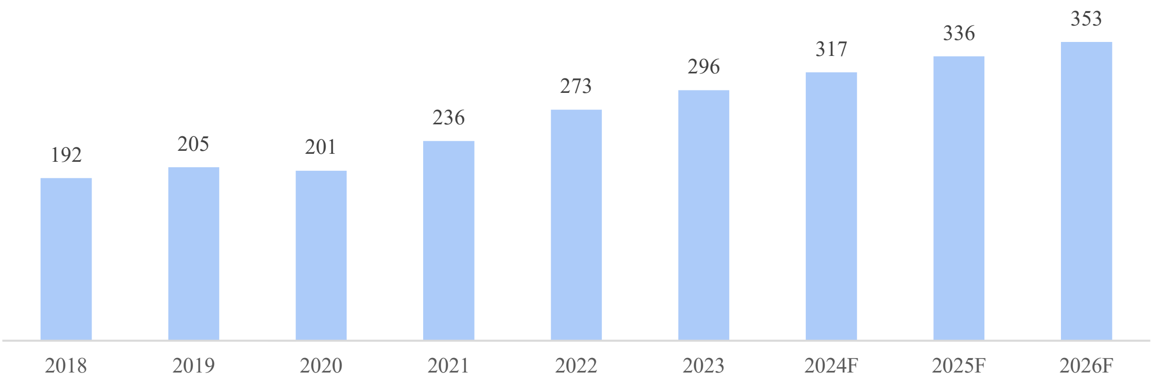
Household net adjusted disposable income is the amount of money that a household earns, or gains, each year after taxes and transfers. It represents the money available to a household for spending on goods or services. Household adjusted disposable income includes income from economic activity (wages and salaries; profits of self-employed business owners), property income (dividends, interests, and rents), social benefits in cash (retirement pensions, unemployment benefits, family allowances, basic income support, etc.), and social transfers in kind (goods and services such as health care, education, and housing, received either free of charge or at reduced prices). Across the OECD (Organization for Economic Co-operation and Development), the average household net adjusted disposable income per capita is US$ 30,490 a year. [6]

1.6.1. DISPOSABLE INCOME IN INDIA

India’s total disposable personal income increased to INR 296 Mn in 2023 from INR 192I Mn in 2018 growing at a CAGR of 9%.[7] The total disposable personal income is estimated to reach INR 353 Mn in 2026.

[4] WHO, Ageing and Health
[5] Population Reference Bureau, United Nations Population Division, World Population Prospects 2019
[6] OECD BetterLifeIndex
[7] Trading Economics, Ministry of Statistics & Programme Implementation

Exhibit 1.11: Disposable Income in India (INR Mn), 2018-2026F
CAGR (2018-23): 9%



Source: Ministry of Statistics & Programme Implementation, Frost & Sullivan

While India's Upper-middle and High-income class population is expected to have positive growth from 2021 to 2031 (5% and 12%), the Low-income and Lower-middle income population is expected to decline (-9% and --3%).

Table 1.5: Population growth across income segments, 2021-2030

Income class	Income level at 2020-21 prices	Population (2021), Mn	Population (2031F), Mn	CAGR (2021-30F)
Low-income	< 1.25 Lakh	196	79	-9%
Lower-middle	1.25 – 5 Lakh	732	568	-3%
Upper-middle	5 – 30 Lakh	432	715	5%
High	>30 Lakh	56	169	12%

Source: People Research on India's Consumer Economy (PRICE), Frost & Sullivan

1.7. GLOBAL HEALTHCARE OUTLOOK (US, UK)

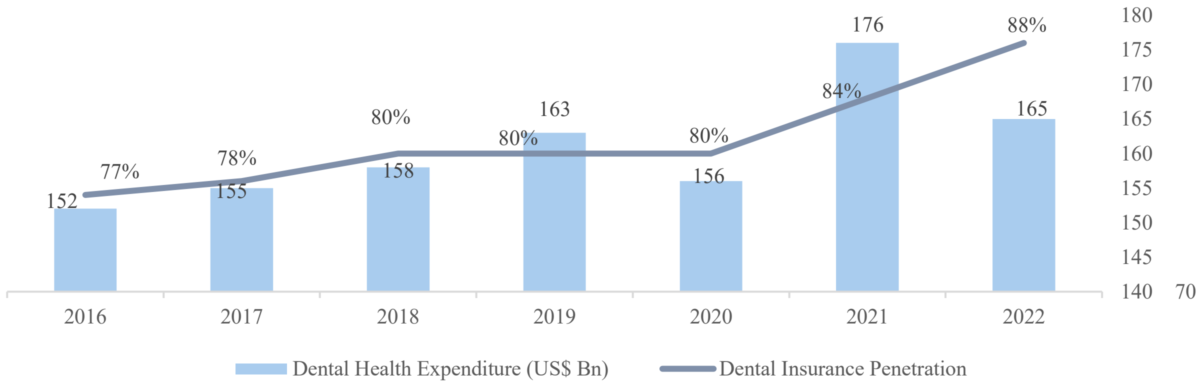
1.7.1 UNITED STATES

The Unites States spent about 16.6% of its GDP in health care in 2022. The spending grew 4.1% to reach US$4.5 trillion in 2022, faster than the increase of 3.2 percent in 2021. The per capita healthcare spending in 2022 was US$ 12,222, 2.9% increase from 2021, driven by strong growth in Medicaid and private health insurance spending .[8,9] The share of insured population in the US is 92% in 2022 which is historical high, and Private health insurance enrollment increased by 2.9 Mn individuals and Medicaid enrollment increased by 6.1 Mn individuals in 2022 compared to 2021.[9] US Healthcare spending Per Capita and as a percentage of GDP is far higher than other high-income countries. Other advanced economies spend US$ 6,651 Per capita on Healthcare which is about half of what the U.S. spends.[8] Health spending is projected to return to an annual growth rate of 4.8% between 2022 and 2031, as the consumption of health care services (utilization) rebounds and health sector prices grow due to inflation.[10] Over the course of 2025–30, the average annual growth in national health expenditures is projected to exceed that of the overall economy, which is expected to result in a health share of the economy up to 19.6% by 2030.[11]

As per American Dental Association, the National Dental Expenditure in the US increased from US$ 152 Bn in 2016 to US$ 165 Bn in 2022, and as per National Association of Dental Plans, the total dental insurance enrollment increased from 77% in 2016 to 88% in 2022.

[8] Peterson – KFF Health System Tracker (January 2024)
[9] Center for Medicare and Medicaid Services, National Health Expenditures 2022 Highlights
[10] Kaiser Family Foundation (KFF), How Much is Health Spending Expected to Grow? (October 2023)
[11] Health Affairs, National Health Spending Projected to Hit $6.8 Trillion by 2030 (March 2022)

Exhibit 1.12: US Dental Health Expenditure (US$ Bn) and Dental Indusrance Penetration, 2016-2022



Source: American Dental Association, Frost & Sullivan

1.7.2 UNITED KINGDOM

The United Kingdom spends about 11.3% of its GDP on Healthcare. The Per Capita spend on healthcare is US$ 4,986.[12] UK healthcare expenditure was around US$350 billion in 2022, an increase of 0.7% from 2021.[13] In the UK, the share of public funding for health is high and it has remained relatively unchanged at around 80% of total health spending for over the last two decades. Through Government funded National Health Service (NHS), UK citizens enjoy high levels of protection against the financial consequences of ill health and minimal out-of-pocket payments.

2. INDIAN HEALTHCARE LANDSCAPE

2.1. INCREASED HEALTHCARE EXPENDITURE

Healthcare has been an underpenetrated segment historically but with rising levels of disposable income in comparison to peers and heightened post-pandemic awareness of superior health management, focus on healthcare is growing, leading to increased discretionary spending on the segment.

2.1.1. RISING HEALTHCARE EXPENDITURE DUE TO AGING POPULATION AND HEALTHCARE NEEDS

The share of senior citizens will increase to about 21% by 2030, creating demand for specialized healthcare services, including dental care services.

In India, the proportion of the old has been rising quickly in recent years, and this trend is probably going to continue in the decades to come. It is anticipated that the proportion of the population over 65 will rise from 10.5 percent in 2022 to 20.8 percent in 2050. The elderly will make up more than 36% of the nation's population by the end of the century.[14] With an aging population and increased life expectancy, the need for health care specialized services such as nutritional services, chronic health services, dental services, and home care services is expected to have a larger role. The aging of the population increases the prevalence of acute and chronic illnesses and drives healthcare consumption, including dentistry.

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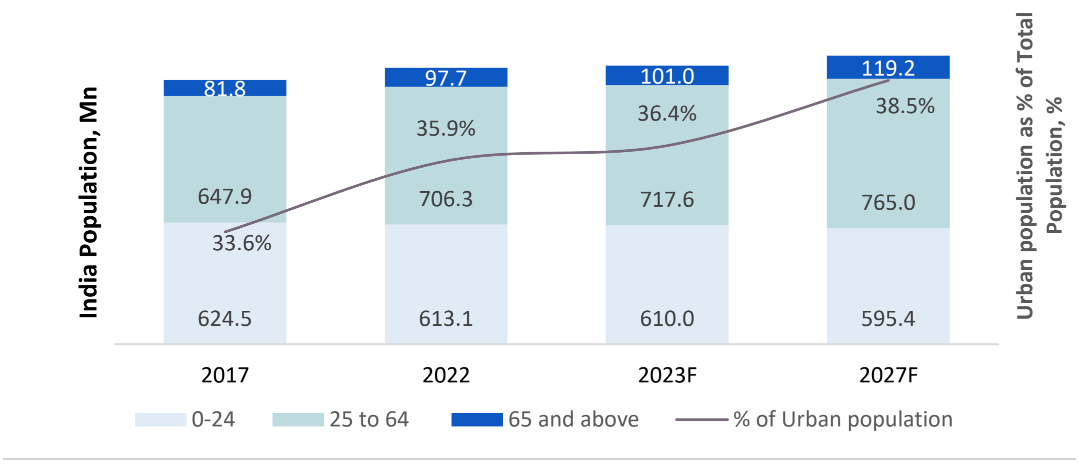
[12] OECD Health at a Glance 2023 Country Note (UK)
[13] Office for National Statistics (UK)
[14] UNFPA, India Ageing Report

Exhibit 2.1: India's Population Distribution by Age Group: 2017 - 2027F



Source: World Bank, Frost & Sullivan

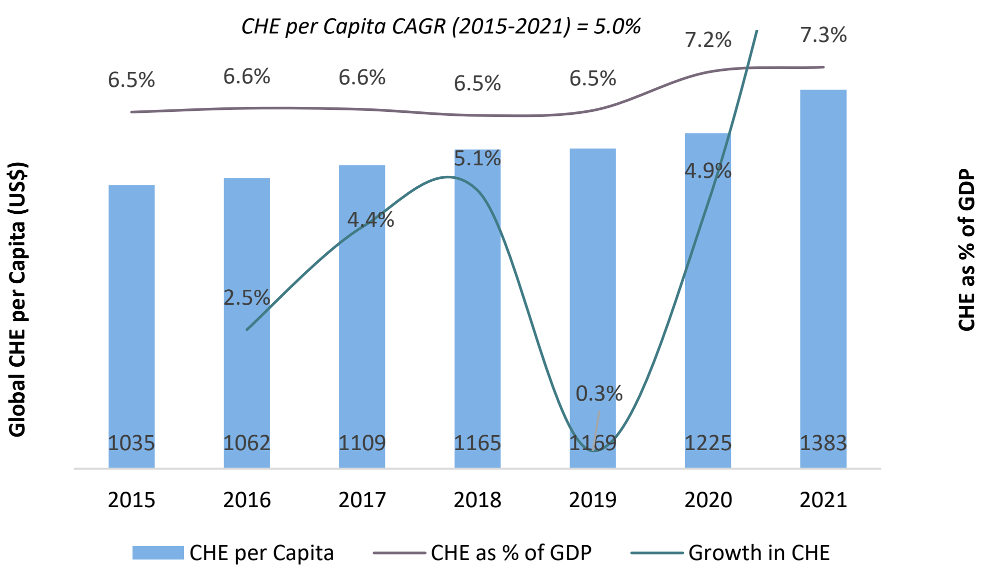
2.1.2. GLOBAL CURRENT HEALTHCARE EXPENDITURE

Government policies, economic conditions, healthcare reforms, and personal awareness have increased healthcare spending.

Current healthcare expenditure (CHE) as a percentage of GDP is on an upward trajectory with rising economies, increased accessibility and affordability, advances in medical technology, growing prevalence of chronic diseases, aging population, post-pandemic behavioral changes, and heightened focus on wellness and self-medication. In the five years between 2015 and 2021 CHE per Capita increased at a CAGR of 6.0%, reaching 7.3% of GDP in 2021, up from 6.5% in 2015. Globally, nearly 63.4% of healthcare expenditure is shouldered by domestic general government sources, with 36.4% coming from domestic private sources. External sources contribute a minimal 0.24% to global healthcare spending.

Furthermore, in 2020, 16.4% of healthcare expenditure was paid out-of-pocket, reflecting significant financial burden borne by individuals and households.

Exhibit 2.2: Global Current Healthcare Expenditure (CHE) : 2015 - 2021



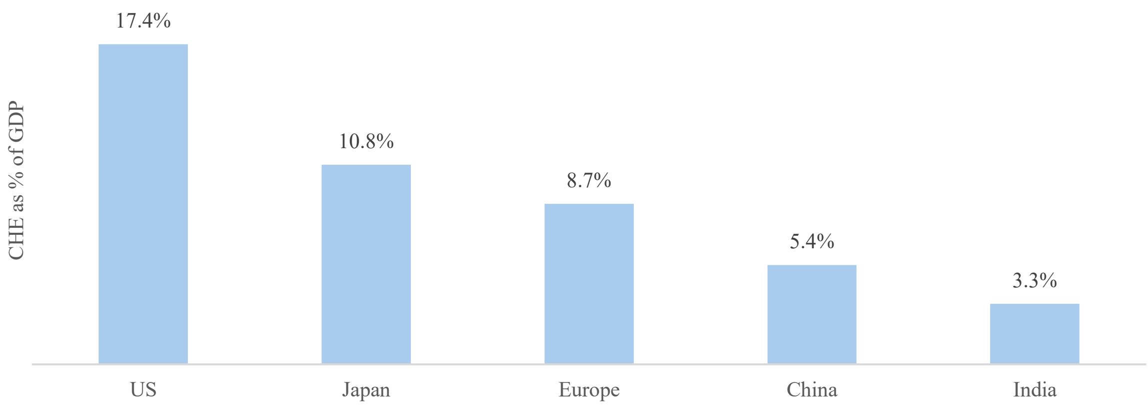
Source: WHO, Frost & Sullivan

2.1.3. CURRENT HEALTHCARE EXPENDITURE IN INDIA COMPARED TO OTHER KEY COUNTRIES

India's healthcare spending is increasing but remains lower than its peers. It heavily relies on Out-of-Pocket payments, emphasizing the need for affordable alternatives, such as affordable healthcare services.

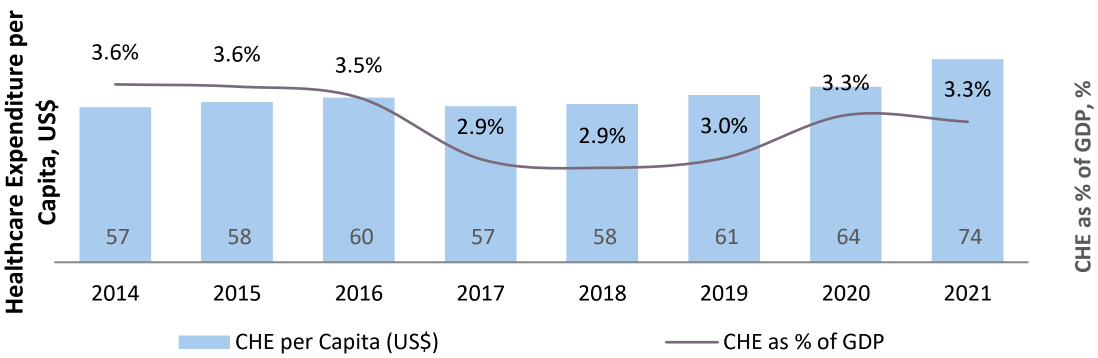
India's CHE as a percentage of GDP is a mere 3.3%, which is very low compared to developing and other Asian peers, implying huge scope for affordable healthcare products and services. Compared to global economies, healthcare expenditure has been historically low in India because of high dependence on Out-of-Pocket (OOP) expenditure and the under-penetration of healthcare and ancillary services. However, as private insurance coverage increases, government insurance schemes such as Ayushman Bharat widen and strengthen the overall healthcare expenditure, which is expected to increase further. The early signs of the impact of ongoing changes are already evident from declining dependence on OOP. India's Current Healthcare Expenditure (CHE) per Capita has increased from US$ 57 in 2014 to US$ 74 US$ in 2021 at a CAGR of 3.9%.

Exhibit 2.3: Current Healthcare Expenditure as % GDP by Country: 2020



Source: WHO, Frost & Sullivan

Exhibit 2.4: India's Current Healthcare Expenditure at Current Prices, 2014-2021



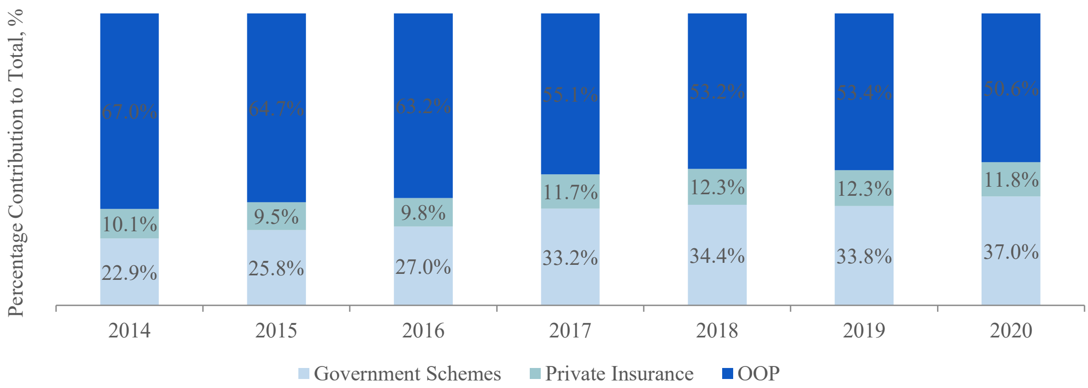
Source: WHO, Frost & Sullivan

2.1.4. CURRENT HEALTHCARE EXPENDITURE IN INDIA BY SOURCE OF FUNDING

India is witnesing rising insurance adoption and increasing healthcare coverage from the government. However, high out-of-pocket expenditure continues to impose a financial burden on individuals.

India is witnessing increasing healthcare financing from the government. A pivotal government initiative, the Ayushman Bharat Pradhan Mantri Jan Arogya Yojana (AB-PMJAY), provides comprehensive hospitalization coverage to approximately 70 crore individuals, or the lower 50% of the population. Social and private voluntary health insurance covers 20% of the population, accounting for 25 crore individuals[15]. Government expenditure as a percentage of healthcare expenditure in India has grown from 25.6% in 2015 to 36.6% in 2020. However, India's Out-of-Pocket (OOP) healthcare spending, at 50.6% in 2020, is notably high compared to other healthcare funding schemes within the nation. Furthermore, this OOP burden surpasses that of Asian peers, who typically rely on OOP for approximately 30-35% of healthcare expenses, significantly exceeding the World Health Organization's recommended range of 15-20%[16]. Encouragingly, India's OOP expenditure has been declining, reducing from 64.7% in 2015 to

Exhibit 2.5: India's CHE by Financing Scheme: 2014-2020



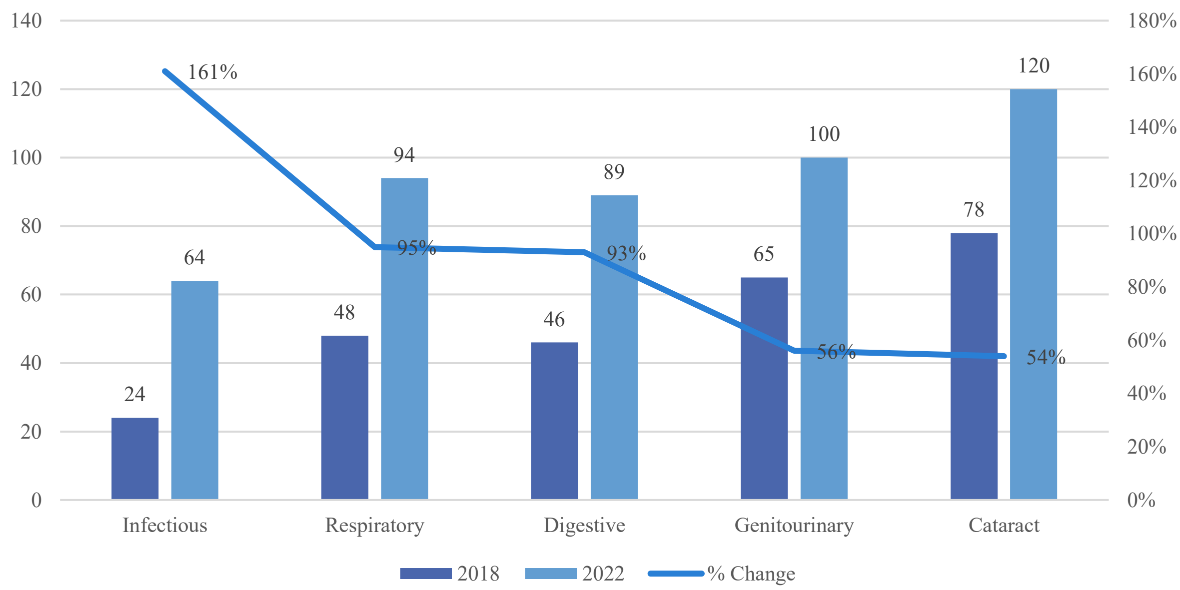
50.6% in 2020, and private insurance adoption is slowly increasing.

Source: World Bank, Frost & Sullivan

2.1.5. HEALTHCARE INFLATION IN INDIA

While annual retail inflation was at 5.69% in December 2023[17], the medical inflation is at 14.0%.[18] The rising medical inflation is due to higher demand for healthcare services due to demand factors such as rising chronic diseases, increased affordability and increasing adoption of health insurance, and supply factors such as increase in equipment, labour, and raw material costs.

Exhibit 2.6: Average insurance claim ('000s INR) for top ailments, 2018 and 2022



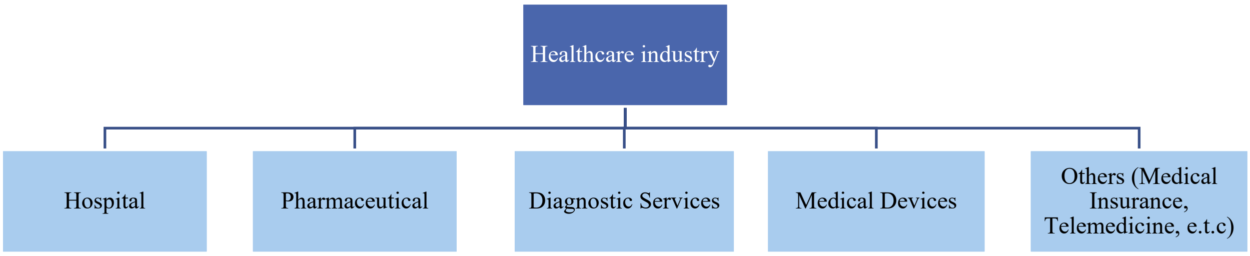
Source: Policybazaar, Frost & Sullivan

[15] Niti Aayog
[16] WHO Report
[17] Pib, Ministry of Statistics & Programme Implementation
[18] Health Report of Corporate India 2023, Plum

2.2. SEGMENTATION OF INDIAN HEALTHCARE INDUSTRY.

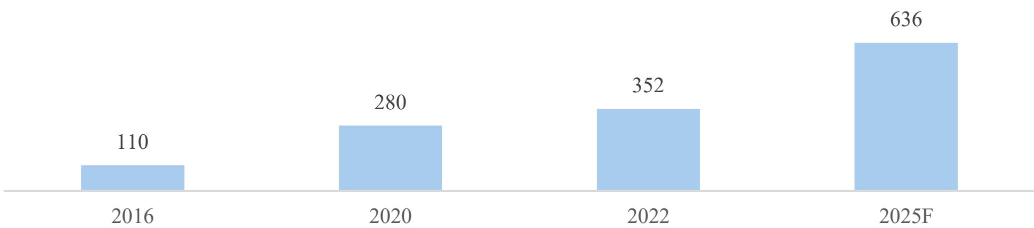
Indian Healthcare industry is segmented into Hospitals, Pharmaceuticals, Diagnostics, Medical equipment supplies, medical insurance, and Telemedicine. The estimated market size of the Indian Healthcare industry is US$ 352 Bn in 2022, and it is estimated to grow at CAGR of 22.0%.[19] The industry is expanding due to the country's rapid economic growth, middle-class income gains, and health insurance carriers' expanded market penetration. Furthermore, there has been a nationwide surge in government healthcare spending due to shifting demographics and a move from chronic to lifestyle disorders. The Indian Healthcare Market is expected to reach US$ 636 Bn by 2025.

Exhibit 2.7: Segmentation of Indian Healthcare industry



Source: IBEF, Frost & Sullivan

Exhibit 2.8: Indian Healthcare Market (US$ Bn), 2016 - 2025F
CAGR: 22%

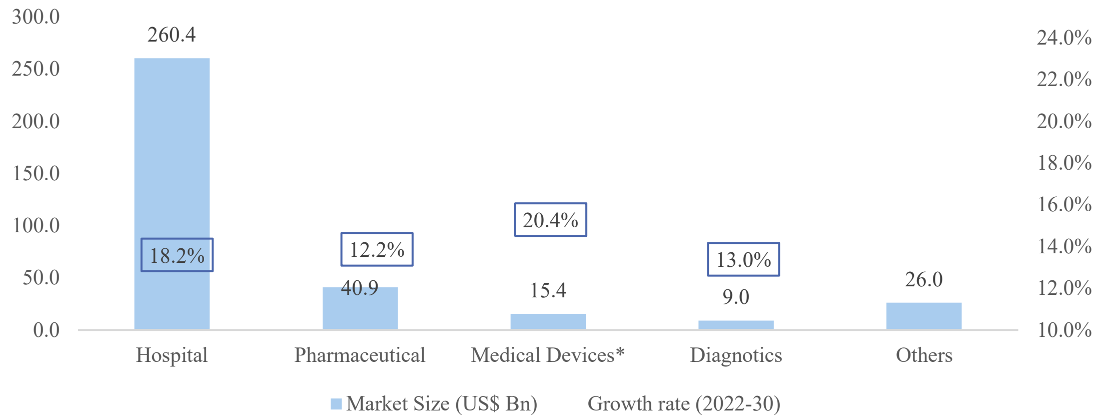


Source: IBEF, Frost & Sullivan

The Indian Healthcare market is dominated by Hospital segment with about 74% share (US$ 260.4 Bn, 2022), followed by Pharmaceutical with about 11.6% Share (US$ 40.9 Bn, 2022), Medical Devices with about 4.4% share (US$ 15.4 Bn, 2022), and Diagnostics with about 2.6% share (US$ 9 Bn, 2022).[20] Among the Healthcare segments, the Medical Device segment is expected to grow fast between 2022 and 2030 with a CAGR of about 20.4%, followed by Hospitals (18.2%), Diagnostics (13.0%) and Pharmaceuticals (12.2%).[20]

[19] NiTi Aayog and Frost & Sullivan analysis
[20] India Briefing, IBEF, NiTi Aayog, Invest India

Exhibit 2.9: Indian Healthcare Market, Segments (US$ Bn), 2022

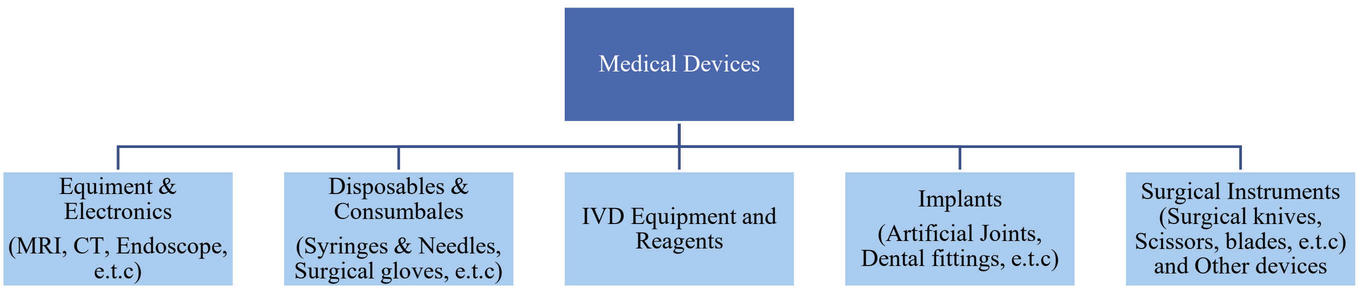


Note: Medical Device market includes exports. Source: IBEF, Frost & Sullivan

2.3. INDIAN MEDICAL DEVICE INDUSTRY

Major segments of the Indian Medical device industry include Equipment and Electronics, Disposables and Consumables, IVD equipment and Reagents, Implants, Surgical Instruments and other devices. India is counted among the top 20 global medical devices market. The Indian Medical Device market[21] is estimated to reach US$ 50.0 Bn by 2030 at a growth rate of 20.4% from its estimated value of US$ 15.4 Bn in 2022.[22] It is estimated to contribute 1.65% of the global medical device market. Export of medical devices from India increased from US$ 2.29 Bn in 2020 to US$ 3.40 Bn in 2022. The Indian medical device exports are projected to reach US$ 18 Bn in 2030.[23] The major export countries for Indian Medical devices are the US, Germany, China, Singapore, France, Türkiye, Brazil, The Netherlands, Iran, and Belgium. India exported most medical devices to the US ($668.9 Mn) in 2023, followed by export to Germany ($176.2 Mn), China ($145.6 Mn), and the Netherlands ($106.5 Mn).[24]

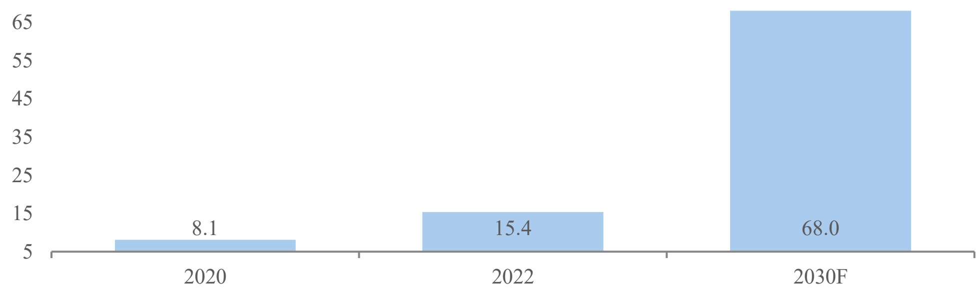
Exhibit 2.10: Key segments of the Indian Medical device industry



Source: Foundation of MSME Clusters, Frost & Sullivan
mile brands

[21] Includes domestic consumption and exports
[22] Foundation of MSME Clusters, Global Trade Research Initiative, Indian Brand Equity Foundation
[23] IBEF
[24] AiMED, Business Standard

Exhibit 2.11: Indian Medical Device market* (US$ Bn), 2022-2030F
CAGR 2022 - 2030F: 20.4%



**Included exports; Source: IBEF, Foundation of MSME Clusters, Frost & Sullivan*

Among the segments of the Indian Medical Device market, Equipment and Electronics has a major revenue share of the total market (47%), followed by Disposables and Consumables (26%), IVD and Reagents (12%), Implants (9%), and Surgical Instruments (6%).

Table 2.1: Market Size of Indian Medical Device Segments (US$ Bn)

Segment	Market Size 2022	Share (2022)	Estimated Market Size 2030F	Forecast CAGR (2022-30)
Equipment & Electronics	7.3	47.0%	27.4	18.0%
Disposables & Consumables	4.0	26.0%	19.4	21.8%
IVD and Reagents	1.8	12.0%	9.4	23.0%
Implants	1.4	9.0%	6.1	20.2%
Surgical Instruments	0.9	6.0%	5.6	25.7%
Total	**15.4**		**68.0**	**20.4%**

Source: Foundation of MSME Clusters, Frost & Sullivan

The Indian Medical Device market is transitioning from being import dependent with increase in domestic production and increasing share of exports. The Medical Device exports from India is expected to grow from US$ 3.4 Bn in 2022 to US$ 18.0 Bn in 2030. Increasingly, the domestic manufacturers are gaining market share and are meeting the demands of both domestic and international markets with their innovative products. As per statement by Indian Brand Equity Foundation (IBEF), India has achieved a significant milestone in the medical goods sector by transitioning to a net exporter of medical consumables and disposables in 2022-23.[25]

Source: Foundation of MSME Clusters, Global Trade Research Initiative, Frost & Sullivan

Table 2.2. Indian Medical Device market, Export trend (2022-2030F)

Year	2022	2030F
Indian Medical Device Market (Domestic Consumption) (US$ Bn)	12.0	50.0
Indian Medical Device Exports (US$ Bn)	3.4	18.0
Total Indian Medical Device Industry including exports	**15.4**	**68.0**

Indian Medical device companies have established a strong foothold in the domestic as well as international market due to their ability to deliver quality medical products, various government-led

25 https://www.ibef.org/news/india-reverses-old-trend-in-medical-consumables-business-is-now-a-net-exporter

initiatives aimed at fostering growth, including the PLI Scheme and Medical Devices Parks Scheme, and availability of skilled talent and labor-cost advantage over global competitors. Indigenous players have achieved recognition by not only promoting the domestic production of high- end medical devices but also by exporting to the world in huge quantities. Domestic medical device manufacturers have established themselves in branded products, creating a unique brand positioning and demand/brand pull from physicians and patients.

2.4. INDIAN MEDICAL DEVICE REGULATION

Under the 1940 Drugs & Cosmetics Act (D&C Act), the Indian government controls medical devices (i.e., tools, implants, software, and other items meant for human or animal medical use) as "drugs." To improve the safety, efficacy, and conformity of medicines, medical devices, and cosmetics sold in India with international standards, the Ministry of Health and Family Welfare (MoHFW) released the New Drugs, Medical Devices, and Cosmetics bill in July 2022, replacing the D&C Act. The Indian Certification for Medical equipment Plus (2021) program is a new initiative by Quality Council of India and the Association of Indian Medical Device Industry which aims to assist government agencies in identifying fake goods and forged certifications while also confirming the efficacy, safety, and benefits of medical equipment. The Indian government issued a notification in January 2022 mandating that all manufacturers of medical devices register their products with the Central Drugs Standard Control Organization to comply with the ISO 13485 certification requirement. The purpose of this criterion is to guarantee the safe manufacture and management of in vitro diagnostic goods and medical devices. The National Medical Device Policy was introduced by the Indian government in May 2023. Its objectives include providing affordable, high-quality medical devices to all people, increasing domestic manufacturing capacity, improving product quality and global competitiveness, improving clinical outcomes through early diagnosis and accurate treatment, encouraging a healthier lifestyle through the widespread use of devices, encouraging innovation in the industry, and building robust local manufacturing capabilities and resilient supply chains. To support the sector's growth and development, the strategy also seeks to simplify regulations and enable infrastructure, R&D, and innovation.

Exhibit 2.13: Timeline of policies to boost Medical Device industry

Source: Frost & Sullivan

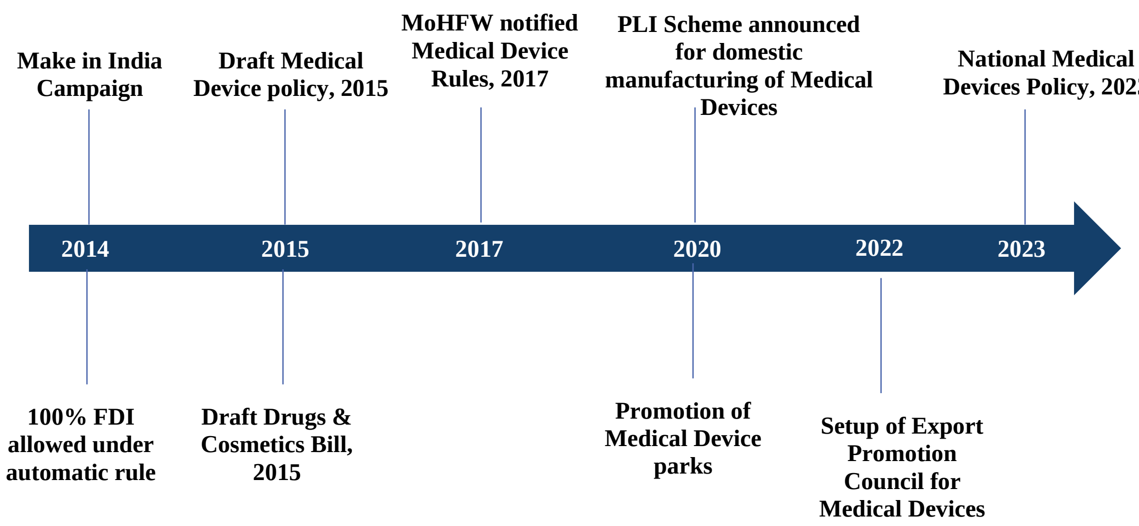
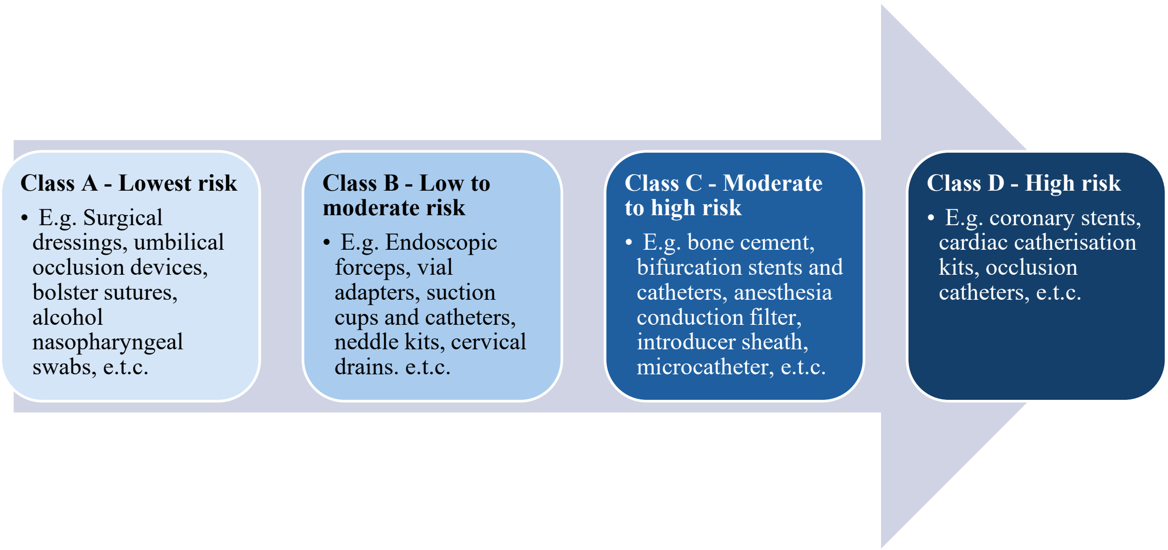


Exhibit 2.14: Classification of Medical devices in India



Source: IBEF, Frost & Sullivan

The Dental products are regulated under Medical Devices Rules (MDR), 2017, Medical Devices (Amendment) Rules, 2020, Drugs (Prices Control) Order, 2013 and Drugs and Cosmetics Act, 1940. MDR are issued under the Drugs and Cosmetics Act which came into effect January 1, 2018. Further, The Drugs and Cosmetics Act and MDR seek to regulate the import, manufacture, distribution and sale of all the Medical Device and ensure the availability of standard quality Medical Devices to the consumer. Medical devices are categorized into one of four classes under the MDR – based on increasing risk from Class A to Class D. Class A devices are of low-risk devices such as surgical dressings, umbilical occlusion devices, bolster sutures, alcohol swabs, and nasopharyngeal catheters. Class B devices are of low moderate risk such as endoscopic forceps, vial adapters, suction cups and catheters, Sengstaken-Blakemore tube, feeding tubes, and gastrointestinal tubes. Class C devices are of moderate high risk such as anesthesia conduction filter, introducer sheath, microcatheter, imaging catheter colonic stents, and pancreatic instruments. Class D devices are of high risk such as coronary stents, cardiac catheterization kits, cardiovascular, intravascular diagnostic catheters, and occlusion catheters. Dental products are classified under Class A, B and C category as per the risk. Most of the Dental Products fall under Class A and B category. As of October 2022, to manufacture, import, sell, or distribute dental products in India, a valid license from the Central Drugs Standard Control Organization (CDSCO) is mandatory. The Central Drugs Standard CDSCO is the licensing authority for Class C and Class D dental devices and the State Licensing Authority is the licensing authority for Class A and Class B dental devices in India.[26]

Table 2.3: Classification of Dental Products as per CDSCO[27]

Type of Dental Product	Class
Crowns and Bridges	B
Implant	C
Aligners	B
Dentures	B
Braces	B

Source: CDSCO, Frost & Sullivan

Growing emphasis on compliance to quality standards and licensing requirements of dental products from the CDSCO to manufacture, import, sell, or distribute dental products is expected to drive the growth of large organized dental labs in India. Inability to meet quality standards and

[26] Drugs Controller General (India) DGHS, 2017 Notice, Indian Brand Equity Foundation
[27] https://cdsco.gov.in/opencms/resources/UploadCDSCOWeb/2018/UploadPublic_NoticesFiles/Dental10oct.pdf

compliance burden would drive closure of unorganized and small dental labs.

2.5. DENTAL MARKET IN INDIA

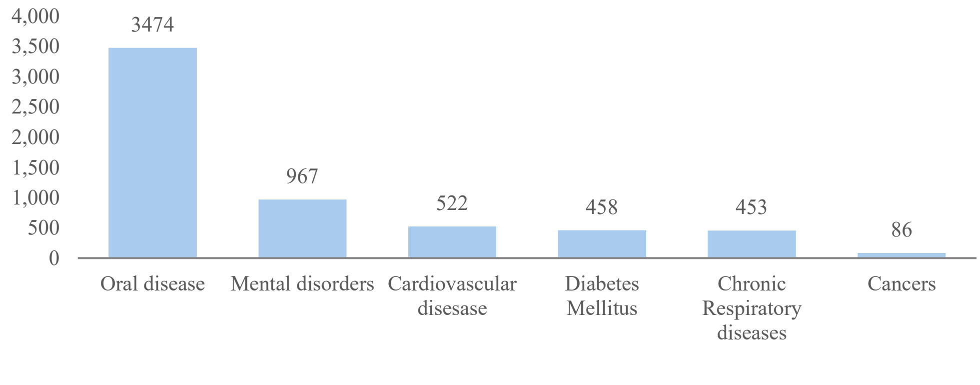
India's dental care services market is estimated to be US$ 3.4 Bn in 2023 and expected to grow at a rate of 12.6% to reach US$ 7.8 Bn in 2030. The growth of the market is being driven by increasing prevalence of Oral Health disorders such as Dental Caries, Malocclusion and Periodontal diseases among the population, and greater demand for general and specialized dental care due to growing awareness.[28] While independent dental clinics run by individual practitioners make up most of the Indian dentistry market, there is growing number of dental chains in metropolitan and Tier I cities[29] due to improved affordability for dental care, increase in awareness and favorable financing environment to establish network clinics. The share of organized dental chains is expected to grow in the coming years. The Indian Dental Market is vast comprising of over 5,000 Dental Laboratories (entities manufacturing customized dental prosthesis such as crowns and bridges and supplying to dentists for treatment of patients) and 306 Dental Institutes.[26] Further, the Indian Dental Market is growing due to the expansion of dental tourism and government initiatives supporting it. Affordable dental care combined with the high caliber of skilled dentists and treatment in India draws tourists to the country for dental care. India can accelerate the growth momentum in dental tourism through the implementation of advanced technology to perform procedures like implant surgery, cosmetic dentistry, Orthodontics, and Paediatric dentistry while ensuring high quality standards in a cost-effective manner.

2.5.1. BURDEN OF ORAL HEALTH DISEASE

The Global prevalence of Oral Health diseases was 40 times higher than Cancer, 6.7 times higher than Cardio-vascular diseases and 3.6 times higher than Mental disorders in 2019. The need of dental care services is evident globally and in India.

As per WHO, "Oral Health is the state of the mouth, teeth and orofacial structures that enables individuals to perform essential functions, such as eating, breathing, and speaking, and encompasses psychosocial dimensions, such as self-confidence, well-being, and the ability to socialize and work without pain, discomfort, and embarrassment. Oral health varies over the life course from early life to old age, is integral to general health and supports individuals in participating in society and achieving their potential."[30] While oral disorders are sometimes not acknowledged as such in the public domain, it is significant public health concern for nations globally. Almost 3.5 Bn people worldwide were afflicted by these diseases in 2019, and three out of every four of them reside in middle-income nations.[19]

Exhibit 2.15: Global case number for select Non-communicable dieases (Mn), 2019



Source: WHO Global Oral Health Status Report; Frost & Sullivan

[28] International Dental Lab Expo & Conference
[29] Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017
[30] WHO Global Oral Health Status Report, 2022

Across the World Bank regions (country income groups), the average prevalence of oral health disease is high (45%). In comparison to the population growth of roughly 45% between 1990 and 2019, the estimated case numbers of oral disorders increased by more than 1 Bn between 1990 and 2019, representing a 50% rise.[19]

Table 2.4: Percentage change in estimated prevalence, case numbers and change in population by World Bank country income group

WB country income group	Percentage change in prevalence rates (1990–2019)	Percentage change in case numbers (1990–2019)	Percentage change in population (1990–2019)
Low income	0.1%	114.0%	118.0%
Lower-middle income	2.6%	70.0%	63.2%
Upper-middle income	5.4%	33.0%	28.0%
High income	2.2%	22.7%	20.6%
Global	3.2%	49.3%	44.8%

Source: WHO Global Oral Health Status Report; Frost & Sullivan

2.5.2. Prevalence of Oral Health issues in India

The prevalence of oral health issues such as prevalence of untreated caries of deciduous (milk teeth) and permanent teeth, severe periodontal disease, and incidence of lip and oral cavity cancer is high in India compared to countries such US, UK, France, Australia, and Germany. The higher prevalence of such oral health conditions due to poor oral hygiene practices, excessive consumption of sugary and junk foods, and tobacco consumption results in more demand for dental health services.

Table 2.5: Oral Disease Burden in India and other key counties, 2022

Parameter	India	China	US	UK	France	Australia	Germany
Prevalence of untreated caries* of deciduous teeth in children 1-9 years (%)	**43.3**	47.2	42.6	19.5	29.2	38.9	29.1
Prevalence of untreated caries of permanent teeth in people 5+ years (%)	**28.8**	24.6	24.3	30.6	36.8	29.5	31.7
Prevalence of severe periodontal disease in people 15+ years (%)**	**21.8**	17.5	15.7	10.6	16.2	14.5	27.4
Prevalence of Edentulism$ in people 20+ years (%)	**4.0**	5.7	10.2	12.0	12.6	13.5	11.7
Incidence rate of Lip and oral cavity cancer (per 100,000 population)	**9.8**	1.3	4.2	5.1	5.4	6.5	4.3

***Dental caries are Cavities are holes, or areas of tooth decay, that form in your teeth surfaces.**
****Periodontal disease refers to inflammation and infection of the tissues that support your teeth.**
$ Eudentulism or Toothlessness is the condition of having no teeth.

Source: WHO, Oral Health Country Profile, 2022

2.5.3. Dental Health Expenditure

The Dental Healthcare expenditure in India is very low compared to countries such as US, UK, China, France, Australia, and Germany. While US spends US$ 405 per capita on dental treatments, India spends a meagre US$ 0.05.[31] With increasing adoption of dental treatment due to factors such as growing

[31] WHO, Oral Health Country Profile, 2022

awareness, rising disposable incomes and ageing population, the dental health expenditure is expected to significantly increase in coming years.

Table 2.6: Comparison of Dental Health in India and other key countries							
Parameter	**India**	China	US	UK	France	Australia	Germany
Total public expenditure on dental healthcare in Mn (US$)	**64**	61,549	133,506	9,577	12,666	7,370	30,877
Per capita expenditure on dental healthcare (US$)	**0.05**	44	405	143	195	288	372
Per capita current health expenditure in PPP, US$ (2019)	**211**	880	10,921	5,087	5,493	5,294	6,739

Source: WHO, Oral Health Country Profile, 2022

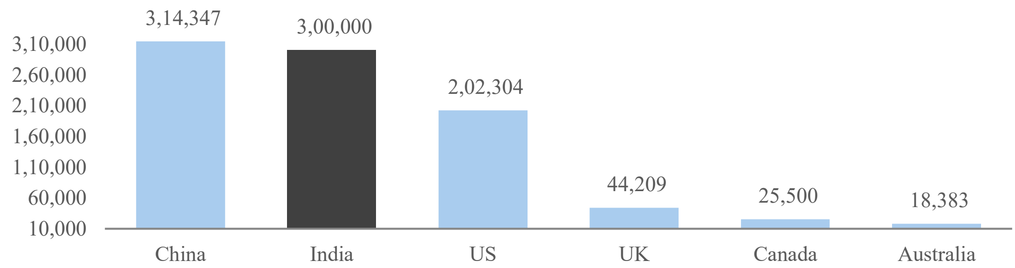
2.5.4. Dental Professionals

While India ranks second globally in terms of number of dentist, it has one of the lowest ranks in terms of dentist per population. Most of the top 10 states by registered dentists are in South and West regions of India.

The National Dental Commission Act 2023 regulates the profession of dentistry in India, provides quality and affordable dental education and to make high-quality oral healthcare accessible. The act aims to enhance standards in dental healthcare and education and ensuring optimal dental care for citizens. The act emphasizes technology innovation, industry collaboration, and maintaining an online National Register of licensed dentists and dental assistants.

India has the second-highest number of dentists in the world after China; approximately 3 lakh dentists are registered with the Dental Council of India (DCI).[32] Further, there is growing number of dentists in India. The dentist-to-population ratio of India, which was 1:300,000 in the 1960s, now stands at

Exhibit 2.16: No. of Dentist across key countries



Source: WHO, Oral Health Country Profile, 2022

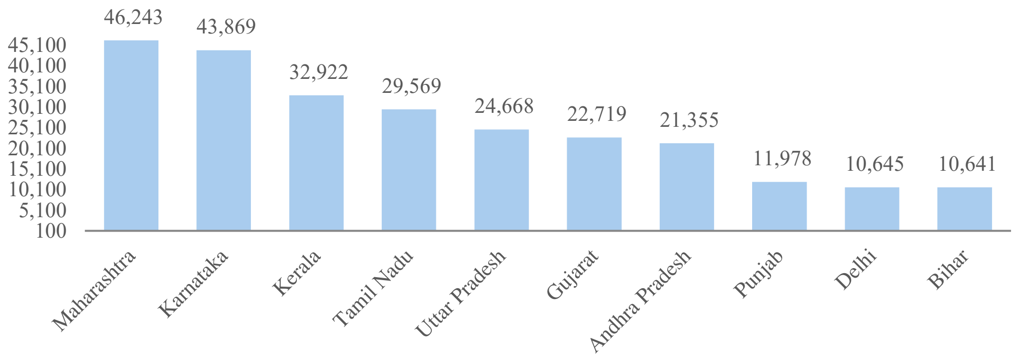
2:10,000. However, it is still very low in India compared to other countries such as Canada (6.6 per 10,000), US (6.3 per 10,000), Australia (6.1 per 10,000), UK (5.2 per 10,000) and China (4.5 per 10,000).[33] Maharashtra has the highest number of registered dentists in India, followed by other states such as Karnataka, Kerala, Tamil Nadu, Uttar Pradesh, and Gujarat.

[32] Impact and Policy Research Institute (Delhi), Dental Council of India
[33] WHO, Global Health Observatory

Exhibit 2.17: Dentists per 10,000 population across key countries

Source: Frost & Sullivan

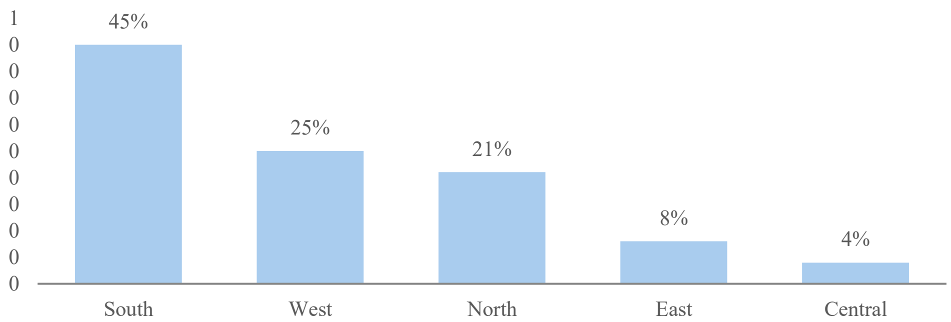
Exhibit 2.18: Top 10 States in India by Number of Dentists



Source: Dental Council of India

Based on regions, South has the highest number of dentists (45%), followed by West (25%), North (21%), and East (8%)

Exhibit 2.19: Percentage of dentists by region, India



Source: Dental Council of India

2.5.5. Growth Drivers of the Indian Dental Market

2.5.5.1. HIGH PREVELANCE OF DENTAL PROBLEMS AND UNDERPEENTRATION OF DENTAL CARE

India has a high prevalence of dental disorders such as dental caries (over 95%), malocclusion (about 75%) and periodontal diseases (over 50%). While the prevalence of dental disorders is high, lack of awareness among the population on the importance of oral health and low dentist to population ratio have resulted in significant underpenetration of dental care.[34]

2.5.5.2. GROWING AWARENESS OF ORAL HEALTHCARE AND COSMETIC DENTAL PROCEDURES

With increasing awareness of oral healthcare, it is anticipated that demand for dental care would rise over time. More procedures and products targeted at lessening patient discomfort are starting to be introduced to the market as more individuals choose cosmetic dentistry and prioritize oral health above medical problems. Due to the ongoing development of more sophisticated versions of dental products such as aligners and crowns, patients and dentists are using them more frequently. There is increase in choice for patients opting for cosmetic dental procedures. Across several Metropolitan and Tier-I cites in India, growing number of dental practices are offering cosmetic and aesthetic dentistry services such as veneers dental crowns, teeth whitening, dental bonding, and dental braces.

2.5.5.3. DENTAL TOURISM

As the world grows more interconnected and competitive, dental tourism is expanding globally. This is because dental professionals in developing countries such as India can now offer dental care at a significantly lower prices when compared to their counterparts in developed nations, owing to the rapid spread of technique, materials, and technological advancements. Due to increasing medical expense and long waiting time for dental treatment, there is an increase in the number of dental tourists coming to India from the US, UK, Middle East, and other counties. The primary factor making India a popular destination for dental tourists from around the globe is the much cheaper prices for the same level of care. For example, while Dental Implant procedure costs about US$ 900 in India, it costs higher in other medical tourism destinations such as Singapore (US$ 2,700), Thailand (US$ 1,720) and Malaysia (US$ 1,500).[35] Further, the average price of implants is $3,500 in the US, $2,500 in the UK and $2,000 in Australia.[36] Furthermore, practically all dental clinic employees and physicians in India speak English fluently, as the language is frequently used there. High treatment quality, improved accessibility, availability of advanced dental procedures and specializations, and low cost of treatment are fueling the growth of Indian dental tourism.

Table 2.7: Comparison of Dental Implant cost across select countries

Country	Average cost of Dental Implant (US$)
US	3,500
UK	2,500
Singapore	2,700
Australia	2,000
Thailand	1,720
Malaysia	1,500
India	900

Source: goodchoicedental.com Frost & Sullivan

2.5.5.4. INDIA EMERGING AS A MANUFACTURING HUB FOR DENTAL PRODUCTS

While a large portion of India's dental product needs are met by countries such as Japan, China, Germany, United States and France, the total import of shipments and import value have declined over years. Moreover, India is emerging as manufacturing hub, supplying dental products to countries such as US, UK, Europe and Middle East.[37] Due to growing demand for oral healthcare services, multinational companies are investing in the Indian dental products market and establishing their presence in India.

2.5.5.5. DENTAL INSURANCE

The Indian dental insurance market is at a nascent stage, and it is expected to grow due to increasing oral

[34] https://www.financialexpress.com/life/as-oral-illnesses-continue-to-be-major-burden-in-india-dental-care-is-still-not-a-priority-3105638/
[35] India: Building Best Practices in Healthcare Services Globally. FICCI.
[36] goodchoicedental.com
[37] Italian Trade Agency, Morulaa

health awareness, rising disposable income and competitive offering among insurers. Increasingly, health insurance companies are including basic dental care services as a part of general health insurance and are creating standalone dental insurance products for specialized dental care needs. Health insurance companies are offering plans covering outpatient dental treatment, accidental dental treatment, and dental surgery. Dental insurance covers a portion of cost associated with preventive, minor, and a part of some major dental care. Few policies include coverage for preventive care like routine exams, cleanings, and X-rays. Many dental insurance plans also include coverage for basic services like fillings and extractions, and major services like root canals, crowns, implants, gum surgery, Jaw surgery, surgical Removal of Pathology, surgical treatment of Clefts and many more. Increasing competition among insurance carriers and increase choice of dental insurance plans for consumers is expected to drive adoption of dental care services in India.

2.5.6. TECHNOLOGICAL ADVANCEMENTS AND INNOVATIONS IN DENTISTRY

Growing technology adoption such as Cone beam computed tomography (CBCT), Digital Imaging and Radiography, 3D printing and Laser Dentistry leading to improved precision, efficiency and patient comfort is expected to increase demand for dental products and services.

Digital transformation has ushered new possibilities across sectors, including dentistry. Modern technology is now available to dental practitioners, enabling more precise diagnosis, quicker treatments, and customized treatment regimens. Modern dentistry is heavily reliant on digital technology, which will have a big impact on dental practices both now and in the future. There is growing adoption of intraoral scanners (IOS), CAD/CAM (Computer-aided design, Computer-aided manufacturing) and 3D printing technology. The penetration of IOS in the US is about 53%, and the major reasons for adoption of IOS are to improve clinical efficiency, intent to transition from analog to digital practice, and improve laboratory communication.[38] Adoption of digital technologies is expected to increase the volumes of dental procedures. Further, innovations in materials such as Zirconia is expected to increase patient experience and drive adoption of novel implant materials among dentists. Zirconia implants are made from Zirconium oxide, a form of ceramic that is more durable than metal alloys and porcelain. Zirconia implants are gaining popularity over traditional Titanium and Titanium alloys due to its natural strength and durability, better aesthetics improved biocompatibility and tissue integration, low affinity to plaque, and favorable biomechanical properties compared to Titanium.

Table 2.8: Technology advancements in Dentistry

Digital Imaging and Radiography	Traditional film-based X-rays have been superseded with digital radiography and imaging, which has several benefits. Patients spend less time waiting thanks to digital imaging technologies' instantaneous production of high-resolution pictures. Additionally, they ensure patient safety by producing notably less radiation. Moreover, the ease of sharing, storing, and manipulating these digital pictures helps with precise diagnosis and treatment planning.
Laser Dentistry	Several facets of dental treatment have changed because of laser technology. Gum contouring, tongue tie release, and other soft tissue treatments can all be treated using minimally invasive laser dental techniques. In general, laser operations are less unpleasant, produce less blood, and hasten the healing process. Additionally, lasers offer accurate and effective treatment choices for cavities, dental decay removal, and teeth whitening.
Cone beam computed tomography (CBCT)	The maxillofacial and oral regions can be seen in fine detail in three dimensions using CBCT imaging. Dentists can precisely diagnose issues (e.g., low jawbone density, impacted teeth, and temporomandibular joint abnormalities) using CBCT, which makes complicated anatomical components visible. CBCT scans are used to help with precise treatment planning for orthodontics, dental implants, and oral surgery, improving results and lowering risks.
3D Printing	The integration of 3D printing in Dentistry enables high precision and personalized solutions, enhancing treatment outcomes and patient satisfaction. Using 3D printing, Dentists can create dental models, surgical guides, and even customized implants. Further, it streamlines the workflow in Dental Laboratories, reducing production time and costs.
CAD/CAM technology	CAD/CAM technology enables Dentists to create rapid precise digital impressions of patients' teeth resulting in better aesthetics, durability, and accurate fit of the restorations, saving time for both the dentist and the patient.
Teledentistry	Teledentistry has improved access to dental care by enabling Dentists to remotely diagnose and monitor patients' oral health using digital platforms.

[38] Journal of American Dental Association, American Dental Association Clinical Evaluators Panel survey, August 2021.

2.5.7. GROWING ADOPTION OF COSMETIC TREATMENT AND BRANDED PRODUCTS

Due to growing awareness of dental aesthetics among patients, the demand for cosmetic dental procedures such as teeth whitening, dental veneers, dental crowns, and dental aligners have increased over the years. Further, due to direct-to-consumer marketing, there is increasing preference for novel branded products such as Clear Aligners compared to traditional braces for malocclusion cases (misalignment of teeth). Clear Aligners offer advantages such as the less painful treatment, improved aesthetics due to invisible nature, less time-consuming procedure, easy removability, leading to better patient acceptance compared to traditional braces resulting.

2.5.8. DENTAL CARE MARKET

The overall Dental Care market includes dental products and dental treatments or care services. The dental products comprise of General & Diagnostic equipment, Dental consumables, and other products. The dental treatment or care services includes Periodontic, Orthodontic, Prosthodontic and Endodontic procedures. Periodontics is a specialty involving different oral structures especially the gums, teeth, and bones. Orthodontics specialty addresses the diagnosis, prevention, management, and correction of mal-positioned teeth and jaws, as well as misaligned bite patterns. Common orthodontic treatments include braces, Clear Aligners, and retainers. Prosthodontics specialty is dedicated to making replacements for missing or damaged teeth. Common prosthodontic treatments include dentures, dental implants, crowns, and bridges. Endodontics specialty is dedicated to dental pulp and tissues surrounding the roots of a tooth. The major end-users of dental products are hospitals and clinics, and academic and research institutes.

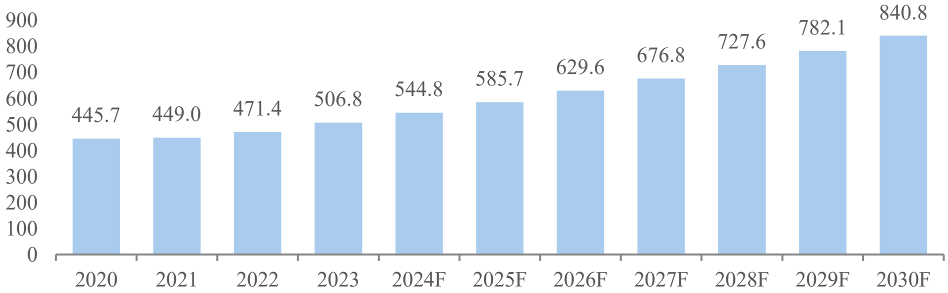
2.5.9. GLOBAL DENTAL CARE SERVICES MARKET

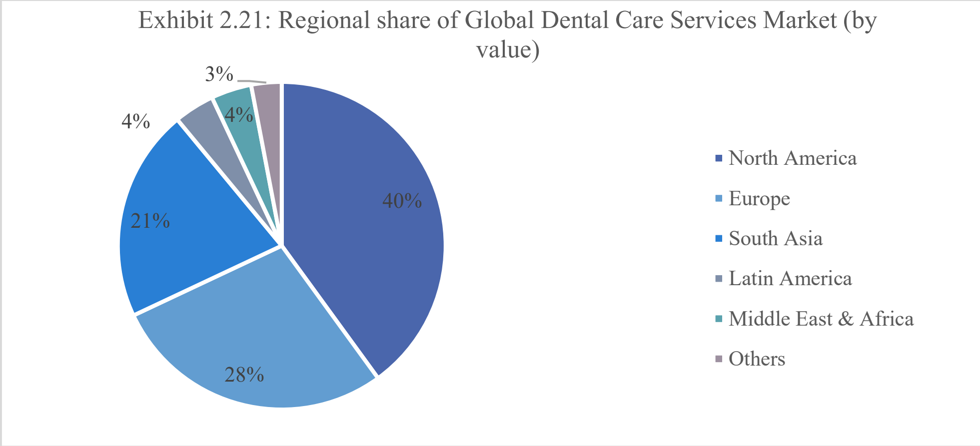
Increased adoption of dental care services is expected to drive demand for dental products, including dental consumables such as Aligners, Implants and Crowns. The total untapped dental market is approximately more than 800 Mn people in the India and approximately more than 4 Bn people globally.

The dental care services include the provision of cosmetic, preventive and restorative dental care services by licensed dentists to patients. The Global Dental Care Services market is estimated to grow from US$ 506.8 Bn in 2023 to US$ 840.8 Bn in 2030, growing at a CAGR of 7.5%. Increasing disposable income, growing patient awareness, the rising prevalence of dental disorders, demand for cosmetic dental procedures, technological advancements such as digital dentistry and increasing access to care are some of the factors driving the market growth.

Source: Frost & Sullivan

Exhibit 2.20: Global Dental Care Services Market (US$ Bn), 2020-2030F
CAGR 2023 to 2030F: 7.5%





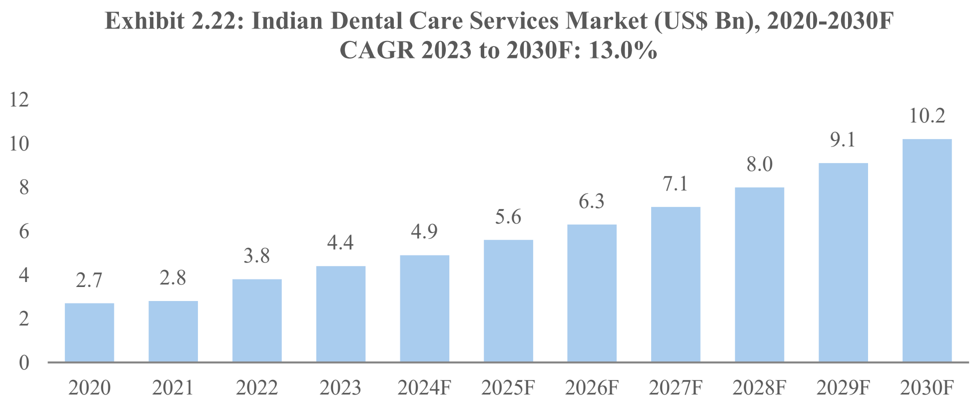
Source: Frost & Sullivan

2.5.10. INDIAN DENTAL CARE SERVICES MARKET

The Indian Dental Care Services market is at a nascent stage and is expected to witness rapid growth due to growing number of dental chains supported by Dental Labs, advent of new technology and increasing demand for the novel products, driven by the rising prevalence of the oral diseases, increasing awareness, and rising disposable income.

The Indian Dental Care Services market is one of the fastest growing markets globally, growing at a higher rate compared to global market. The market is expected to grow from US$ 4.4 Bn in 2023 to US$ 10.2 Bn in 2030 at a growth rate of 13.0%. The market for dental care services includes the dental prostheses and aesthetics, orthodontics, and other dental services such as preventative dentistry, and general dental diagnosis and treatment.

Source: Frost & Sullivan



2.5.11. INDIAN DENTAL CARE MARKET BECOMING ORGANIZED FROM BEING FRAGMENTED

The fragmented Indian dental care market, where large hospitals and dental chains account for less than 10% of all practices, is expected to move towards organized market with growth of large dental networks. The number of dental clinic chain networks is expected to double in the next five years driven by funding from venture capital/private equity players.[39] Moreover, there is increased preference of organized professional dental clinic chains among patients due to factors such as branding and marketing, adoption

[39] https://www.investcorp.com/investcorp-leads-inr-545-crore-investment-in-global-dental-services/

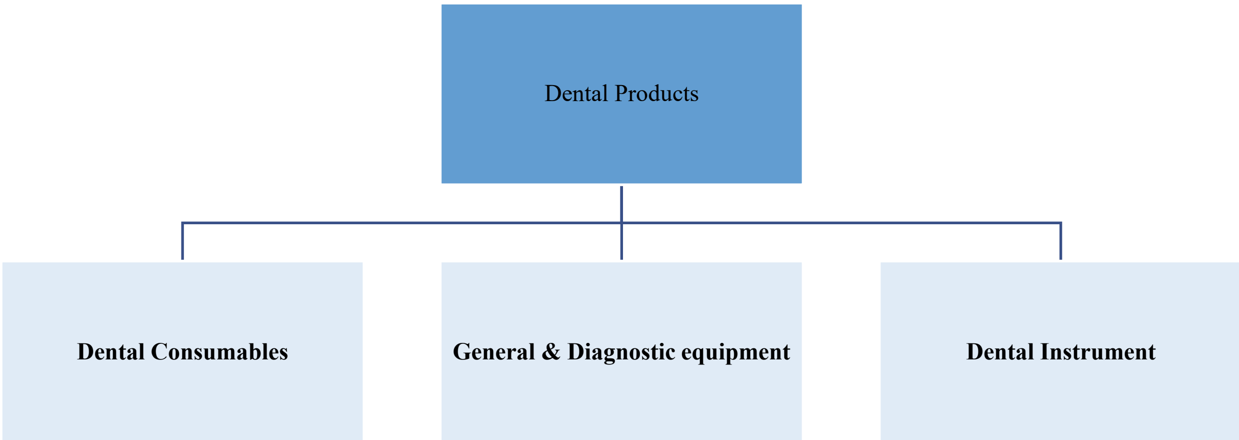
of technology such as practice management software, standardized protocols/standard operating procedures across clinics, and focus on cleanliness and hygiene. Clove Dental's parent company Global Dental Services, which operated over 400 company-owned and managed dental clinics across 24 cities in 12 States, received US$ 50 Mn investment from Qatar Investment authority in November 2022 and US$ 66 Mn Investment from Bahrain's Investcorp.[40] Another dental chain Sabka dentist which operates over 100 clinics across various cities in India, received US$ 1.8 Mn investment from LGT Capital Partners, Asian Healthcare Fund in 2021.

2.5.12. INDIAN DENTAL PRODUCTS MARKET

The Indian Dental Product Market comprises of Dental Consumables, General and Diagnostic Dental Equipment and Dental Instruments. The Dental consumable market, comprising of Dental Implants, Dental Prosthetics, Orthodontic products, Periodontic products and other consumables, and it contributes to a major share of the dental products market.

Exhibit 2.23: Segments of Indian Dental Products Market

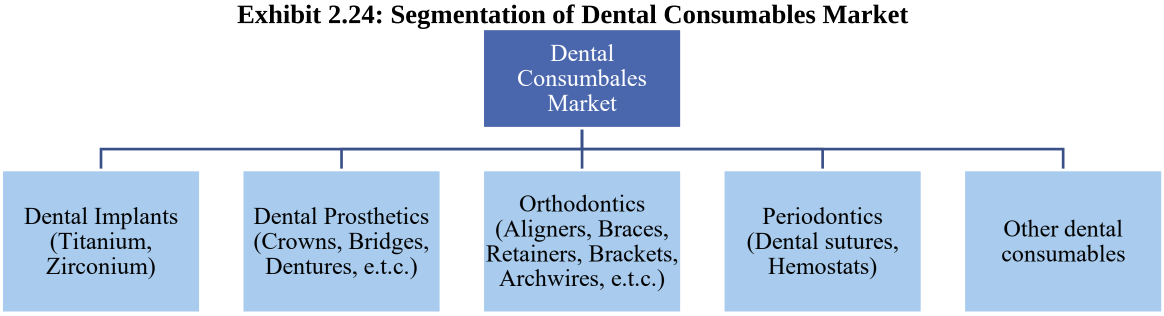
Source: Frost & Sullivan



2.5.13. DENTAL CONSUMABLES MARKET

The Dental consumable market comprises of Dental implants, Dental prosthetics, Orthodontic products, Periodontic products, and other dental consumables.

Exhibit 2.24: Segmentation of Dental Consumables Market



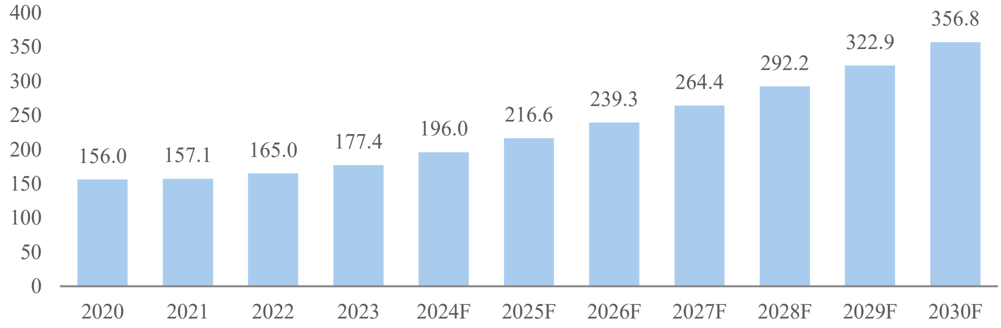
Source: Frost & Sullivan

The Global dental consumables market, in terms of retail sales revenue, is expected to grow from US$ 177.4 Bn in 2023 to US$ 356.8 Bn in 2030 at CAGR of 10.5% and the emerging countries such as India and China are expected to witness higher growth compared to developed countries. The global dental consumables market is expected to grow higher than the global dental services market (10.5% vs. 7.5%) in the forecast period due to growing number of branded premium products, and increased awareness and adoption of dental products such as Clear Aligners and dental crowns in emerging economies such as China, India and Brazil.

[40] https://www.thehindubusinessline.com/companies/clove-dentals-parent-raises-50-m-in-equity-from-qatar-investment-authority/article67569163.ece

Source: Frost & Sullivan

Exhibit 2.25: Global Dental Consumables Market (US$ Bn), 2020-2030F
CAGR 2023 to 2030F: 10.5%

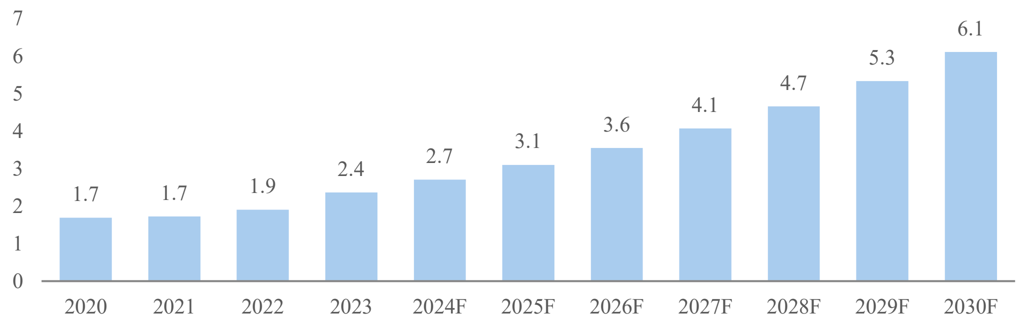


2.5.14. INDIAN DENTAL CONSUMABLES MARKET

The Indian Dental Consumables market, in terms of retail sales, is estimated to grow at from US$ 2.4 Bn in 2023 to US$ 6.1 Bn in 2030 at a high growth rate of 14.5% due to factors such as growing awareness on dental hygiene, improved access to dental treatments due to increasing number of dental clinic chains, and adoption of novel products such as Clear Aligners.

Source: Frost & Sullivan

Exhibit 2.26: Indian Dental Consumables Market (US$ Bn), 2020-2030F
CAGR 2023 to 2030F: 14.5%



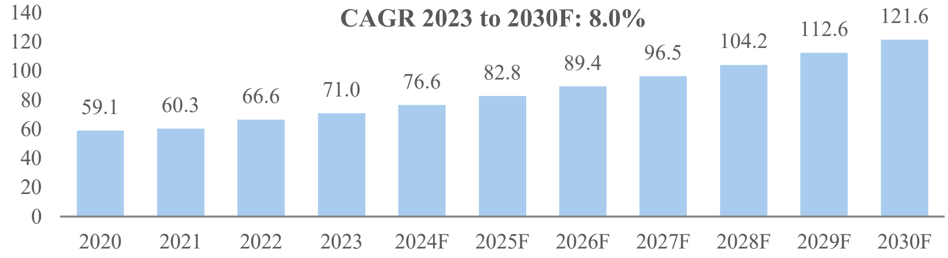
The per capita annual dental consumables expenditure in India has increased from US$ 1.4 (INR 104) in 2020 to US$ 1.9 (INR 157) in 2023.

2.5.15. GLOBAL CUSTOM-MADE CROWN AND BRIDGES MARKET

Dental crowns and bridges are fixed prosthetic devices used in dental restoration to treat missing or spoiled teeth. These devices are custom-made and fixed on the damaged tooth using dental cement to improve the strength and appearance of the tooth. A crown is a dental restoration device, which completely caps a damaged tooth or dental implant, while a bridge is used to fill in the missing tooth by attaching a dental implant or by fixing an artificial tooth permanently. The Global market for custom-made crowns and bridges, in terms of retail sales, is estimated to grow from US$ 71.0 Bn in 2023 to about US$ 121.6 Bn in 2030 at a growth rate of 8.0%.

Exhibit 2.27: Global Custom-made Crowns and Bridges Market (US$ Bn), 2020-2030F

CAGR 2023 to 2030F: 8.0%



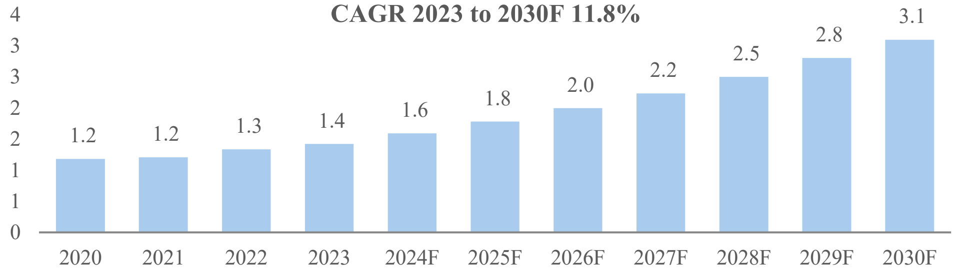
Source: Frost & Sullivan

2.5.16. INDIAN CUSTOM-MADE CROWNS AND BRIDGES MARKET

The Indian market for custom-made crowns and bridges, in terms of retail sales, is estimated to grow from US$ 1.4 Bn in 2023 to about US$ 3.1 Bn in 2030 at a growth rate of 11.8%. The major factors driving the market growth are growing adoption of dental treatments, aging population, and the need for restorative treatments, increasing prevalence of periodontal disease and tooth decay, and introduction of biocompatible and metal-free materials, such as zirconia and all-ceramic crowns offering improved aesthetics and long-lasting dental restorations.

Exhibit 2.28. Indian Custome-made Crowns and Bridges Market (US$ Bn), 2020-2030F

CAGR 2023 to 2030F 11.8%

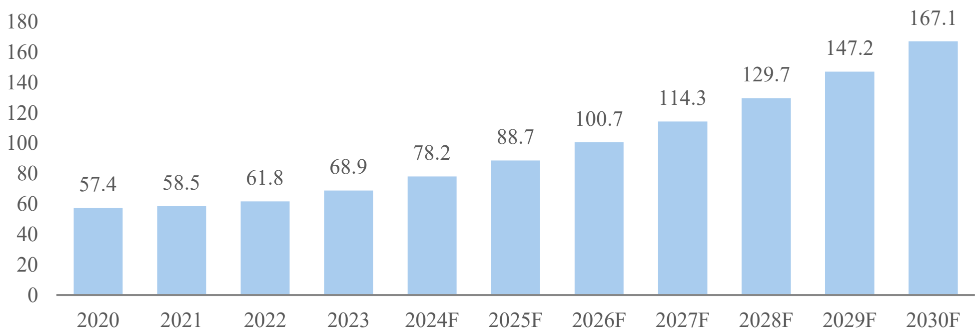


Source: Frost & Sullivan

2.5.17. GLOBAL ORTHODONTICS MARKET

Orthodontics is a specialty in dentistry which deals with the identification, management, prevention, and treatment of misaligned bite patterns and improperly positioned teeth and jaws. The Global Orthodontics market comprising of products such as aligners, braces, retainers is estimated to more than double from US$ 68.9 Bn in 2023 to US$ 167.1 Bn in 2030, in terms of retails sales, growing at a rate of 13.5%.

Exhibit 2.29: Global Orthodontics Market (US$ Bn), 2020-2030F
CAGR 2023 to 2030F: 13.5%



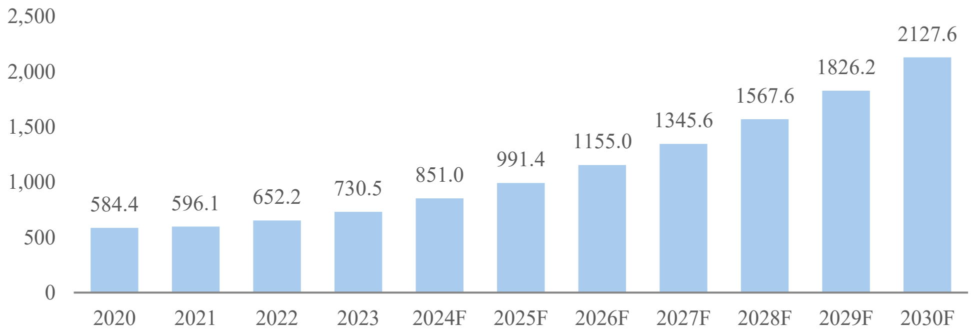
Source: Frost & Sullivan

2.5.18. INDIAN ORTHODONTICS MARKET

The Indian Orthodontics market, in terms of retail sales, is estimated to grow at a higher rate of 16.5% compared to the global market, from US$ 730.5 Mn in 2023 to US$ 2127.6 Mn in 2030. The higher growth is due to huge unmet need formal occlusion treatment, increasing access to dental care services due to growing number of dental professionals and dental clinic chains, and increasing adoption of Orthodontic treatment services. In India, about 75% population have Malocclusion. While the prevalence of Malocclusion in India is higher than the US (75% vs. 67%), the penetration of Orthodontic treatment (number of cases opting for Orthodontic therapy) is very low compared to the US (0.1% vs. 3%). There are about 7,700 Orthodontists in India with a ratio of 0.54 per 100,000 people whereas the number of general dentists is about 21 per 100,0000 people. Increasingly, general dentists are offering Clear Aligner which is easy to perform procedure due to advancements in technology such as adoption of intra-oral scanners and CAD/CAM technology, resulting in increase in Malocclusion treatment rate.

Source: Frost & Sullivan

Exhibit 2.30: Indian Orthodontics Market (US$ Mn), 2020-2030F
CAGR 2023 to 2030F: 16.5%



Penetration of Orthodontic treatment is expected to increase due to brand recognition among dental professionals and patients, increasing availability of installment payment plan for patients, increasing number of general dentist performing Clear Aligner procedure, and growing number of organized branded players in the market. The Orthodontics market in India include the traditional Orthodontic products (e.g., braces, brackets, retainers) and the Clear Aligner product. The growing adoption of Clear Aligner product due to improved aesthetics has accelerated the growth of the Orthodontics market.

Improving access to specialty dental care. In India, more dental clinics than ever before provide Orthodontic treatment. While the number of Orthodontists is only about 7,700, there is a huge pool of general dentists in India (3 lakh) and a large portion of them are catering to Orthodontic needs. Moreover, there is increasing number of academic institutes offering specialty courses in dentistry such as Orthodontics due to growing demand for dental care among population. Increasing preference among general dentists to specialize in orthodontists has resulted in increased accessibility of orthodontic treatment services.

Increasing affordability. Increasingly, Indian patients can pay for the out-of-pocket costs and willing to pay more for dental care services, including orthodontic treatment due to rising increased purchasing power and disposable income.

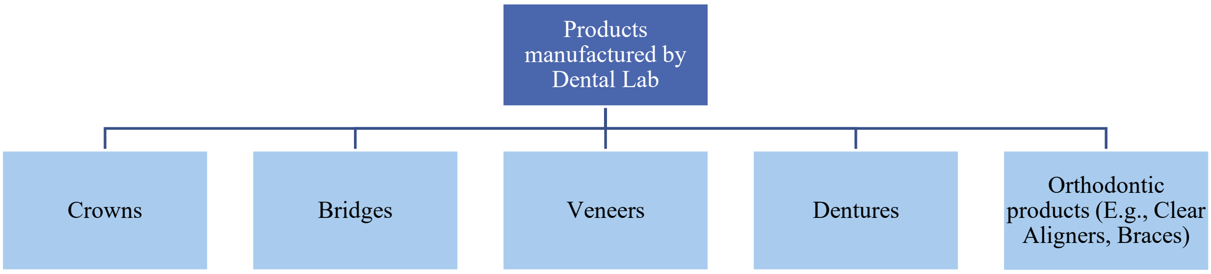
Growing awareness of dental treatments. Due to the growing importance of dental health and aesthetics among all age groups, Indian patients are willing to undergo orthodontic treatment. Oral Health is increasingly being considered as an essential part of health and well-being. The increasing awareness of dental treatments is also fueled by digitization and adoption of new technologies.

Availability of novel products such as Clear Aligners. The introduction of aesthetically appealing Clear Aligners or invisible braces has improved the adoption of orthodontic treatment for malocclusion or misalignment of teeth among adults who avoided treatment due to stigma of wearing metal braces.

3. DENTAL LABS

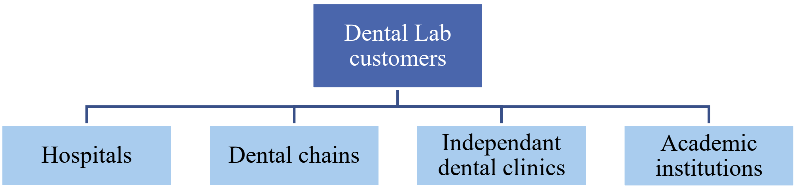
The Dental Labs fabricate crowns, bridges, dentures, and orthodontic products based on the prescription of a dentist. The Dental Laboratory designs and manufactures the dental prostheses using an impression (physician impression using mold or digital impression using IOS) of the patient's teeth provided by the dentist.[41] Dental Labs offer services such as removable partial dentures or fixed bridges for patients who are missing only one or a few teeth; full dentures for patients who are missing all of their teeth; orthodontic appliances and splints to help straighten and protect teeth; veneers that enhance the esthetics and function of the patient; and crowns, which are caps for teeth that are designed to restore their original size and shape.[42]

Exhibit 3.1: Products manufactured by Dental Labs



Source: Frost & Sullivan

Exhibit 3.2: Dental Lab customers



Source: Frost & Sullivan

3.1. RECENT TRENDS IN DENTAL LABS

3.1.1. ADOPTION OF DIGITAL SOLUTIONS

Greater focus on quality improvements, labor cost reductions and time saving (reduced production or treatment time, shorter waiting times and higher patient satisfaction) among the Dental Labs have

[41] American College of Prosthodontists
[42] American Dental Association

resulted in increasing adoption of digital workflows. With the advent of novel technologies and growing need for personalized prostheses, the dental care workflows are getting digitized such as getting digital oral impressions using Cone-Beam Computed Tomography (CBCT) or intraoral scanners, usage of software for computer assisted treatment planning, designing restorative products such as crowns and aligners using Computer Aided Design (CAD), and manufacturing of prostheses using Computer Aided Manufacturing (CAM) process or 3D printing.

There is rapid adoption of digital impressions among dentists across many countries, including India due to increasing usage of intra-oral scanners (IOS). Globally, the penetration of IOS is about 23% and it is expected to grow to 28% in 2027 due to increase in number of brands and significant decrease in price.[43] There are more than 15 established IOS brands in the market compared to only 2 about a decade back, and IOS is available at on-fifth of the cost compared to a decade back.[41] Unlike conventional physical dental impressions, digital impressions using IOS offer increased speed, better clinical efficiency, greater comfort for patients, and ease of use for clinicians while delivering comparable or even superior accuracy to physical impressions [44]

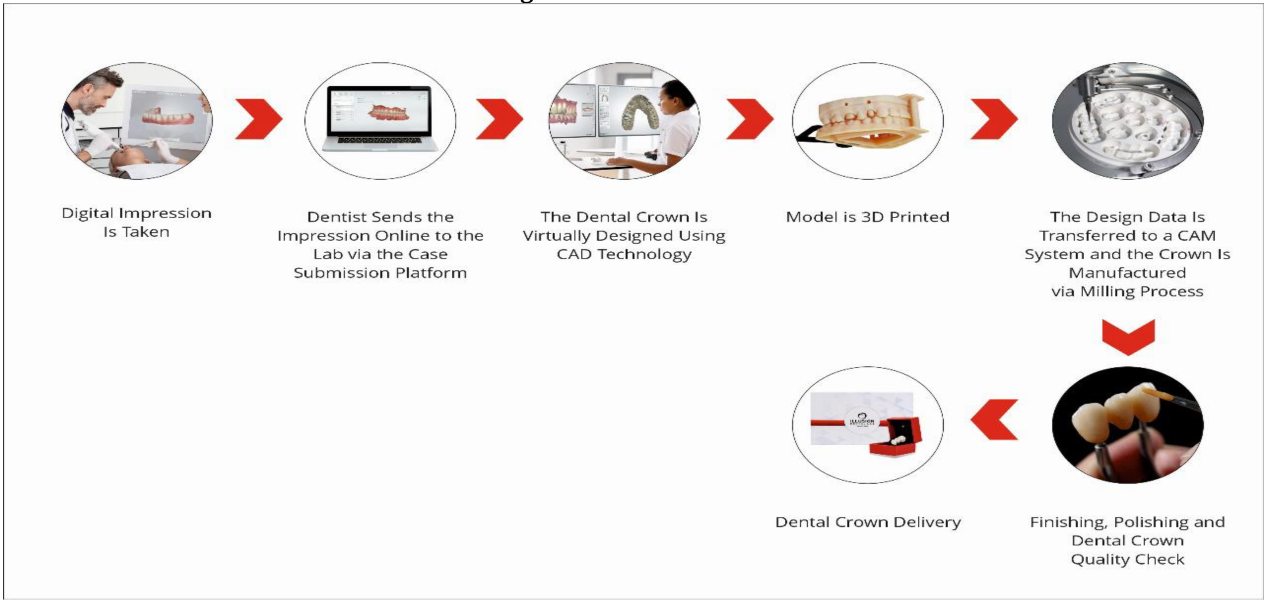
There is growing usage of IOS in India among dentists resulting in increased digital impression cases by Dental labs due to availability of low-cost brands. Most of the IOS are imported in the country. The value of IOS imports to India has grown from US$ 1.6 Mn in 2019 to US$ 6.2 Mn in 2023 at growth rate of 41%. The number of IOS units imported has grown from 580 in 2019 to 1,743 in 2023 at a growth rate of 32%.

Large organized dental labs in India integrate technology such as digital dentistry in their workflow, ensuring higher precision and better-quality Crowns and Aligners, serving large number of dentists in remote locations and saving logistics costs. Digital impressions require less than a minute of dentist's time, saves logistic costs, and reduce turnaround time and remake rate by 50% compared to analog impressions.[45] Digital impression cases for large, organized labs in India is growing.

By adoption of digital dentistry, large organized dental labs in India have seen significant reduction in turnaround time to deliver preventive and restorative dental solutions (e.g. Crowns, Aligners, Dentures) in India.[46] Indian Dental labs such as Laxmi Dental Limited and DentCare adopt digital dentistry in their workflow. Laxmi Dental is one among the leading importer of intra-oral scanners in India, adopting digital dentistry for a large part of its workflow.[47]

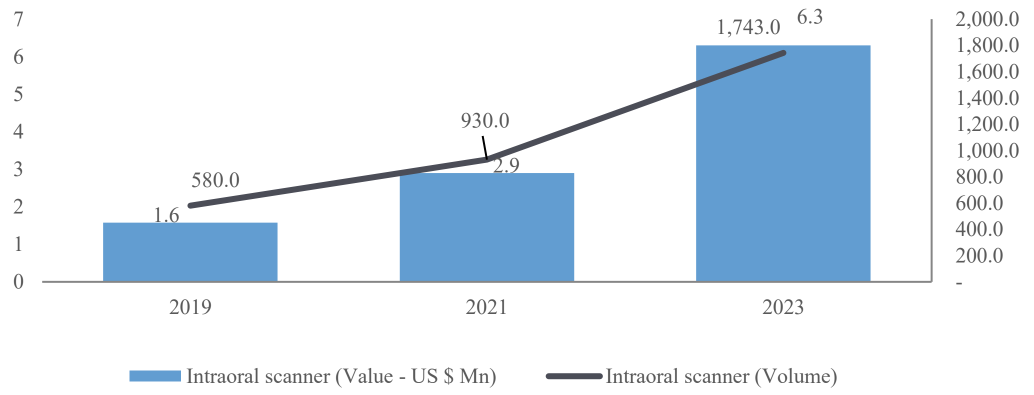
[43] AB Bernstein Analysis
[44] https://www.aegisdentalnetwork.com/cced/2023/03/intraoral-scanners-the-key-to-dentistry-s-digital-revolution
[45] Dental Economics, Scanning for predictability and profitability, January 2024
[46] Based on Frost & Sullivan primary and secondary research and company statements.
[47] As per Frost & Sullivan analysis from Volza database

Exhibit 3.4: Digital Workflow in Dental Lab



Source: Frost & Sullivan

Exhibit 3.5: Imports of Intra-Oral Scanner systems and parts, India
CAGR (Value) = 41%; CAGR (Volume) = 32%



Source: Volza, Frost & Sullivan

3.1.2. ADVANCEMENT IN MATERIALS

Crowns made of Zirconia or other second-generation polymers are increasingly being preferred by dentists and patients driven by growing demand for aesthetics, concerns of toxicity and allergic reaction to metal alloys and to mitigate issues such as bite concerns post treatment. Zirconia crowns are made from a special kind of zirconium dioxide, which is translucent in nature, allows light to pass through the crown, making them look like natural teeth. Zirconia, which is less brittle and having high tensile strength, is not only a functional material, but also offer better aesthetics. Moreover, Zirconia crown can be fabricated with full-digital workflow. Zirconia has become a popular alternative to porcelain-fused-to-metal (PFM) crowns and is increasingly being used in fabricating crowns and bridge restoration and implant abutments.

Table 3.1. Materials used in dental crowns

Crown Type	Material	Strength	Aesthetics	Durability	Preparation	Suitability
Zirconia Crown	Zirconia	Very High	High	Very High	Minimal	General
PFM crown	Metal + Porcelain	High	High	Moderate	Moderate	General
Emax crown	Lithium Disilicate	High	Very High	Moderate	Moderate	Aesthetically demanding

Table 3.1. Materials used in dental crowns						
Metal crown	Metal Alloy	High	Low(visible)	Very High	Moderate	Molars
Porcelain crown	Porcelain	Moderate	Moderate	Moderate	Moderate	General
Veneers	Composite Resin	Low	High	Low	Minimal	Anterior Teeth
Ceramic Crowns	Ceramic	Moderate	High	Moderate	Moderate	Genera

Source: Frost & Sullivan

Glidewell, a leading dental lab chain in the US, launched the first branded monolithic Zirconia crown restoration, BruxZir® Zirconia, in 2009. As per the company, more than 28 million units of BruxZir® Zirconia have been prescribed by dentists globally until 2023 and the product makes up more than 70% share of the fixed restorative units fabricated at Glidewell.[48] Clinical validation studies have demonstrated the superior strength and diminished wear of BruxZir® Zirconia compared to Porcelain Fused to Metal (PFM) due to which dentists are increasingly preferring Zirconia over other PFM. Notably, PFM, which was popular among dentists before Zirconia, makes up only 7% of restorations made by Glidewell.[49]

Large organized dental labs in India such as Laxmi Dental Limited and DentCare have launched branded zirconia Crowns. Laxmi Dental Limited is one of the early companies to launch branded Zirconia crowns under its brand name "Illusion Zirconia".

3.1.3. OUTSOURCING AND CONSOLIDATION IN DENTAL LAB

Like the US, the Indian Dental Lab industry is expected to witness consolidation with increasing share of organized players due to regulatory changes and growing emphasis on professionalization, adoption of digital workflows and patient-centric approach. This is expected to favor established players, gaining a larger share of outsourcing works from the US.

To have precise fitment of Dental prostheses, reduce visit time and improve patient experience, dental clinics are adopting digital workflows and demand Dental Labs to adopt new technologies and invest in digitalization. Due to this, Dental Labs are prioritizing investments in technology and automation. With increasing cost of technology investments and shortage of skilled dental technicians, traditional laboratories are struggling to remain competitive. In the US, a growing number of Dental Labs are outsourcing the fabrication of their restorations to overseas laboratories in countries such as China, India, and Thailand to remain price competitive, improve efficiency and maintain their profits. Notably, 35% of lab work sold in the U.S. comes from outside the country.

3.2. GROWTH OF DENTAL LABS IN INDIA

The Dental Lab industry in India is expected to witness consolidation due to growing emphasis on professionalization, demand for wider portfolio of products including premium products, increased regulatory scrutiny and greater emphasis on safety and quality of dental products. As large organized Dental Labs would be in a better position to adopt digital workflows and automation tools, invest in technologies such as CAD/CAM, and attract skilled talent; traditional and small labs will find it challenging to compete in the market. To gain economies of scale and expand their service offerings, large Dental Labs will acquire small labs. Similar trend was witnessed in the US where the number of Dental Labs decreased by more than 20% from 2001 to 2022 due to the skills shortage, adoption of digital workflows and increasing preference among dental services organization to work with large, organized labs . Due to greater emphasis on quality (compliance to regulatory standards) and improved efficiency (adoption of automation and digital workflow), the market is moving towards more professionalization favoring the growth of organized dental lab networks.

Factors driving the overall dental care market such as increasing prevalence of dental diseases, growing interest in cosmetic dentistry, rising ageing population and increasing affluence are also driving the growth in the Dental Lab market. There are more than 5,000 Dental Laboratories and about 35 training

[48] https://glidewelldental.com/education/chairside-magazine/volume-18-issue-1/zirconia-update-2023-what-you-need-to-know
[49] https://glidewelldental.com/company/blog/choosing-between-zirconia-crowns-and-pfm-crowns

institutions for dental technicians. Given the relatively low ratio of dental technician to dentist population, there is tremendous scope for quality laboratories in the country. More colleges are now offering dental technician course to match the growing demand.

India is increasingly exporting dental lab products to other countries. Notably, the country's exports of Artificial Dental teeth and fittings grew from US$ 6.9 Mn in 2018 to US$ 13.2 Mn in 2023 at a rate of 14.0%. The top countries of India's exports (2018 – 23) are US (61.4%), UK (12.3%), Italy (11.2%), Hong Kong (4.6%) and UAE (2.5%).

Table 3.2. Exports of Artificial Dental Teeth and Fittings, India (2018 - 2023)

Product	Export (US$ Mn)			**Top Export countries by value (2018 – 2022)**
	2018	**2023**	**CAGR**	
Artificial Dental Teeth and fittings	6.9	13.1	14%	US (64.3%), UK (14.8%), Italy (13.3%), UAE (2.9%)

Source: Volza, Frost & Sullivan

Leading organized dental labs in India export large value of dental products to many countries including the US, UK and Europe. Among the Indian dental labs, Laxmi Dental Limited is the largest exporter of custom-made dental prosthesis in terms of export revenue for FY 2023 and catering primarily to US and UK.[50][51]

The dental laboratories market in India is characterised by the presence of fragmented and unorganized dental laboratories with less than ten technicians and a dearth of quality management standard compliant dental products. Very few labs in India have adopted digital dentistry and operate at scale, catering to a large network of dentists in domestic as well as export markets. While there is huge opportunity in Dental Lab market in India, survival of new entrants and small players is a challenge due to long gestation to establish a trusted network of dentists, high cost associated with the dental equipment and materials, labor shortage, rising costs, and increasing automation. Central Drugs Standard Control Organization ("CDSCO") of Ministry of Health and Family Welfare ("MoHFW"), Government of India included dental crowns, bridges and resins as Class B, low moderate risk medical devices and compliance with ISO 13485 has been made mandatory by March 31, 2023. ISO 13485 is required for organizations involved in the design, production, installation and servicing of medical devices and related services, and as of a valid license from the CDSCO is mandatory to manufacture, import, sell, or distribute dental products in India. Dentists are increasingly preferring organized laboratories over unorganized laboratories due to availability of wide and differentiated product portfolio, higher accuracy and compliance with international quality standards and better quality of service due to integrated product offerings. Due to the above factors, the Indian Dental Lab market is expected to be dominated organized Dental Labs.

Changing regulatory requirements in medical devices sector is expected to transition the fragmented and unorganized dental products and consumables market to organized and consolidated market dominated by companies focusing on quality, operational efficiency, and consumer experience.

Indian dental labs can be categorized in to large, medium and small labs. Among the 5,000+ dental labs in India, there only 2 large labs, having more than 200 technicians and more than INR 25 crore in annual revenue, and adopting a high-level digital workflow. There is high fragmentation in the Indian dental lab market with more than 5,000 small labs with less than 10 technicians, less than 1 crore in annual revenue, and low-level of digital workflow adoption.

Table 3.3. Type of Dental Labs in India

Type of Lab	**Number of technicians**	**Annual Revenue**	**Adoption of Digital workflow**	**No. of Labs**
Large	200 - 1000	INR 25 – 100+ Crore	High	2
Medium	10 - 200	INR 1 – 25 Crore	Moderate	Less than 50

[50] Volza, Frost & Sullivan analysis
[51] Volza, Frost & Sullivan Analysis

Table 3.3. Type of Dental Labs in India				
Small	1 - 10	Less than INR 1 Crore	Low	More than 5,000

Source: Frost & Sullivan

3.3. GROWING TREND OF OUTSOURCING DENTAL LAB SERVICES TO INDIA

Increasing Dental Lab closures in the US coupled with the growing demand for durable restorations and prostheses is expected to drive the growth in outsourcing of Dental Lab work to countries such as India.

While the demand for Dental Lab services is increasing among dentists in the US due to rising adoption of branded products such as Dental Crowns and Clear Aligners, there is growing trend of dental clinics importing products from dental labs outside the US. Due to growing shortage of skilled dental technicians, increasing price competitiveness and increasing need to adopt digital workflows, organized dental clinic networks and dental labs from developed countries such as the US and the UK are offshoring the fabrication of dental products such as crowns, bridges, and dentures to labs in India, South Korea, China, Thailand, and Vietnam. About 25% of domestic dental laboratory sales and 38% of actual restorations are manufactured overseas.[52] Offshoring enables the organized dental chains and dental labs to reduce operational costs and offer high quality products at competitive prices. Indian Dental Labs have adopted digital workflows to enhance precision and reduce turnaround time and have specialized technical skills to create customized dental restorations. A large part of the US dental lab outsourcing to China is shifting to other countries, and India has become one among the preferred markets due to availability of skilled labor, adoption of advanced technology and ability to deliver high quality restorative products such as zirconia crowns. With the adoption of international quality standards such as ANSI[53] and ISO[54], and meeting compliance requirements from regulatory agencies such as FDA, Indian dental labs deliver a high standard of care in restorative and cosmetic dentistry.

Indian Dental Labs adopt high precision manufacturing by leveraging state-of-the-art technology to create personalized and high-quality zirconia crowns that meet international standards. Additionally, large organized Indian labs offer customizable options and a wide range of materials, shades, and restoration designs for the unique needs and preferences of patients. Moreover, by adopting digital workflows, large Indian dental Labs receive digital files such as patient scans, impressions and specifications, securely and efficiently, thereby reducing the turnaround time. Due to this zirconia crowns from Indian dental labs which are organized and have high technical expertise are a popular choice among Dental Labs and clinics in US, UK and other countries. Dental clinics rely on Dental Lab partners for guidance on esthetics, material selection, and occlusion to complete challenging cases. While many dental clinics (85%) in the US are relying on external Dental Labs for fabrication of dental prostheses, the number of Dental Labs in the US is decreasing due to talent shortage and high cost of operations. From 2001 to 2022, the number of Dental Laboratories with payrolls dropped by more than 20% in the US. The growing trend in Dental Lab closures in the US coupled with the growing demand for durable restorations and prostheses is expected to drive the growth in outsourcing of Dental Lab work to countries such as India.

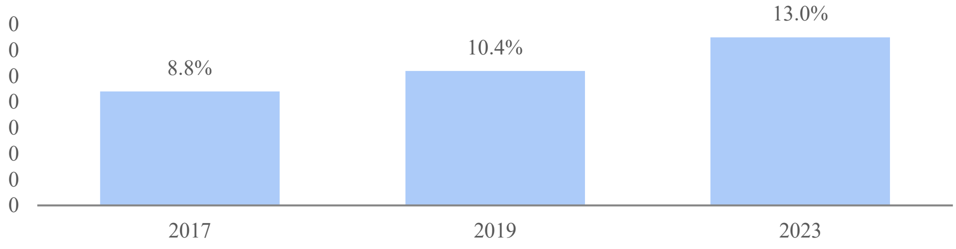
3.4. CHANGES IN DENTAL LAB ENVIRONMENT IN THE US

3.4.1. INCREASE IN NUMBER OF DENTAL SERVICES ORGANIZATION

Dental Support Organization (DSO) or practice management organizations own and run several dental practices and support dentists with the nonclinical business aspects of managing a dental office, such as marketing, information technology, personnel resources, accounting and billing, and facility and equipment maintenance.

[52] https://dentallabs.org/nadl/
[53] American National Standards Institute
[54] International Organization for Standardization

Exhibit 3.7. Percentage of Dentists affiliated with DSOs in the US



Source: American Dental Association, Frost & Sullivan

By centralizing operations and standardizing systems across sites, DSO aims to increase the productivity and profitability of dental practices. While a few DSOs are owned by a group of dentists, private equity firms own many large DSOs. There is growing interest from Dentists to affiliate with DSOs to focus on patient care, reduce administrative burdens, and improve financial stability. The percentage of Dentists affiliated with DSOs in the US has grown from 8.8% in 2017 to 13.0% in 2023. The top 5 DSOs in the US are Heartland Dental, The Aspen Group, Pacific Dental Services, Smile Brands and Sonrava Health.[55]

Table 3.4: Sample list of major Dental Service Organizations (DSO) in the US, 2023

DSO	Number of Clinics	Number of States
Heartland Dental	1,650+	38
The Aspen Group	1,037	45
Pacific Dental Services	930	25
Smile Brands	700	30
Sonrava Health	600	21

Source: Beckersdental, Frost & Sullivan

Leading dental labs in India have partnered with large DSOs in the US to export custom-made dental products. For instance, Laxmi Dental Limited is the preferred partner for one of the largest DSOs in the US.

3.4.2. REGULATION OF LABORATORIES/TECHNICIANS

As dental practices become more organized with growing number of DSO affiliation, there is greater need for qualified Dental Laboratory partners in the market to cater to increasing demand from patients and dentists. DSOs are looking for long Dental Lab partners who adopt digital workflows and comply to regulatory and quality standards from The National Association of Dental Laboratories (NADL). As NADL is working with state regulatory agencies throughout the U.S. to set minimum operating standards for Dental Labs within dental practice acts, big Dental Lab networks which are professional and organized will gain a large share of market from small players, driving market consolidation.

3.4.3. GROWING DOMINANCE OF ORGANIZED DENTAL LABS

Dental Lab market is witnessing increased rate of consolidation with capacity expansion of large Dental Lab networks. Leading Dental Labs such as Modern Dental Group, Glidewell and National Dentex Corporation dominate the Dental Lab market in the US. Notably, Glidewell which designs and manufacture crowns, bridges, dentures, implants and more for dentists around the globe, has diversified its portfolio by introducing branded zirconia restorations, branded bite splint, branded implant system and digital dentistry solutions.

[55] https://www.beckersdental.com/dso-dpms/41616-46-dsos-to-know-2023

Table 3.5: Sample list of major Dental Labs in the US				
Dental Lab	**Founded**	**Estimated number of employees**	**Annual revenue (US$ Mn)**	**Select Dental Lab acquisitions**
Modern Dental Group	2012	7,035	406	MicroDental Laboratories, Labocast
Glidewell	1970	5,000	500 – 700*	ORB Innovations, Citrus Dental Lab, IOS Technologies,
National Dentex Corporation	1982	4,000	200 – 400*	Dental Arts, Dental Services Group, Biotech Dental Prosthesis, Fager Dental Lab, Trident Dental Labs
Frontier Dental Labs	1982	320	25 – 50*	Burbak Dental Lab, Nu-Art Dental, Absolute Dental Services
***Estimated**				

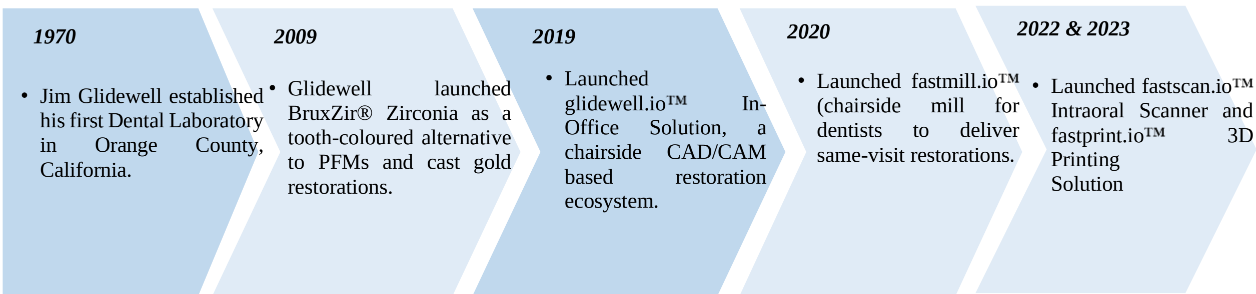
Source: Pitchbook, Frost & Sullivan

3.4.3.1. GLIDEWELL DENTAL LAB

Glidewell, founded in 1970 and having revenue of about US$ 500 to 700 Mn, introduced its branded BruxZir® Solid Zirconia in 2009 as an alternative to Porcelain Fused to Metal (PFM) and cast gold, offering improved durability and resistance to fractures. The percentage of restorations fabricated by Glidewell from BruxZir® Zirconia increased from 3% in 2009 to 78% in 2020, whereas the percentage of PFM and full-cast gold restorations by Glidewell stood at only 7.4% and 2%.[56] As per TRAC Research (the clinical studies division of the independent Gordon J. Christensen Clinicians Report®), BruxZir restorations exhibited a 100 percent survival rate and zero terminal fractures after a decade of scientific evaluation.[57]

Since 2009, Glidewell has introduced several formulations—including the recent BruxZir Esthetic Milling Blanks—for a wider range of clinical indications.[58] Adoption of technologies like CAD/CAM, continuous investment in R&D and a focus on on-site vertical integration has enabled Glidewell to standardize restorative procedures and reduce costs for dentists, ensuring highest standards for quality and precision. In 2019, the company launched glidewell.io™ In-Office Solution, a chairside CAD/CAM based restoration ecosystem that empowers doctors to produce high-quality BruxZir restorations in under 45 minutes. Subsequently, the company launched fastmill.io™ (chairside mill enables dentists to deliver same-visit restorations made from BruxZir® NOW Milling Blocks) in 2020, fastscan.io™ Intraoral Scanner (high-speed scanner to seamlessly upload digital impressions to the fastmill.io) in 2022, and fastprint.io™ 3D Printing Solution in 2023.

Exhibit 3.8: Glidewell, Timeline of key developments



Source: Glidewell, Frost & Sullivan

[56] https://glidewelldental.com/education/chairside-magazine/volume-16-issue-2/by-the-numbers
[57] https://glidewelldental.com/company/our-advantage/the-history-of-glidewell
[58] https://glidewelldirect.com/collections/bruxzir-solid-zirconia

4. EMERGENCE OF BRANDED PRODUCTS IN ORTHODONTICS

4.1. PREVALENCE OF MALOCCLUSION

Malocclusion is one of the most prevalent condition and ranks third in importance to periodontal disease and caries in the WHO's list of oral health issues[59]. Malocclusion refers to misalignment of the upper and/or lower teeth that is measurable enough to interfere with the person's ability to bite properly. Globally about 56% of the population are having Malocclusion (4.5 Bn)[60]

Class I Malocclusion: It refers to cases where there is an overlap of teeth (upper teeth rest over the lower teeth while biting down) but the bite is normal or near normal. Class I Malocclusion prevalence out of total Malocclusion cases is 75%[61]

Class II Malocclusion: It refers to cases where the upper teeth are sticking out over the lower teeth, affecting the bite significantly and require Orthodontic intervention. Class II Malocclusion prevalence out of total Malocclusion cases is 20%.[53]

Class III Malocclusion: It refers to cases where there are severe underbites resulting from protrusion of the lower teeth over the upper teeth, and it is characterized by alternating, overlapping lower and upper teeth. Class III Malocclusion prevalence out of total Malocclusion cases is 6%.[53]

4.2. TREATMENT OF MALOCCLUSION

Malocclusion is treated using Orthodontic therapy which seeks to achieve esthetic and functional improvement via mechanical therapy that moves teeth into a more ideal position. Following a dental examination, dental practitioners often ascertain the best kind of orthodontic treatment for a particular patient by considering the patient's preferences, the degree of the problem, the patient's malocclusion status, and the anticipated outcomes of the therapy.

Traditional orthodontics treatment and Clear Aligner treatment are the two main approaches of orthodontics treatment. Orthodontic devices such as Braces (Ceramic, Lingual and Metal), Retainers (Removable devices), and Aligners are used to treat Malocclusion cases. While Metal, ceramic, lingual, and other visible aligners are used in the traditional treatment method, Clear Aligner treatment method involves designing custom-made, transparent, and removable aligners. The traditional Orthodontic treatment using Braces has drawbacks such as Oral discomfort, noticeability of Braces, frequent visit required to dentists, and high technical requirements of dentists. Due to invisible nature of Clear Aligners and convenience of treatment, the adoption of Orthodontic treatment for Malocclusion has increased, especially among adults who were hesitant to get treated with traditional methods. Notably, 80% of Malocclusion cases can be treated with Clear Aligners. While the Class I and II Malocclusion cases can be treated with Clear Aligners or braces, Class III malocclusions are corrected through a combined surgical-orthodontic approach.

Metal braces and wires have historically been used in orthodontic treatments to bring teeth into position. During the treatment (1 – 2 years), patients must see the orthodontist every 4–6 weeks to monitor the growth of their teeth, tighten wires, and make other necessary changes. In Clear Aligner treatment, the patient visits an orthodontist or dentist who takes digital or physical imprints of the patient's teeth using an intraoral scanner or a mold to make custom clear trays. The treatment planning software receives the scans and suggest a course of. After the treatment plan has been approved by the clinician, aligner trays are fabricated by dental labs and shipped to the dentist or orthodontist. Unlike metal braces, Clear Aligner does not require frequent visits to dentist to adjust the brackets and wires, thereby saving "chair time" to dentists.

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[59] Sharma R, Sharma K, et al. A Study to determine the Prevalence of Malocclusion and Chief Motivational Factor for Desire of Orthodontic Treatment in Jaipur City, India. World J Dent 2015; 6(2):8792.
[60] Lombardo G, Vena F, Negri P, et al. Worldwide prevalence of malocclusion in the different stages of dentition: A systematic review and meta-analysis. Eur J Paediatr Dent. 2020
[61] American Orthodontics Society

Table 4.1: Orthodontic treatments for Malocclusion				
Particulars	**Traditional Treatment Method/Braces**			**Clear Aligners** 
	Metal Braces 	**Lingual Braces** 	**Ceramic Braces** 	
Description	Traditional metal braces consist of brackets placed on teeth that need to be corrected and an archwire that will hold the brackets together	Same as traditional braces, except the brackets are placed on the lingual surfaces of teeth as opposed to the buccal surfaces	Same as metal braces except that they come in an enamel-like colour so that the braces are less noticeable	**Invisible braces which are ideal for patients who cannot have many in-person appointments or are concerned with aesthetics.**
Indication	Class I, II and III Malocclusion (Severe, moderate, and mild Malocclusion)	Class I and II Malocclusion (Mild and Moderate Malocclusion)	Class I and II Malocclusion (Mild and Moderate Malocclusion)	**Class I and II Malocclusion (Mild and Moderate Malocclusion)**
Treatment Duration	18 – 24 months	18 – 24 months	18 – 24 months	**8 – 24 months**
Frequency of dentist visit per year	10 - 11 times	11 - 12 times	10 - 11 times	**4 – 5 times**
Duration per dental visit	30 – 45 minutes	45 – 60 minutes	30 – 45 minutes	**10 - 15 minutes**
Aesthetics	Noticeable	Partially invisible	Semi-transparent	**Transparent/invisible**
Comfort level	Fixed to tooth/non-removable and can rub against mouth surfaces	Fixed to tooth/non-removable and can impair tongue function	Fixed to tooth/non-removable and can rub mouth surfaces	**Removable with improved comfort**
Hygiene	Difficult to clean and can trap food particles	Difficult to clean and can trap food particles	Difficult to clean and can trap food particles	**Easy to clean**
Level of Dentist specialization required	High	High	High	**Low**

Source: Frost & Sullivan

Increasing number of patients, adults in particular, are opting for Clear Aligner treatment compared to traditional braces as it offers greater convenience such as better aesthetics and comfort level, and fewer dentist visits compared to traditional braces. Further, increasing utilization of intraoral scanners and technological advancement in dental labs is likely to drive the adoption of Clear Aligner treatment to more complicated indications.

India has a huge unmet need for Malocclusion treatment with Clear Aligners. Compared to the US, the prevalence of Malocclusion cases is high, whereas the penetration is low. Less than 10% of the eligible Malocclusion cases are treated with Clear Aligners compared to 30% in the US. As patients transition from traditional braces to Clear Aligner treatment method, the penetration rate of Clear Aligners is expected to increase over the years.

4.3. DRIVERS FOR CLEAR ALIGNER ADOPTION

Key drivers for consumer adoption of Clear Aligners include increasing awareness on aesthetics and Clear Aligners, increased treatment adoption among kids and adults alike, especially adults with poor treatment rate in the past

Increasing awareness on aesthetics and Clear Aligners. Due to it improved aesthetics and convenience of treatment, despite its higher cost Clear Aligners is gaining increased acceptance among patients compared to traditional braces. Patients are seeking it as a preferred treatment option as they become aware of its benefits in treating complex Malocclusion cases through digital and traditional marketing channels.

Expansion of Orthodontic treatment to general dentists. Due to less expertise required for Clear Aligner treatment and ability of the product to address mild malocclusions, Aligner companies are expanding their reach to general dentists who have access to a large patient pool. The companies provide support to general dentists by offering training and clinical education programs and access to digital tools.

Expanding indications. Improvement in technology is expected to expand the Clear Aligner treatment to more complicated indications, resulting in increasing penetration and market opportunity.

Technological advancements. Technologies such as 3D printing, treatment planning software and intraoral scanner have enabled dentists to tailor the treatment to each patient's unique needs, improve accuracy, optimize treatment planning, and predict outcomes accurately, and reduce production time and costs making aligners accessible to a broader range of patients.

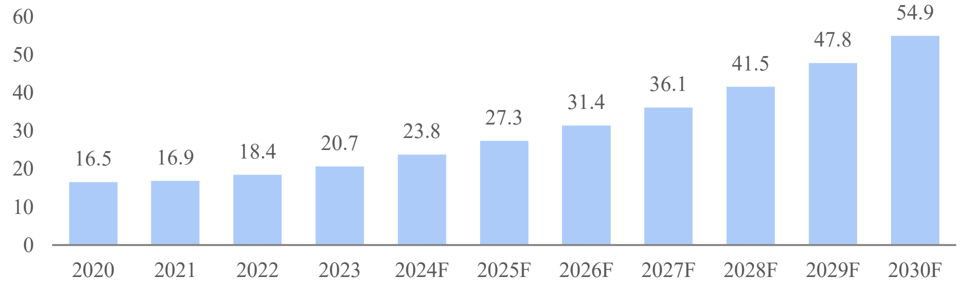
Increased treatment adoption among adults. Adults with malocclusions had a poor treatment rate in the past, mostly due to aesthetic concerns (visibility of traditional braces). Due to enhanced aesthetics and comfort, more adults are opting for malocclusion treatment.

4.4. GLOBAL CLEAR ALIGNER MARKET

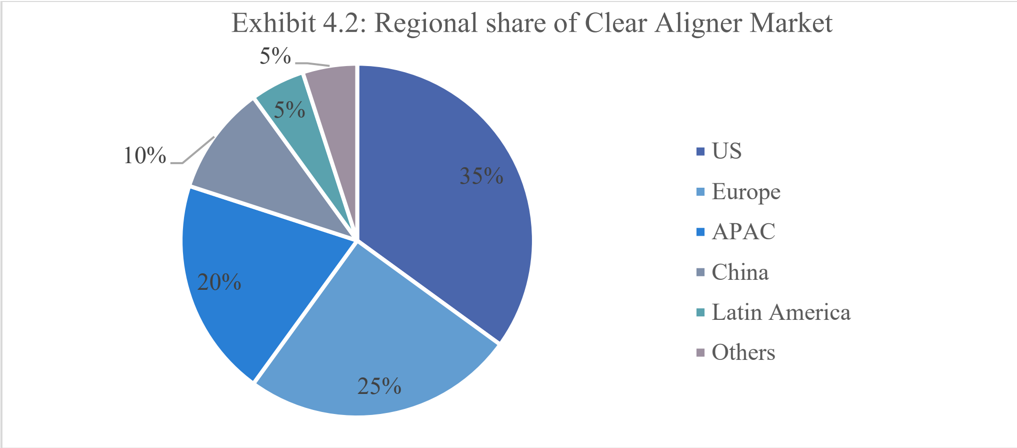
The global Clear Aligner market is sizable, and the Indian Clear Aligner market is expected to grow very rapidly over the next few years.

The global aligners market, in terms of retail sales, is an approximately US$ 21 Bn industry which is projected to grow at a rate of 15.0% between 2023 and 2030 due to the factors driving adoption of the Clear Aligner market such as increased awareness, expansion of indications, and advancements in technology enabling improved fitment and decreased "chair time". While APAC is the third largest market for Clear Aligners, it is the fastest growing market.

Exhibit 4.1. Global Clear Aligner Market (US$ Bn), 2020 - 2030F
CAGR 2023 to 2030F: 15.0%

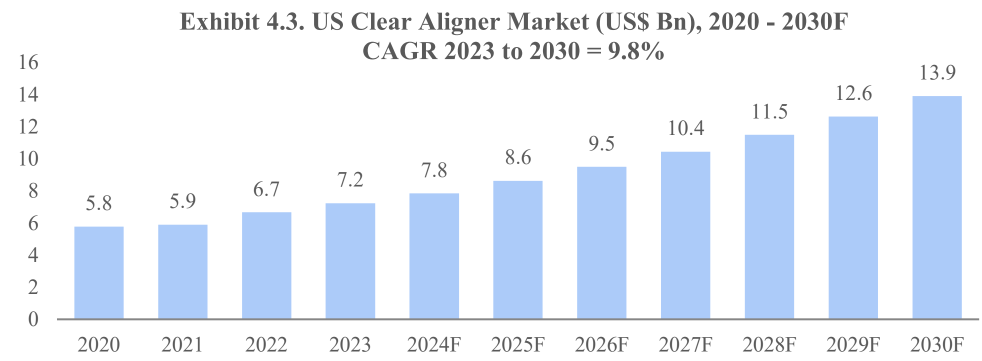


Source: Frost & Sullivan



Source: Frost & Sullivan

The US Clear Aligner market which has 35% share in the total global Clear Aligners market, is expected to grow from $7.2 Bn in 2020 to $ 13.9 Bn in 2030 in terms of retail sales. The Clear Aligner market growth in the US is projected to grow more than the growth of the Orthodontics market (9.8% vs. 8.5%). The penetration rate of Clear Aligners, which is at 30% currently, is expected to increase significantly over the years. While 67% of the US population (~225 Mn) have Malocclusion[62], only about 9 Mn seek Orthodontic treatment every year.[63]



Source: Frost & Sullivan

4.5. INDIAN CLEAR ALIGNER MARKET

India is expected to have a high growth potential for Clear Aligner treatment due to low penetration compared to the US. The high growth of the industry and rising annual spend per capita is driven by growing awareness and adoption of orthodontic treatments, visible clinical results enabling a shift in traditional orthodontists adopting Clear Aligners, ability of general practitioners to perform malocclusion cases, increased demand for cosmetic dentistry, growing dental tourism in India, adoption of newer technologies, and increasing disposable income in India.

In India, about 75% population have Malocclusion. While the prevalence of Malocclusion in India is higher than the US (75% vs. 67%), the penetration of Orthodontic and the Clear Aligner treatment is very low in India compared to the US. While 30% of Orthodontic cases are treated with Clear Aligners in the US, it is less than 15% in India.

Below are some of the factors which are expected to drive growth of Clear Aligner market.

Low penetration. While India has a high prevalence (75%) of Malocclusion, less than 1% seek Orthodontic treatment. Further, among the Orthodontic cases, less than 15% opt for Clear Aligners. There is a huge unmet need for Clear Aligner treatment and India is still at a nascent stage with attractive

[62] https://www.johcd.net/doi/JOHCD/pdf/10.5005/johcd-6-1-21
[63] https://bmcoralhealth.biomedcentral.com/articles/10.1186/s12903-021-01629-6

potential opportunity for manufacturers of the product.

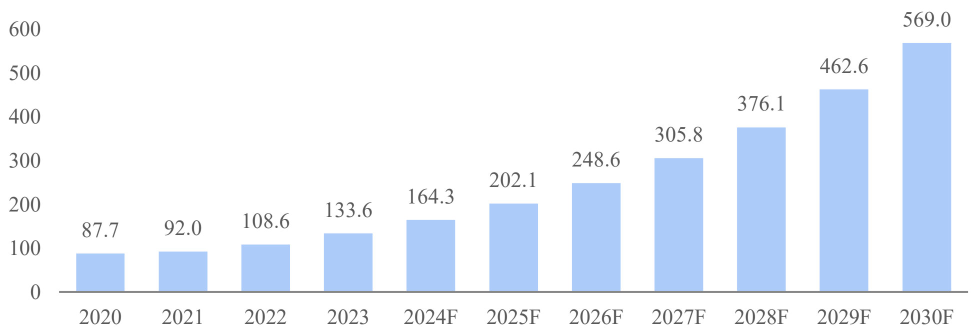
Growing consumer emphasis on dental aesthetics. Indian consumers are motivated to seek treatment for malocclusion to improve their appearance and an increasing number of adults are opting for Clear Aligner treatment due to better aesthetics compared to braces.

Increasing accessibility to dental care. Increase in the number of general practitioners providing care for Malocclusion is expected to drive adoption of Clear Aligners. Clear Aligner treatment easy to administer and requires less training compared to traditional Orthodontic treatment. While the number of Orthodontists is only about 7,700, there is a huge pool of general dentists in India (3 lakh) and a large portion of them are catering to Orthodontic needs. Further, about 30,000 dental graduates pass out every year[64] adding to the huge pool of available general dentists, resulting in improved accessibility of dental care services including the treatment for Malocclusion.

The Indian Clear Aligner market is expected to grow at a much higher growth rate compared to the US and global market. The Growth in Indian Clear Aligner market is expected to be driven by factors such as the growing emphasis of Indian consumers on dental aesthetics (driving the adoption of Clear Aligner as an alternative to braces), increasing number of general practitioners providing care for malocclusion, rising disposable income and propensity to spend on health products with cosmetic elements, and increased awareness through social media. Tier 2 and Tier 3 cities[65] are expected to be the next big growth driver for Clear Aligners in India due to relative under penetration and increasing disposable income.

Source: Frost & Sullivan

Exhibit 4.4. India Clear Aligner Market (US$ Mn), 2020 - 2030F
CAGR 2023 to 2030F = 23.0%

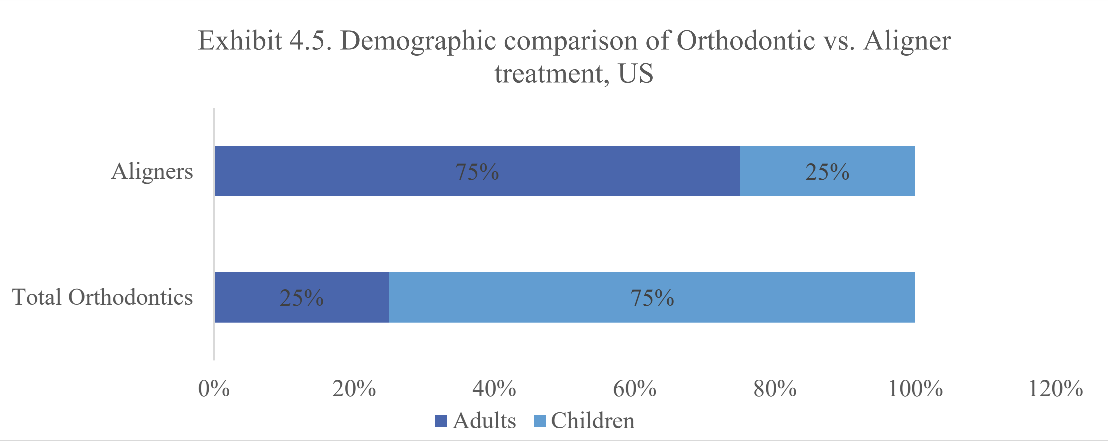


The Indian Clear Aligner market, which is relatively underpenetrated, is expected to grow from US$ 133.6 Mn in 2023 to US$ 569.0 Mn in 2030 at a much higher rate of 23.0% compared to the global market. Recent research studies in India have shown that more than 75% of the Orthodontic cases would prefer Clear Aligners compared to traditional Orthodontic braces[66], and close to 50% are willing to pay higher cost for Clear Aligners.[67]

In India, the annual Orthodontic cases per year is estimated to be 1.1 million. Currently, only about 15% (165,000) opt for Clear Aligners treatment. Due to increasing patient preference for Clear Aligner compared to traditional braces, the penetration rate is expected to increase driving the market opportunity. Moreover, due to better aesthetics of Clear Aligners more adults are seeking Orthodontic treatment creating market expansion opportunity. While 75% of the total Orthodontic cases are under 18 years of age, adults make a large proportion (75%) of Clear Aligner cases. When many adults opt for

[64] https://www.ncbi.nlm.nih.gov/pmc/articles/PMC11001036/
[65] Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh). Notification No. 2/5/17-E II(B), 7th July 2017
[66] Renuka Pawar, Tanya Prasad, et al. Awareness Regarding the use of Clear Aligners as an Orthodontic Treatment Modality among the General Population of Maharashtra, India: A Cross-sectional Survey. Journal of Clinical and Diagnostic Research. April 2024
[67] Harippriya Karthikeyan, Remmiya Mary Varghese, et al. Patients Preference to Clear Aligner Therapy Over Conventional Orthodontic Therapy. International Journal of Research in Pharmaceutical Sciences. 2020

Orthodontic treatment with Clear Aligners, the market is expected to grow even higher. As per a research published in BMC Oral Health, the number of adults undergoing Orthodontic treatment is increasing.[68] In 2018, an estimated 1.61 million adults received treatment in the US, up from 1.55 million in 2016.



Source: Frost & Sullivan

The Indian Clear Aligner market is dominated by organized branded players, and there is a transition from international brands to domestic brands. Organized dental players in India have emerged to offer quality product with competitive pricing, leading to increased adoption. Organized domestic lab chains have introduced branded Clear Aligner by adopting rigorous quality assurance system that enables to monitor all aspects of production process, including maintenance of equipment and facilities, procurement of raw materials, production and quality inspection, and packaging and delivery. Further, with the in-house production of raw materials and manufacturing equipment, and automating the production lines, organized domestic dental labs cush as Laxmi Dental Limited operate at scale, improving production efficiency delivering faster turnaround time and minimizing errors.

Indian Clear Aligner brands are a popular choice among dentists and patients due to same quality being offered at relatively lower pricing. Leading Indian aligner brands such as Illusion Aligner (Laxmi Dental), Toothsi, 32 Watts and Snazzy offer Aligners at 30% to 50% lower cost compared to international brands. Moreover, brands such as Illusion (Laxmi Dental), DentCare and Toothsi are FDA certified and are proven to meet international quality standards. **Laxmi Dental's Illusion Aligners, launched in 2021, is the first Indian brand to receive 510(k) clearance from US FDA in 2021 to market Clear Aligner and the company is the largest indigenous manufacturer of Clear Aligners in India with a Business-to-Business-to-Consumer (B2B2C) business model.**

Table 4.2: Leading Indian Clear Aligner brands with FDA approval

Company (HQ)	Product	FDA approval date
Laxmi Dental	Illusion Aligner	05/04/2021
DentCare	DentCare Aligners	26/09/2022
AMPA Orthodontics	MakeOToothsi	01/11/2022

Source: Frost & Sullivan

4.6. BUSINESS MODEL IN CLEAR ALIGNER

Most of the leading global companies in the Clear Aligner industry have adopted a B2B2C model to effectively penetrate the existing pool of dentists. The B2B2C model entails sale of aligners to the end consumer through the dentists. B2B2C business model ensures lower customer acquisition cost as compared to companies following a D2C model. Companies which have adopted Direct-to-Consumer (D2C) models have struggled to establish in the market due to suboptimal outcomes and failure to engage dentists in the treatment pathway.

Business to Business to Consumer (B2B2C). B2B2C or Doctor led model for Clear Aligners treatment

[68] Hung, M., Su, S., Hon, E.S. et al. Examination of orthodontic expenditures and trends in the United States from 1996 to 2016: disparities across demographics and insurance payers. BMC Oral Health.

involves in-person treatment and continuous monitoring by the dentist. In this model the company markets the technology to dentists as well as patients. The company provides aligner technology to partnering dentists, to complement their dental services to patients. Align Technology (Align), leader in Clear Aligner market, pioneered the doctor-led model for its brand Invisalign®. B2B2C or doctor led model ensures recurring revenue stream to the company from the dentist's patient population. Companies generate revenues from fixed laboratory fee per case and training fee charged to the dentists. Moreover, the model ensures treatment planning and regular monitoring from dentists resulting in best outcomes.

Align Technology also engages directly with consumers with its Invisalign® Brand Consumer Concierge program. The company's consumer marketing focuses on creating awareness with consumers about the Invisalign system and driving that demand to Invisalign doctors' offices. The program provides leads to dentists they otherwise may not obtain. The Concierge service teams are in more than 10 countries.

Table 4.3. Invisalign global brand consumer marketing

Year	Website Visitors (Mn)	Impression (Bn)	Consumers contacted	Consultations scheduled	Invisalign cases started
2023	105.9	34.2	Not available	Not available	Not available
2022	14.0	4.0	~ 4.7 Mn	+533,000	+111,000
2021	21.8	8.0	~ 3.8 Mn	+437,000	+88,000

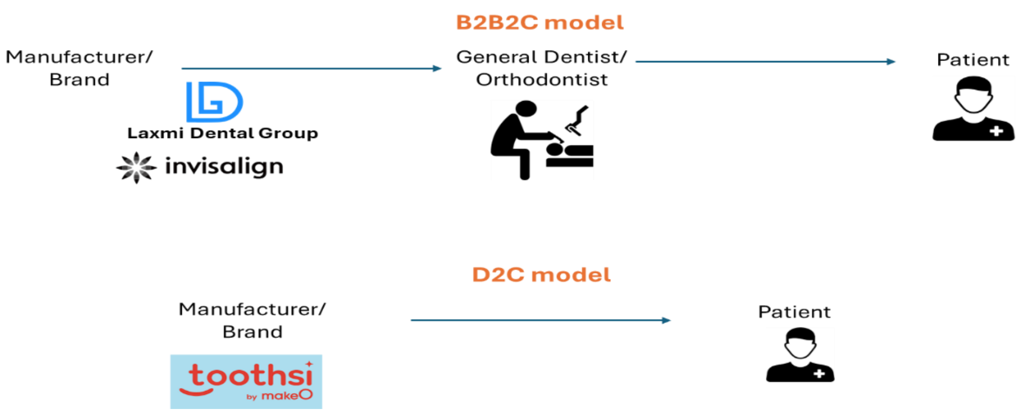
Source: Frost & Sullivan

Direct to Consumer (D2C): Due to growing awareness about Clear Aligners among consumers, increased social medial penetration and a greater emphasis on convenience, companies such as SmileDirectClub and Byte in the US launched D2C models. The D2C models were introduced to increase accessibility and decrease cost by eliminating the need to visit dentist. However, the model was widely criticized as it led to sub-optimal results due to lack of in-person dental supervision and monitoring. Moreover, due to high customer acquisition cost compared to B2B or B2B2C models, D2C model is unsustainable. A resolution opposing direct-to-consumer tooth alignment was passed by the American Dental Association in 2018. SmileDirectClub, which faced several lawsuits by both patients and doctors, as well as dental organizations, closed its operations in December 2023.

Recently, due to challenges involved in D2C model, D2C companies have changed their business model to involve consultation with dentists or Orthodontist who is employed by the company for an intra-oral scan. Moreover, Clear Aligners are Class IIa (medium risk) Medical Devices category, which requires product testing and quality system implementation (ISO 13485), and compliance to certifications, and companies with expertise and standardized business process would have competitive advantage in the market.

India, which has the second-highest number of dentists in the world (3 lakh dentists), offers a large addressable dentist population for B2BC companies to influence the customer adoption of dental products.

Exhibit 4.6. Business models of Clear Aligner sales



4.7. GROWTH OF ALIGN TECHNOLOGY IN CLEAR ALIGNER MARKET

Exhibit 4.7. Key developments in the History of Align Technology

1997	• Founded by 5 people in a small duplex in Redwood City, California to develop invisible Orthodontic product to replace conventional braces
1998	• Received FDA clearance to market its Invisalign® ® system which was the first orthodontic appliance to be fabricated using transparent and thermoplastic polymeric materials, with the aid of modern CAD/CAM technology.
1999	• First commercial sale of Invisalign® to N.A. Orthodontists
2000	• Launched its first national advertising campaign
2001	• Listing in listed in NASDAQ and launched its product in Germany, Switzerland and Austria. Sold one million Invisalign® ® products within 3 years of FDA approval.
2011	• Acquired Cadent Inc. to integrate the company's iTero Scanner in the digital treatment processes of the Invisalign® ® system
2013	• Launched SmartTrack highly elastic, proprietary Clear Aligner material to improve control of tooth movements with Invisalign® Clear Aligner treatment.
2014	• Launched ClinCheck Pro, Invisalign® treatment software tool to provide precise control to help Invisalign® doctors achieve their treatment goals.
2016	• Commerical launch of Invisalign® in India
2020	• Acquired exocad, a dental CAD/CAM software company offering fully integrated workflows to dental labs and dental practices.
2023	• Align Technology's served 17 Mn + customers and attained close to $4 Bn in annual revenue

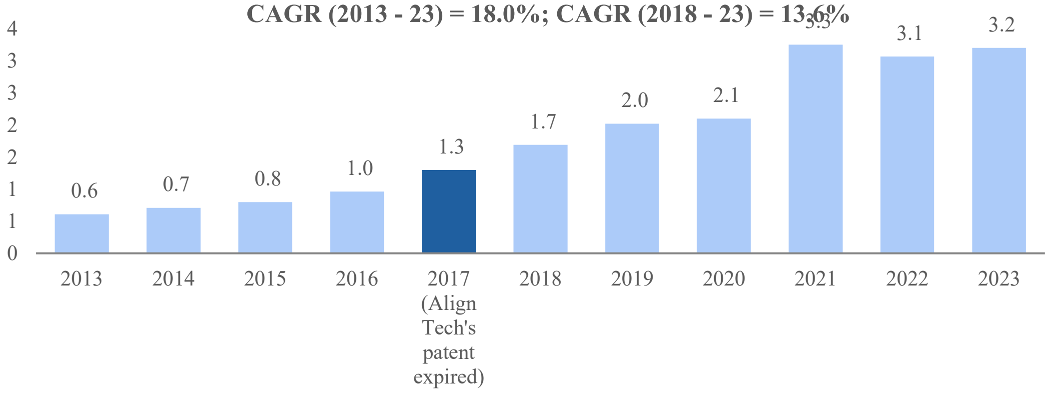
Source: Company website, Frost & Sullivan

Align Technology continues to develop new Clear Aligner products and digital workflow solutions. The company's goal is to help Dentists participate in a new and larger market by investing in innovative products and building brands to drive millions more consumers to their practice. The company partners with Dentists to move their practices forward by connecting them with new patients, providing digital solutions to help increase practice efficiency and helping them deliver the best possible treatment outcomes and experiences.

It is to be noted that, although Align Technology's Clear Aligner is priced at a premium rate compared to other brands and there was emergence of new players in the market post Align Technology's patent expiry in 2017, Align Technology maintains a strong leadership position in the Clear Aligner market due to its brand awareness and reputation among dentists. The brand started targeting Orthodontists in 1999 and began marketing to GPs in 2001.The revenues from Clear Aligners has grown from US$ 1.3 Mn in 2017 to US$ 3.2 Mn in 2023 at a growth rate of 13.6%.

Exhibit 4.8. Align Technology's yearly revenue from Clear Aligners (US$), 2013 - 2023

CAGR (2013 - 23) = 18.0%; CAGR (2018 - 23) = 13.6%



4.7.1. STRATEGIC PRIORITIES OF ALIGN TECHNOLOGY

International Expansion. Expanding the presence globally by scaling and expanding operations and facilities.

General Practitioner (GP) adoption. Enabling General Dentists, having access to a large patient base, to easily identify potential Invisalign® cases, monitor patient progress or help refer cases to an orthodontist. In North America, the utilization rate (Number of cases sold per doctor)[69] for Invisalign Clear Aligners was 14.0 cases per general practitioner in 2023 compared to 13.9 cases in 2022. The utilization rate in international region was 16.3 cases per general practitioner in 2023 compared to 16.2 cases in 2022.

Patient demand & conversion. Create awareness for Invisalign® treatment among consumers, motivate potential patients to seek Invisalign® treatment and reach more consumers one-on-one, and ensuring patients have the best experience with the Invisalign® brand.

Orthodontist utilization. Enable Dentists or Orthodontists to address a wide range of cases, from simple to complex, with the Invisalign® ® system.

4.8. GROWTH OF DOMESTIC PLAYER - ANGELALIGN TECHNOLOGY, IN CHINA CLEAR ALIGNER MARKET

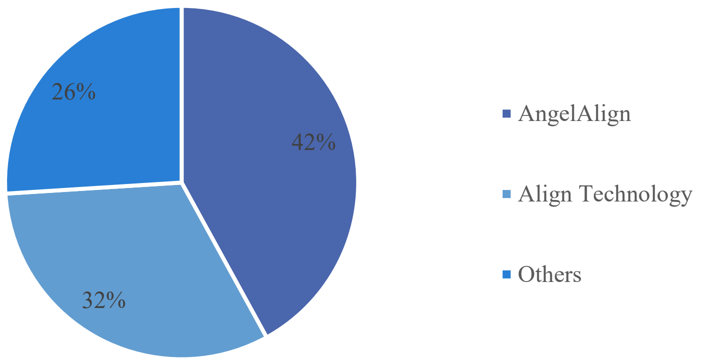
In other emerging economies such as China, the indigenous company, Angelalign has emerged as a leading domestic B2B2C player replacing the global brands such as Invisalign in the Clear Aligner market by addressing the gap in the market for an affordable Clear Aligner brand. Founded in 2003 in China, the company offers custom-made removable Clear Aligners and Orthodontic treatment planning software. The company started global expansion in 2020, and as of 2023, the company's products and services are available in over 30 countries, with Europe being one of its fastest-growing markets. The company went public in 2021 and currently, it has the highest market share for invisible orthodontic products in China with nearly 42% share.[70]

[69] Invisalign utilization rates are calculated by the number of cases shipped divided by the number of doctors to whom cases were shipped

[70] https://www.globenewswire.com/news-release/2023/04/04/2641164/0/en/Angelalign-Technology-Accelerates-Globalization-as-the-Global-Invisible-Orthodontics-Market-Recovers.html

Table 4.4. Angelalign Case Shipments and revenue					
Year	Total case shipments			Revenue (USD Mn)	Revenue growth (YoY)
	Total	Domestic	International		
2023	245,000	212,000	33,000	206.6	16.2%
2022	183,900	Not available	Not available	177.7	(6.8%)
2021	183,200	Not available	Not available	190.7	56.7%

Exhibit 4.9: Market Share of Clear Aligner brands in China



Indian Clear Aligner market is expected to follow a similar trend seen in China, wherein emergence of domestic companies is expected to reduce the dominance of international players.

4.9. MATERIALS USED TO FABRICATE CLEAR ALIGNERS

Clear Aligners are produced using thermoplastic resin polymers such as polyurethane (PU), polyethylene terephthalate (PET), polyethylene terephthalate glycol (PETG), and polyvinyl chloride. Aligners can be produced by molding the material on physical models, derived from a virtual planning software through 3D printing, or generated directly by 3D printing, without physical models.

4.9.1. THERMOPLASTIC MATERIALS.

Thermoplastic materials are polymers with different characteristics that respond differently to various types of mechanical stress such as chewing, physical stress such as heat and chemicals stress such as colouring agents, salivary enzymes, and mouthwashes. The most used polymers, individually or blended, to produce transparent orthodontic aligners are polyester, polyurethane, and polypropylene. Among polyesters, polyethylene terephthalate (PET) and polyethylene terephthalate glycol (PETG), a non-crystallizing amorphous copolymer of PET, are widely used in the production of Clear Aligners due to their excellent mechanical and optical properties.[71]

Thermoplastic polyurethane (TPU) is an extremely versatile material, featuring several favorable properties such as excellent mechanical and elastomeric characteristics, chemical and abrasion resistance, adhesion properties, simplicity of machining. Invisalign® aligners from AlignTech was the first digitally designed and manufactured aligners system produced from a single layer of polyurethane.

4.9.2. POLYMER BLENDS

Mechanical properties of the polymers are improved by mixing various types of polymers. Polyester, Polyurethane, and Polypropylene are the most used materials in the polymer blends employed in manufacturing of Clear Aligners. Polymer blending has proven to be a viable way to improve the physical and chemical properties of polymers, thereby enhancing the clinical performances of aligners.

[71] https://doi.org/10.3389/fmats.2022.819121

4.9.3. RESINS

Epoxy Resins such as acrylonitrile-butadiene-styrene plastic and stereolithography materials are used for producing Clear Aligners through 3D printing. 3D printing is used as an alternative to conventional thermoplastic aligner fabrication process to avoid alteration of mechanical, dimensional, and aesthetic characteristics of the material during the thermoforming process.

4.10. ALIGNER SHEET MARKET

Polyurethane (PU) and Polyethylene Terephthalate Glycol (PETG) are the major materials used to produce Aligner sheets. The global Aligner Sheet market is expected to grow from US$ 1032.9 Mn in 2023 to US$ 2283.3 Mn in 2030 at a rate of 12.0%. Polyurethan (PU) material dominates the market with 72% share, flowed by Polyethylene Terephthalate Glycol (PETG) with 23% share. Increasing treatment adoption for Malocclusion among population, increasing awareness of Clear Aligners treatment, and emergence of branded products are major growth drivers of the Aligner sheets market.

Source: Frost & Sullivan

Exhibit 4.10. Global Aligner Sheet Market (US $ Mn), 2020 - 2030F
CAGR 2023 to 2030 = 12.0%

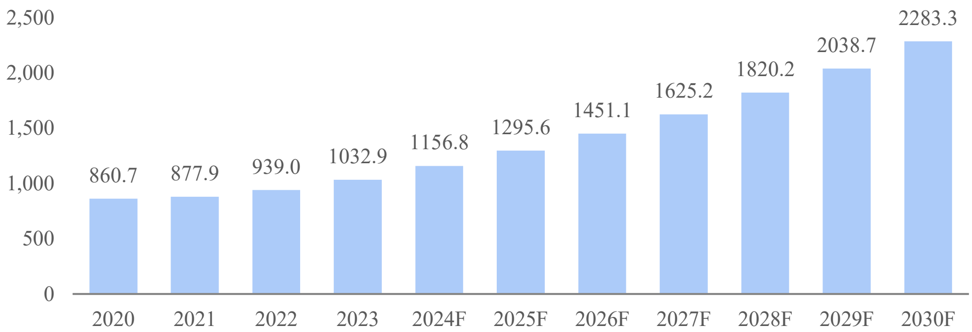
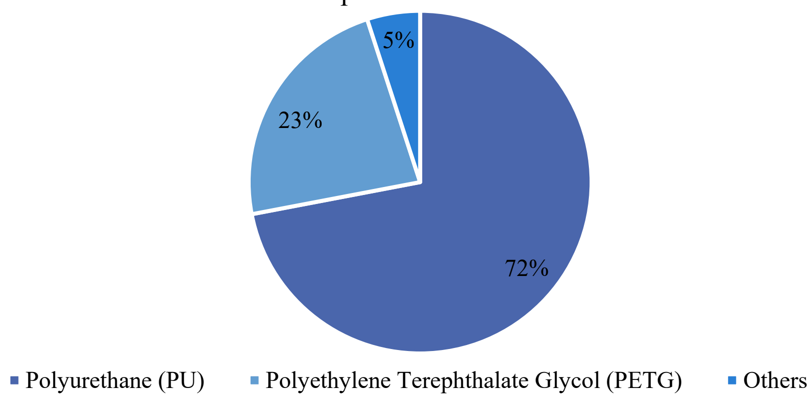


Exhibit 4.11. Market share of materials used in Clear Aligner production



Source: Frost & Sullivan

The major players in the Aligner sheet market are Dentisply Sirona (US), American Orthodontics (US), Ormco Corporation (US), Vedia Solution, a business unit of Laxmi Dental Limited (India), and Bay Materials LLC (US).

Table 4.5: Aligner sheet market size by key countries			
Country	**2023 (US$ Mn)**	**2030F (US$ Mn)**	**CAGR (2023-2030F)**
China	161.9	203.4	8.5%
India	63.0	90.9	6.2%
Germany	38.6	68.5	5.4%
UK	32.1	45.8	5.2%
Italy	20.6	28.2	4.6%
France	23.9	31.1	3.8%
US	161.9	203.4	3.3%

Source: Frost & Sullivan

Aligner sheet market in emerging markets such as China and India are expected to grow at a higher rate compared to developed markets due to low cost of manufacturing, increasing production of raw materials used to make the aligner sheet, and rapid technological advancements to achieve higher productivity and reduce the overall costs.

4.10.1. VERTICAL OR BACKWARD INTEGRATION IN CLEAR ALIGNER PRODUCTION

Multiple large Clear Aligner brands have followed backward integration approach by establishing proprietary manufacturing of Aligner Sheets to differentiate themselves in the market and improve gross margin. Moreover, the brands are aiming to develop materials with ideal features such as high resilience, low hardness, adequate elasticity ad resistance and high biocompatibility.[72]

Table 4.6: Sample list of major Clear Aligner brands with proprietary materials			
Company (HQ)	**Brand**	**Proprietary Name**	**Composition**
Align Technology (US)	Invisalign®	SmartTrack™ Material: LD30	Polyurethane
3M (US)	Clarity	3 M™ Clarity™ Aligners Flex, 3 M™ Clarity™ Aligners Force:	Polyurethane
Institut Straumann AG (Switzerland)	ClearCorrect	ClearQuartz Material	Polyurethane
Ormco Corporation (US)	Spark	TruGEN™ and TruGEN XR Material	Unkown
Dentsply Sirona (US)	SureSmile	Essix Plastics: Plus, C plus	Polypropylene/ethylene copolymer
Henry Schein (US)	Reveal	ClearWear™ material	Unknown
Laxmi Dental	Illusion Aligners	Pro and FLX	Polyurethane

Source: Bioactive Materials Journal, Company presentation, Frost & Sullivan

There are very few manufacturers of Aligner materials in India. Laxmi Dental Limited is one of the very few companies in India to manufacture and supply thermoforming sheets, thermoforming machine, dental consumables, biocompatible resins for 3D printing tailored for manufacturing Aligners.

4.11. PAEDIATRIC CROWN MARKET

Increasing prevalence of Dental disorders in children, introduction of aesthetic and biocompatible materials and increasing accessibility to specialist dental care are some of the major factors driving the Paediatric Dental Crown market

[72] https://www.ncbi.nlm.nih.gov/pmc/articles/PMC9588987/

4.11.1. PREVALENCE OF ORAL DISEASE AMONG CHILDREN

Oral diseases affect 3.5 Bn people worldwide, and untreated dental caries (tooth decay) is among the major oral diseases and conditions representing highest diseases burden. Dental caries or tooth decay results when free sugars contained in food or drink are converted by bacteria into acids that destroy a tooth over time. Dental caries is a major public health problem globally as the disease affects all age groups, with an onset in early childhood and continued increase over the life course. Caries is mostly preventable, but nonetheless it is the most common noncommunicable disease globally. More than 33% of the global population have untreated dental caries. Over 2 Bn people worldwide have untreated dental caries in permanent teeth, and untreated caries in deciduous teeth is the single most common chronic childhood disease, affecting 514 million children worldwide.[73] The estimated global average prevalence of caries of deciduous teeth is 43%. Continued high intake of free sugars, inadequate exposure to fluoride and a lack of removal of plaque by toothbrushing can lead to caries, pain and sometimes tooth loss and infection. Severe untreated caries with systemic inflammatory reactions from pulp infections is also a contributing factor to underweight and stunting in children.[73]

Dental caries affects all age groups, starting with the eruption of the first teeth (deciduous teeth/primary dentition) and increasing in prevalence until late adulthood, then remaining at high levels until older age. The onset of the disease in children younger than 6 years is early childhood caries, which at times progresses quickly to complete destruction of the primary dentition. [73]

4.11.2. TREATMENT FOR DENTAL CARIES

Fluoride Treatment. In the early stages of tooth decay treatment with fluoride may help repair the enamel on the teeth and can stop a cavity. Fluoride included in professional fluoride treatments is higher than that of toothpaste, mouthwash, and tap water. Fluoride treatments can be applied to your teeth by brushing, placing a tiny tray over them, or using liquid, gel, foam, or varnish.

Dental Fillings. Fillings, also called restorations, are the main treatment option. Fillings are made of various materials, such as tooth-coloured composite resin or porcelain, silver amalgam, or gold.

Dental Crowns. A dental crowns are pre-formed or custom-fitted covering for an existing tooth. It can improve the way a decayed or broken tooth looks and functions. The crown helps protect the soundness of the tooth and lowers the risk of fracture. Crowns are made of materials such as porcelain, resin, Zirconia ceramic, polycarbonate, stainless steel, and other metals.

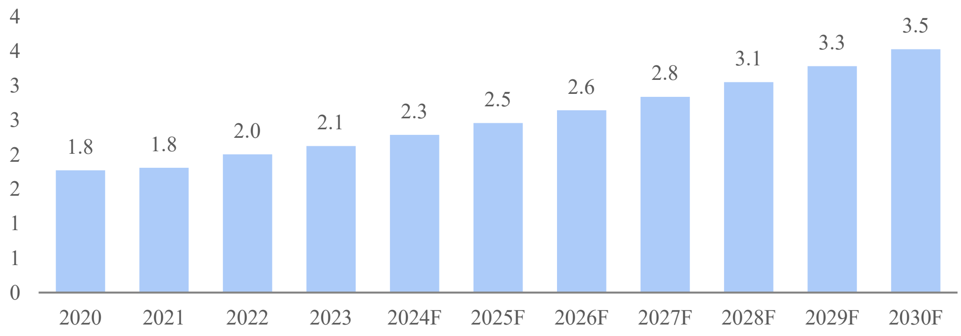
Root canal therapy. When decay reaches the tooth pulp, root canal treatment is performed to repair and save a badly damaged or infected tooth instead of removing it. In some cases, dental crowns are required to strengthen the affected tooth.

4.11.3. GLOBAL PAEDIATRIC DENTAL CROWN MARKET

The major indications for Crown treatment in children are Dental Caries and Enamel disorders. Due to increasing prevalence of Early Childhood Carriers (ECC) due to poor dental hygiene and genetic predisposition, there is growing demand for preventive and restorative dental treatments. Dental Crowns protects children’s teeth from further decay. The Global Paediatric Crown Dental Market, in terms of retail sales, is estimated to grow from US$ 2.1 Bn in 2023 to US$ 3.5 Bn in 2030 at a growth rate of 7.5%.

[73] WHI Oral Health Report, 2022

Exhibit 4.12. Global Paediatric Dental Crown Market (US$ Bn), 2020 - 2030F
CAGR 2023 to 2030F= 7.5 %



Source: Frost & Sullivan

4.11.4. Growth Drivers for Paediatric Dental Crown Market

Rising prevalence of oral disorders in children. Children are prone to develop oral health issues such as dental caries and gum disease due to poor oral hygiene, bacterial infection, and poor nourishment. The dmarket for Paediatric dental crowns is seeing a notable upswing in demand, mostly driven by the rising incidence of dental disorders in young children. Growing awareness of early intervention and restorative dental procedures for young children are increasing adoption of dental crown treatment. Dental crowns offer a strong and long-lasting covering for broken primary teeth. Additionally, Paediatric dental crowns prevent tooth from deteriorating further and maintain its integrity by crowning the affected teeth.

Introduction of advanced materials. Introduction of aesthetic and biocompatible materials such as Zirconia and resin-based composites has offered novel choices for parents. Zirconia crowns offers improved biocompatibility, resistance, and aesthetics, Resin-based composite strip crowns offer a balance of aesthetics and function but have challenges in long-term stability.

Growing number of Paediatric dentists. The number of Paediatric dentists in the US is expected to grow by more than 60% from 2019 to 2030[74], catering to the needs of underserved Paediatric population and reducing the barriers to oral healthcare.

Increasing access to specialist dental care. Due to growing number of dental facilities, parents have access to specialized dental treatments for children. Due to increasing awareness and affordability, parents are seeking specialized dental care for children. Paediatric dental facilities offer wide range of treatment options catering to increasing demands from parents.

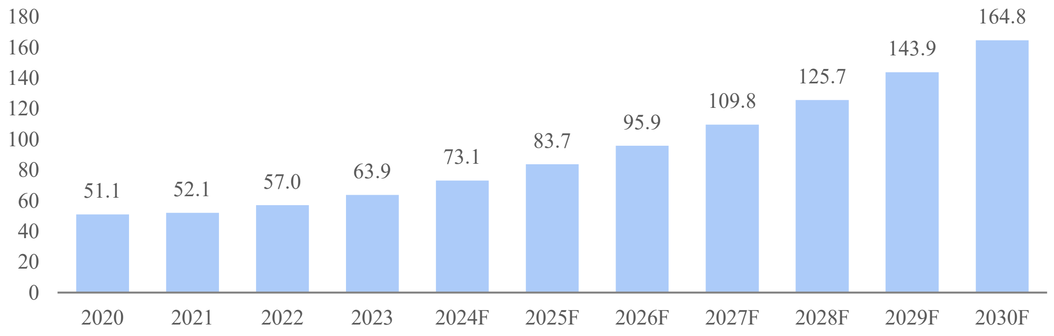
Adoption of digital solutions. Usage of digital technologies such as intraoral scanners and treatment planning software by Dentists has reduced the procedure time and improved treatment outcomes. The technology adoption has enabled Dentists to serve more patients.

4.11.5. Indian Paediatric Dental Crown Market

The Indian Paediatric crown market is witnessing an attractive growth due to rising prevalence of dental disorders among children, increasing awareness of disorders such as dental caries among parents and improving access to specialty dental providers. The Indian market for Paediatric dental crowns, in terms of retail sales, is estimated to grow from US$ 63.9 Mn in 2023 to US$ 164.8 Mn in 2030 at a growth rate of 14.5%.

[74] https://www.dentistrytoday.com/Paediatric-dentists-to-grow-by-60-in-the-next-decade/

Exhibit 4.13. Indian Paediatric Dental Crown Market (US$ Mn), 2020 - 2030F
CAGR 2023 to 2030F= 14.5 %



Source: Frost & Sullivan

4.11.6. Unique Needs In Paediatric Dental Crown Market

Dental crowns are essential for children's general oral health and psychological wellbeing in addition to helping to restore teeth that are decaying or broken. Dental crowns are essential to treating deterioration through creative means, and their significance in Paediatric dentistry goes beyond simple repair. The rehabilitation of primary teeth with severe structural loss is improved by the switch from conventional materials like stainless steel to more aesthetically pleasing and biocompatible substitutes like zirconia, resin-based composites, and Bioflx™ crowns. While Stainless steel crowns (SSCs) are valued for durability and cost-effectiveness, they may cause hypersensitivity. Zirconia crowns are favored for biocompatibility, resistance, and aesthetics. Resin-based composite strip crowns offer a balance of aesthetics and function but have challenges in long-term stability.[75]

The global Paediatric market is characterised by increased concerns over metal restorations due to toxicity and allergies, lesser inclination towards anaesthesia needles and invasive procedures, anxiety amongst children for undergoing dental treatment, high prevalence of dental caries amongst lower income groups posing affordability issues for taking treatments and presence of fewer domestic players focusing on Paediatric dental restorations.

4.11.7. Market Share And Growth Of Paediatric Dental Crown Materials

Among the materials use in Crowns, Stainless Steel While Stainless steel has a major market share with about 45%. However, materials such as Zirconia and Resin Veneer are gaining adoption as an alternative to Stainless Steel. The growth rate of Zirconia Crowns is higher than Stainless Steel (8.5% vs. 6.0%).

Factors for longevity of crowns depends on dental material properties, operator ability and age and cooperation of the child to accept the treatment. While composite strip crowns have lower success rate and higher gingival inflammation, prefabricated zirconia crowns are retentive and gingival friendly.

Table 4.7: Market share and growth of Dental Crown materials

Material	Share	Growth (2023 – 2030)
Stainless Steel	45%	6.0%
Composite strip	20%	4.5%
Zirconia	18%	8.5%

[75] Almajed O S (January 26, 2024) Shaping Smiles: A Narrative Review of Crown Advancements in Paediatric Dentistry. Cureus 16(1): e52997. DOI 10.7759/cureus.52997

Table 4.7: Market share and growth of Dental Crown materials		
Resin Veneer	8%	5.5%
Polycarbonate	6%	4.0%
Metal	3%	2.5%

Source: Frost & Sullivan

In India, there are very limited companies focusing on Paediatric dental products. Kids-e-Dental™ LLP (Joint Venture of Laxmi Dental Limited) is the only Indian company specialized in Paediatric dental products and manufacturing of pre-formed metal free Paediatric dental crowns. Kids-e-Dental ™ is one of the leading Paediatric dental product brands in India in terms of revenue from operations as of March 31st, 2024. The company is the only Indian manufacturer of US FDA approved Silver Diamine Fluoride (SDF) to treat dental caries among Children, and it has a registered design on Bioflx™ (a semi-flexible tooth coloured pre-formed dental crown for children) in India. To scale up the distribution of Paediatric branded product offerings, Kids-e-Dental™ has partnered with a leading Paediatric dental company for the distribution of Bioflx™ crowns, manufactured by the company, globally across 81 countries.

5. COMPETITIVE LANDSCAPE IN DENTAL LABS AND BRANDED PRODUCTS MARKET

5.1. MARKET LANDSCAPE IN DENTAL LAB SEGMENT AND BRANDED PRODUCTS SEGMENT

5.1.1. DENTAL LABS

There are more than 5,000 dental labs in India and the market is highly fragmented. Notably, there are very few organized and professionally operated dental labs adopting digital dentistry, have sufficient scale of operations and sizeable workforce, and adhere to international quality standards. The highly fragmented market is yet to undergo major consolidation as seen in the US. It is expected that, similar to the US, Indian dental lab market is expected to be dominated by large, organized players as many small-scale labs close due to shortage of manpower, demand to adopt digital workflows, increasing investments in technology and pressure on margins. In the US, due to similar factors, the number of dental Labs decreased by more than 20% from 2001 to 2022[76] and there is growing dominance from few major organized players like Glidewell, Modern Dental Laboratory, National Dentex Corporation and Frontier Dental Laboratory. Moreover, Indian dental labs which do not build capabilities for vertical integration will face pricing pressure and fail to stay relevant in the market. Successful dental lab and branded products companies in the US have a diverse portfolio of products and are vertically integrated to lower costs and streamline operational process.

The dental laboratories market in India is characterised by the presence of fragmented and unorganized dental laboratories with less than ten technicians and a dearth of quality management standard compliant dental products. Very few organized players in dental lab segment such as Laxmi Dental Limited and DentCare have sufficient scale of operation, follow quality standards and cater to both domestic and international markets.

5.1.2. BRANDED PRODUCTS

Growing awareness of dental aesthetics among consumers and rising levels of disposable income is expected to shift consumer preference towards branded products.

Globally, the penetration of branded dental products such as Clear Aligners, branded Dental Crowns and Paediatric Crowns is growing. Increasing premiumisation and propensity to spend will drive the adoption of branded products. Companies such as Align Technology in the US and Angel Align in China have rapidly expanded their geographical footprint and introduced new products. Align Technology, founded in 1997 with a single branded Clear Aligner product (Invisalign®), has served more than 17 million

[76] https://www.aegisdentalnetwork.com/id/2023/05/the-future-of-laboratory-workflows

patients, expanded to 100+ markets and launched new products such as intra-oral scanner, palatal expander system and treatment planning software. Similarly, Angel Aligner, founded in 2003, has served more than 1 million patients and expanded its presence to Europe, Australia, New Zealand, and North America.[77]

Successful companies in the branded products segments have built established doctor led or B2B2C models to establish trust, improve market penetration and growth their market share. Several D2C players have struggled to establish their presence in their market and transitioned their model to B2B2C emulating the success of leading brands such as Align Technology and Angel Align. In markets such as the US and China, B2B2C players have more than 80% market share.

While traditionally international brands dominated the emerging markets such as China and India, the domestic brands are catching up and gaining market share. Angel Aligner emerged as a leading domestic B2B2C player replacing the global brands in China by addressing the gap in the market for an affordable Clear Aligners brand. Angel Aligner's annual total Clear Aligner case shipments grew by 33.2% in 2023 reaching 245,000 and out of it, the domestic shipments were 85% which has grown at a rate of 15.3%. The company has been capturing dominant market share in China's Clear Aligner industry for three consecutive years, outgrowing internation brands such as Align Technology's Invisalign. As per Angel Aligner's statement, the Clear Aligner market is still at a nascent stage, and a massive population could benefit from Clear Aligner treatments for malocclusion, considering a prevailing malocclusion condition yet a low penetration rate of the Clear Aligner treatment worldwide.

The Dental branded product market in India, which is currently dominated by international players such as Align Technology and Straumann is expected to follow similar trend seen in China, with the emergence of domestic branded products. Currently, only few players such as Laxmi Dental Limited (Illusion Aligners) and Ampa Orthodontics (makeO Toothsi), DentCare, and Rejove (32 Watts) offer branded Clear Aligner products in India. Moreover, majority of branded players in the market offer only single product and focus on Clear Aligner segment. Laxmi Dental Limited Care and DentCare are the only dental labs in India which offer branded products such as Clear Aligners and Crowns. While majority of Indian companies with branded product offerings offer only a single product with a focus on Clear Aligner segment, Laxmi Dental Limited is the only Indian company to offer full range of branded dental products including pre-formed Paediatric Crowns and Bridges, Clear Aligners and Aligner manufacturing materials. A strong network among dental clinics, dental companies and dentists acts as a strong moat and barrier to entry for new entrants in the Indian dental products market.

5.1.3. BUSINESS PROFILE OF KEY GLOBAL DENTAL PRODUCT COMPANIES

Among the international players in the dental products segment, companies such as Align Technology, Angel Align specialize in Clear Aligner and have introduced Intra-oral scanner and treatment planning software (CAD/CAM solution) to enable dental practitioners improve workflow and fitment of the product to patient, resulting in better treatment outcomes. Moreover, due to adoption of doctor led B2B2C models, the companies have achieved improved customer engagement and faster penetration in the market. Straumann is a leading international dental company which offer a wider portfolio of products in dental treatment such as Dental Implant solutions, Prosthetic solutions, Restorative products, Clear Aligner and digital treatment solutions.

[77] Company website and investor presentation

Table 5.1: Profile of Key Global Dental Product Companies						
Company (HQ)	**Revenue CY2023 (US$ Mn)**	**Revenue CAGR (2019-23)**	**PAT CY2023 (US$ Mn)**	**PAT Margin, CY2023**	**Business Segment (Revenue mix 2023)**	**Geographic presence (Revenue mix 2023)**
Align Technology (Arizona, US)	3,862.2	12.6%	445.0	11.5%	• Clear Aligner (83%) • Systems and Services (17%)	• Americas (50.2%) • International - APAC, EMEA (49.8%)
Angel Align (Shanghai, China)	206.6	23.0%	6.8	3.3%	• Clear Aligner treatment solutions (86.9%) • Sales of products (11.9%) • Other Services (1.2%)	• China (90.2%) • Other regions - APAC, Brazil, Europe, US (9.8%)
Straumann (Basel, Switzerland)	2,866.6	14.8%	293.4	10.2%	• Implant • Clear Aligner • Prosthetics • CAD/CAM equipment • Regenerative	• North America (28%) • EMEA (44%) • Latin America (9%) • Asia Pacific (19%)

Source: Company website, annual reports

5.1.4. Business Profile of Key Global Dental Lab Company

Table 5.2: Brief profile of key Global player in the Dental Lab and Branded product segment						
Company (HQ)	**Revenue CY2023 (US$ Mn)**	**Revenue CAGR (2019-23)**	**PAT CY2023 (US$ Mn)**	**PAT Margin, CY2023**	**Business Segment Mix**	**Geographic presence**
Modern Dental Group	406.2	7.2%	51.5	12.7%	• Crowns and Bridges • Removable Dentures • Orthodontic devices • Sports guards • Anti-snoring devices • Clear Aligners • Retainers	• China • North America • Western & Northern Europe • Australia & New Zealand • Southeast Asia

Source: Company website, annual reports

5.1.5. Business Profile of Key players in the Indian Clear Aligner Market

Table 5.3: Business profile of key players in the Indian Clear Aligner Market				
Company	**Business Segment Mix**	**Geographic presence**	**Vertical Integration**	**Business Model**
Invisalign India (Align Technology)	• Clear Aligner • Retainer	• Americas • Asia-pacific • Europe, Middle East and Africa	No	B2B2C
Ampa Orthodontics (Make O Toothsi)	• Clear Aligner • Oral Care Products	• India • Gulf Cooperation Council (GCC)	No	D2C
Bizdent Devices[78]	• Clear Aligner	• India	Yes	B2B2C

Source: Company website, news articles, press releases

Table 5.4: Financial metrics of key players in the Indian Clear Aligner Market, FY23 and FY24

Parameter	Invisalign India		Ampa Orthodontics		Bizdent Devices[78]	
	FY24	FY23	FY24	FY23	FY24	FY23
Operating Revenue (INR Mn.)	NA	2,212	NA	1,684	376	187
PAT (INR Mn.)	NA	90.0	NA	(2202.5)	55.4	2.5
PAT Margin[79]	NA	4.1%	NA	(130.8)%	14.7%	1.3%
RoE[80]	NA	29.1%	NA	(250.3)%	119.4%	15.2%
RoCE[81]	NA	39.8%	NA	(366.9)%	113.7%	37.0%

Source: Company website, annual filings

Laxmi Dental is a vertically integrated dental aligner company, and the largest and most profitable B2B2C indigenous dental aligner company in terms of revenue from operations and PAT Margin for the year FY2023. The company benefits from the first mover advantage by being one of the very few companies in India to manufacture and supply thermoforming sheets, thermoforming machines, dental consumables, biocompatible resins for 3D printing tailored for manufacturing of Clear Aligners.

5.1.6. PROFILE OF KEY INDIAN DENTAL LAB AND BRANDED PRODUCT COMPANIES

Table 5.5: Brief profile of key Indian players in the Dental Lab and branded products segment

Company (HQ)	Business Segment Mix	Geographic presence	Export Revenue, FY2023 (INR MN)
Laxmi Dental Limited (Mumbai, India)	• Crown and Bridge • Paediatric Crowns • Implant Prostheses • Removable Prostheses • Clear Aligner • Veneers • Thermoformed appliances • Automated thermoforming machines • Aligner sheets • 3D printing resins • Dental consumables	• India • United States • United Kingdom • Europe	501.2
DentCare (Kerala, India)	• Crown and Bridge • Implant Prostheses • Removable Prostheses • Veneers • Orthodontic/Pedodontic Appliances • Retainers • Temporo-mandibular Joint (TMJ) appliances • Thermoformed appliances	• India • Australia • New Zealand • UAE • UK • Canada • US	46.5

Source: Company website, Volza, news articles

Table 5.6: Financial metrics of major Indian Dental Companies with Lab Offerings, FY23 and FY24

Parameter	DentCare		Laxmi Dental	
	FY24	FY23	FY24	FY23
Operating Revenue (INR Mn)	NA	1,900.0	1935.5	1,616.3
PAT (INR Mn)	NA	99.4	252.3	(41.6)
PAT Margin	NA	5.2%	13.0%	(2.6)%
RoE	NA	80.4%	78.8%	(19.6)%

[78] Bizdent Devices Private Ltd., a subsidiary of Laxmi Dental, is involved in the sale of Clear Aligners under the brand name "Illusion Aligners". The total revenue from aligners solution (including Illusion Aligners and Taglus) is INR 549 Mn in FY24 and INR 363 Mn in FY23.

[79] Profit After Tax (PAT)/Operating Revenue

[80] Restated net profit after tax and adjustments, available for equity shareholders / Avg. shareholders equity

[81] EBIT / Avg. Capital Employed, where EBIT = PBT + Finance Costs; Avg. Capital Employed = (Opening capital employed + closing capital employed) / 2; Capital Employed = Total Equity + Net Debt

Table 5.6: Financial metrics of major Indian Dental Companies with Lab Offerings, FY23 and FY24				
RoCE	NA	26.4%	20.0%	(0.3)%

Source: Income statement, Company annual filings

In Indian market, companies such as Laxmi Dental (Bizdent), Ampa Orthodontics (MakeO Toothsi) and DentCare offer branded dental products. While Ampa Orthodontics is a product company, specializing in Clear Aligner offering through D2C business model, Laxmi Dental Limited and DentCare are dental lab companies which also sell branded products through doctor led B2BC model. Laxmi Dental Limited is amongst the top two largest dental laboratories in India by revenue for Fiscal 2023. Laxmi Dental Limited is the only aligner company in India which is fully vertically integrated having end-to-end capabilities from raw material to distribution, enabling significant control on the supply chain. Under the 'Taglus' brand, Laxmi Dental also sells thermoforming machines at a competitive price which are used for manufacturing aligners.

5.1.7. COMPARISON OF PRODUCT PORTFOLIO OF MAJOR GLOBAL AND INDIAN DENTAL PRODUCT COMPANIES HAVING PRESENCE IN INDIA

Table 5.7. Portfolio comparison across major peers

Company Type	Company	Custom-made fixed Prosthesis (Crowns, abutment)	Removable Prosthesis (Dentures	Clear Aligners	Aligner Sheet	Thermo-forming Machine	Intra-oral Scanner	Paediatric Crowns
Global Dental Product Company	Align Technology (Invisalign)	×	×	✓	×	×	✓	×
	Straumann	×	×	✓	✓	×	✓	×
Indian Dental Product Company	Ampa Orthodontics (Toothsi)	×	×	✓	×	×	×	×
	32 Watts	×	×	✓	×	×	×	×
	Snazzy	×	×	✓	×	×	×	×
	DentCare	✓	✓	✓	×	×	×	×
	Laxmi Dental	✓	✓	✓	✓	✓	✓	✓

Source: Company website

Laxmi Dental Limited is India's only end-to-end integrated dental products company as at March 31, 2024, offering a comprehensive portfolio of dental products. The company's product portfolio includes branded dental products such as Orthodontic Products, Prosthodontic Products, Restoration materials, Intra-oral scanners, and raw materials and machinery for Clear Aligner manufacturing such as 3D resins, Aligner sheets and Thermoforming Machine. Laxmi Dental is one among the few vertically integrated players globally with backward integrated (that is manufacturing the raw materials to designing of dental products) and forward integrated (that is offering solutions for treatment planning) business model.

5.2. GROWING INTEREST FROM PRIVATE EQUITY COMPANIES AND INCREASE IN M&A ACTIVITY IN DENTAL LAB AND CLEAR ALIGNER SEGMENTS

Increasingly, private equity (PE) players are showing interest to invest in dental lab market in the US.

Moreover, there is increase in M&A activity in the US dental lab market due to shortage of talent, declining reimbursement and margin pressures and increase in digitization. In 2021, Comvest Partners invested in Leixir Dental Group which operates five dental laboratories across the U.S. in addition to a digital design and manufacturing facility in Gurugram, India. In 2020, Cerberus Capital acquired National Dentex Labs, the largest network of fully owned dental labs in the US. In 2019, O2 Investment Partners invested in Frontier Dental Labs, a full service, multi-site dental laboratory in the US. PE backed National Dentex and Frontier Dental Lab have acquired series of small dental labs to expand their presence achieve operating scale.

Similarly in the Clear Aligner segment, global dental companies such as Henry Schein, Straumann and Dentisply Sirona have acquired innovative Clear Aligner brands to complement their existing doctor-led consumer orthodontics offering, build more integrated offering and to expand faster in different markets.

Table 5.8: Select PE investments and acquisitions in Dental Lab and Products segment

PE Firm	Dental Lab (Country)	Type of Transaction	Year
Oakley Capital	Flemming Dental (Germany), Excent (Netherlands), and Artinorway Group (Norway)	Acquisition	August 2023
Equicapita	Protec Dental Laboratories (Canada)	Acquisition	October 2021
Comvest Partners	Leixir Dental Group (US)	Investment	Apr 2021
Cerberus Capital	National Dentex Labs (US)	Acquisition	Oct 2020
O2 Investment Partners	Frontier Dental Labs (US)	Acquisition	July 2019

Source: News articles, press releases

Table 5.9: Select M&As in Dental Lab and Branded Products segment

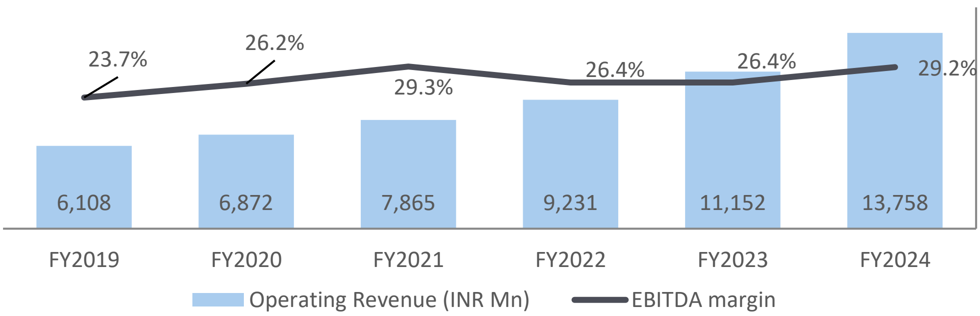
<table>
<tr><th>Segment</th><th>Company (HQ)</th><th>Ownership</th><th>Target (HQ)</th><th>Year</th></tr>
<tr><td rowspan="11">Dental Lab</td><td rowspan="5">National Dentex</td><td rowspan="5">PE Owned (Cerebrus Capital Management)</td><td>Swan Dental Lab (US)</td><td>April 2022</td></tr>
<tr><td>Biotech Dental Prosthesis (US)</td><td>January 2022</td></tr>
<tr><td>Dental Arts (US)</td><td>November 2021</td></tr>
<tr><td>Fager Dental Labs (US)</td><td>November 2021</td></tr>
<tr><td>Dental Services Group (US)</td><td>April 2021</td></tr>
<tr><td rowspan="5">Frontier Dental Lab Group (US)</td><td rowspan="5">PE Owned (O2 Investment Partners)</td><td>Friendship Dental Laboratories (US)</td><td>February 2023</td></tr>
<tr><td>D&S Dental Laboratory (US)</td><td>Aug 2022</td></tr>
<tr><td>Burbank Dental Laboratory (US)</td><td>March 2022</td></tr>
<tr><td>Dental Lab Aesthetics (US)</td><td>March 2022</td></tr>
<tr><td>Nur-Art Dental (US)</td><td>October 2019</td></tr>
<tr><td>Modern Dental Group (China)</td><td>Public Company</td><td>MicroDental (US)</td><td>October 2016</td></tr>
<tr><td rowspan="5">Clear Aligner</td><td>Henry Schein (US)</td><td>Public Company</td><td>Biotech Dental S.A.S (France)</td><td>December 2022</td></tr>
<tr><td>Straumann (Switzerland)</td><td>Public Company</td><td>Plus Dental (Germany)</td><td>May 2022</td></tr>
<tr><td>Dentisply Sirona (US)</td><td>Public Company</td><td>Byte (US)</td><td>January 2021</td></tr>
<tr><td>Rejove Aligners (India)</td><td>Private Company</td><td>32 WATTS (India)</td><td>August 2023</td></tr>
<tr><td>makeO (India)</td><td>Private Company</td><td>Smileneo (UAE)</td><td>February 2023</td></tr>
</table>

Source: News articles, press releases

5.3. BRIEF ABOUT LISTED INDIAN COMPANY IN MEDICAL DEVICE (POLY MEDICURE)

Poly Medicure, which was incorporated in 1995 and listed in National Stock Exchange (NSE) in 2011, manufactures disposable medical items, such as IV cannula, blood bags, blood collection tubes, and infusion and transfusion sets. The company has 12 manufacturing facilities across 4 countries: 9 manufacturing facilities in India (6 facilities in Faridabad, 2 in Jaipur and 1 in Haridwar), 3 facilities overseas (1 facility in China – wholly owned subsidiary, 1 joint venture in Egypt, 1 facility in Italy). The company has over 300 registered patents across countries, and a strong market position in the organized medical disposable devices market with strong brand positioning due to high quality products used in infusion therapy, blood management, surgery, dialysis, and other segments. Poly Medicure's own branded products contributed to 70% of its sales in the FY23. The company's operating revenue has grown from INR 6,108 million in FY2019 to INR 13,758 million in FY2024 at a growth rate of about 17.6%. The company's EBITDA margin has grown from 23.7% in FY2019 to 29.2% in FY2024.

Exhibit 5.1: Poly Medicure group, FY2019-2024
Operating Revenue CAGR = 17.6%



6. INDUSTRY THREATS AND CHALLENGES

- **Poor access to dental treatments in rural areas.** There is a significant shortage of dental professionals in rural India. While India has second highest number of dentists after China, the country has only 21 dentist per 100,000 people, and the ratio is even lower in rural areas. Many dental clinics, especially in rural areas, lack the necessary infrastructure and modern equipment to provide comprehensive dental care. Poor access to dental care in rural areas could lead to low demand for dental lab services.

- **High cost of dental care.** Affordability remains a significant barrier to seeking dental care among people from low-income segment. People tend to avoid going to their local dentist because of economic constraints. Hence, the priority towards oral health among people of lower socioeconomic classes is very low. Dental treatments are not covered as a part of comprehensive medical insurance which impacts the demand. This could impact the demand for dental lab services.

- **Willingness to seek dental care.** Oral healthcare is frequently neglected in developing countries such as India due to poor awareness of dental care. Dental diseases are not considered to be serious or life threatening. Lack of treatment adoption or demand for dental care services could impact demand for dental lab services.

- **Poor adoption of technology among dentists.** Utilization of technologies such as Intra-oral scanners among dentists is low in Tier II and Tier III cities. Further, many dental schools have outdated curriculums that do not keep pace with advancements in dental technology and practices, and there is a lack of structured continuing education programs to help practicing dentists stay updated with the latest developments and technologies in the field. Technology adoption barriers could pose logistic issues and lead to poor operational efficiency for dental labs.

- **Shortage of dental technicians**. The country faces significant shortage of dental technicians due to factors such as lack of training programs, poor awareness among students about the profession, and lack of industry-ready curriculum. As per Indian Dental Association, nearly 60% of dental labs face difficulties in hiring adequately trained staff. Unavailability of skilled technicians could lead to high labor cost, posing operational challenges and impacting the serviceability of market demand.

- **Investments required to increase adoption of branded products**. Branded dental products often require high investments in consumer marketing to convey their benefits over generic alternatives. The marketing campaigns have to target the right set of customers and required consistent messaging in the formative years for brand establishment. If marketing campaigns do not effectively communicate the benefits of branded dental products, it could impact the product adoption.

OUR BUSINESS

Unless the context otherwise requires, "we", "us", "our", and "our Group" refer to our Company, our Subsidiaries namely Laxmi Dental Lab USA, Inc, Bizdent Devices Private Limited, Signature Smiles Dental Clinic Private Limited, Illusion Dental Lab USA Inc, Diverse Dental Lab LLC, and Rich Smile Design LLP, and our Jointly Controlled Entity namely Kids-E-Dental LLP. To obtain a complete understanding of our Company and our business, prospective investors should read this section along with "Risk Factors", "Industry Overview", "Other Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 39, 185, 401 and 404, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definitions of certain terms used in this section.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "Restated Consolidated Financial Information" on page 329. Please note that the financial information with respect to our Jointly Controlled Entity has been consolidated in the Restated Consolidated Financial Information only as a Jointly Controlled Entity as per Indian Accounting Standard - 28. The separate financial information disclosed in this section in respect of our Jointly Controlled Entity has been included from its special purpose audited financial statements read with corresponding auditor's report dated September 3, 2024 issued by M S K A & Associates, Chartered Accountants. For further information, see "Restated Consolidated Financial Information" and "Risk Factors – Kids-e-Dental LLP in which we hold 60% of the total equity share capital is classified as a Jointly Controlled Entity, respectively, in our Restated Consolidated Financial Information in accordance with Ind AS 28. Consequently, the impact of its consolidation on our financial statements is limited." on pages 329 and 75.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Global and Indian Dental Labs and Branded Products" dated September 11, 2024 (the "**F&S Report**") prepared and issued Frost & Sullivan (India) Private Limited, pursuant to an engagement letter dated April 12, 2024. The F&S Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. A copy of the F&S Report will be available on the website of our Company at www.laxmidentallimited.com/Investor_Relations from the date of the filing of the Red Herring Prospectus. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular Fiscal/ Calendar Year refers to such information for the relevant Fiscal/ Calendar Year. Frost & Sullivan (India) Private Limited is not a related party as per the definition of "related party" under the Companies Act, 2013 or the SEBI LODR Regulations to our Company or any of our Directors, Promoters, Key Managerial Personnel or Senior Management or the Book Running Lead Managers. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 177. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 16.*

OVERVIEW

We are India's only end-to-end integrated dental products company as at March 31, 2024, offering a comprehensive portfolio of dental products *(Source: F&S Report)*. Our offerings include custom-made crowns and bridges, branded dental products such as clear aligners, thermoforming sheets and aligner related products as a part of aligner solutions, and paediatric dental products. We have a brand presence of more than 20 years and according to the F&S Report, we are amongst the top two largest dental laboratories in India based on revenue for the Fiscal 2023. We are a vertically integrated dental aligner company, and the largest and most profitable indigenous B2B2C dental aligner company in terms of revenue from operations and PAT Margin respectively for the Fiscal 2023. *(Source: F&S Report)* We manufacture our dental products across our six manufacturing facilities spread across 146,804.42 square feet.

Laboratory offerings

As per the F&S Report, in terms of retail sales, the Indian market for custom-made crowns and bridges is estimated to grow from USD 1.4 billion in 2023 to USD 3.1 billion in 2030 at a higher rate of 11.8% compared to the global market which is estimated to grow from USD 71 billion in 2023 to USD 121.6 billion in 2030 at a rate of 8.0%. The Indian dental laboratories market is characterised by the presence of fragmented and unorganized dental laboratories with less than ten technicians and a dearth of quality management standard compliant dental products. *(Source: F&S Report)* Changing regulatory requirements in the medical devices sector is expected to transition the fragmented and unorganized dental products and consumables market to organized and consolidated market dominated by companies focusing on quality, operational efficiency, and consumer experience. *(Source: F&S Report)*

We are amongst the top two largest dental laboratories in India by revenue for Fiscal 2023 *(Source: F&S Report)* catering to domestic markets and international markets including USA, UK and Europe. Among the Indian dental labs, we are the largest exporter in terms of export revenue for the Fiscal 2023, for custom made dental prosthesis, catering primarily to US and UK. *(Source: F&S Report)* We are the preferred partner for one of the largest DSO in the USA with more than 1,650 clinics in the USA *(Source: F&S Report).* Having evolved from a dental laboratory with a few members to an integrated dental products company, we now have a presence of 20 years in the dental laboratories business with a reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024 ("**Dental Network**").

Primary dental products offered by our laboratory include custom made dental prosthesis such as metal free crowns and bridges, including our range of branded premium zirconia crowns and bridges "Illusion Zirconia", porcelain fused to metal ("**PFM**") crowns, bridges, and dentures. Metal-free products contributed to 53.70% of the total revenue from our dental laboratory business catering to the Indian market and to 36.31% of total revenue from our dental laboratory business catering to international markets respectively in Fiscal 2024. We have launched iScanPro, branded intraoral scanners for digital dentistry. Dental restoration units prepared using digital impression constituted 48.61%, by volume, of the total units sold by our domestic laboratory business and constituted 55.48%, by volume, of the total units sold by our international laboratory business in Fiscal 2024. Our facilities in Boisar are in compliance with the quality system regulations enforced by the United States Food and Drug Administration ("**US FDA**") and our manufacturing facilities in Mira Road and Boisar have received certifications for ISO 13485:2016 compliance, an internationally recognized standard for medical device quality.

Aligner Solutions

As per the F&S Report, in terms of retail sales, the Indian clear aligner market is estimated to grow from USD 133.6 million in 2023 to USD 569.0 million in 2030 at a much higher rate of 23.0% compared to the global market which is estimated to grow from USD 20.7 billion in 2023 to USD 54.9 billion in 2030 at a rate of 15.0%. Increasing number of patients are opting for clear aligner treatment compared to traditional braces for malocclusion, which refers to misalignment of the upper and/or lower teeth measurable enough to interfere with the person's ability to bite properly. *(Source: F&S Report).* Increased treatment adoption among kids and adults alike, especially adults with poor treatment rate in the past, is one of the key factors driving adoption of clear aligners. *(Source: F&S Report)*. Growth in Indian clear aligner market is further expected to be driven by factors such as growing emphasis of Indian consumers on dental aesthetics (driving the adoption of clear aligners as alternative to braces), increasing number of general practitioners providing care for malocclusion, rising disposable income and propensity to spend on health products with cosmetic elements, and increased awareness through social media. *(Source: F&S Report)*. The global clear aligner market is sizable, and the Indian clear aligner market is expected to grow very rapidly over the next few years. *(Source: F&S Report).*

We have a more focussed approach towards capturing the Indian aligner market share and we launched clear aligners under our brand Illusion Aligners which is the first Indian brand to receive 510(k) clearance from US FDA in 2021 to market clear aligners *(Source: F&S Report)*. We have adopted B2B2C business model for sale of our customised clear aligner solutions while offering a flexible 'pay as you go' model along with the upfront payment model, making our aligners more affordable to the end customers. Adoption of a B2B2C model involves sale of clear aligners through our Dental Network who in turn offer our dental products to end customers, which has helped us grow rapidly owing to our already established Dental Network with reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024. We are able to leverage our Dental Network, which has been built through our laboratory business, to scale up our offerings across metropolitan and non-metropolitan cities in a short span of time. Below table sets forth contribution of customers of our aligner solutions from tier I, tier II, and tier III cities to total customers served for aligners in Fiscals 2024, 2023, and 2022.

	Percentage of total customers served for aligners in Fiscal		
	2024	**2023**	**2022**
Tier I	47.09%	51.33%	50.37%
Tier II	35.58%	32.20%	34.53%
Tier III	17.33%	16.48%	15.11%

Note: Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1(Population of 50 lakh and above) Y – Tier 2 (Population of 5 to 50 lakh) and Z – Tier 3 (Population below 5 lakh) – Notification No. 2/5/17-E II(B), 7th July 2017. (Source: F&S Report).

We are the only aligner company in India which is fully vertically integrated having end-to end capabilities from raw material to distribution, enabling significant control on the supply chain. *(Source: F&S Report)*. We are one of the very few companies in India to manufacture and supply thermoforming sheets, thermoforming machines, dental consumables, biocompatible resins for 3D printing under our brand 'Taglus' tailored for manufacturing of clear aligners. *(Source: F&S Report)*. Our thermoforming machines, thermoforming sheets, and biocompatible resins have also received certificate of conformity under Regulation EU 2017/745.

Paediatric dental products

As per the F&S Report, in terms of retail sales, the Indian paediatric dental crown market is estimated to grow from USD 63.9 million in 2023 to USD 164.8 million in 2030 at a higher rate of 14.5% compared to the global market which is estimated to grow from USD 2.1 billion in 2023 to USD 3.5 billion in 2030 at a rate of 7.5%. We entered the paediatric dental market through our Jointly Controlled Entity Kids-E-Dental LLP by acquiring a 60% stake in 2021. We are one of the leading paediatric dental product brands in India in terms of revenue from operations as of March 31, 2024. *(Source: F&S Report)* Kids-E-Dental LLP is the only Indian company specialized in paediatric dental products and manufacturing of pre-formed metal free paediatric dental crowns. *(Source: F&S Report)* We offer a comprehensive range of paediatric products, including pre-formed branded paediatric crowns, Silver Diamide Fluoride ("**SDF**"), space maintainers, fissure sealant, reinforced splint and mineral trioxide aggregate. We are the only Indian manufacturer of US FDA approved SDF. *(Source: F&S Report)* We have been granted a design registration on "Bioflx", a semi-flexible tooth coloured pre-formed dental crown for children in India. Further, we have partnered with a leading paediatric dental company for distribution of Bioflx crowns manufactured by us globally across 81 countries. *(Source: F&S Report)*

Set forth below is a breakup of our revenue across our various product offerings for Fiscals 2024, 2023 and 2022:

Revenue Segment	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sale of goods and services (in ₹ million)	Percentage of Revenue from sale of goods and services	Revenue from sale of goods and services (in ₹ million)	Percentage of Revenue from sale of goods and services	Revenue from sale of goods and services (in ₹ million)	Percentage of Revenue from sale of goods and services
Laboratory	1,239.59	64.75%	1,055.10	66.38%	932.13	71.99%
Aligner solutions	538.44	28.12%	350.63	22.06%	229.71	17.74%
Others	136.47	7.13%	183.69	11.56%	132.95	10.27%
Total	**1,914.50**	**100.00%**	**1,589.41**	**100.00%**	**1,294.78**	**100.00%**

The following table sets forth our revenues from sales and services for the periods indicated:

Product category*	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sales and services (in ₹ million)	Percentage of revenue from Operations	Revenue from sales and services (in ₹ million)	Percentage of revenue from Operations	Revenue from sales and services (in ₹ million)	Percentage of revenue from Operations
Branded dental products	740.89	38.28%	463.21	28.66%	239.42	17.50%

**Represents revenue from sale of goods derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, Taglus.*

In addition to our above revenue from operations, set forth below is a table depicting revenues from sale of branded and non-branded paediatric dental products by Kids-E-Dental LLP in the last three fiscals:

Product category*	Fiscal 2024	Fiscal 2023	Fiscal 2022

	Revenue from Paediatric Operations (in ₹ million)	Percentage of Revenue from Paediatric Operations	Revenue from Paediatric Operations (in ₹ million)	Percentage of Revenue from Paediatric Operations	Revenue from Operations (in ₹ million)	Percentage of Revenue from Paediatric Operations
Branded paediatric dental products	266.71	100.00%	79.28	100.00%	21.81	100.00%

Management and operations

Our Company is promoted by Rajesh Vrajlal Khakhar, our Founder, Chairperson and Whole-Time Director, Sameer Kamlesh Merchant, our Managing Director and Chief Executive Officer and Dharmesh Bhupendra Dattani, the Chief Financial Officer of our Company. Rajesh Vrajlal Khakhar founded our Company as a dental laboratory business on July 8, 2004, and expanded its reach domestically and internationally. He manages business partnerships with leading international customers and oversees business development activities. He has more than 30 years of experience. Sameer Kamlesh Merchant has more than 20 years of experience and he has contributed in diversifying the offerings of our Company. He also oversees digital initiatives and technology transformation in our Company. Dharmesh Bhupendra Dattani has more than 15 years of experience. The growth story of our Company has also benefitted from our private equity investor OrbiMed Asia II Mauritius FDI Investments Limited since amalgamated into OrbiMed Asia II Mauritius Limited, a healthcare-focused fund associated with us since 2015, which has provided us continuous support through our growth in business. We have benefited significantly from the vision and leadership of our Promoters and investors, and they along with our board of directors and the senior management, have been instrumental in formulating and executing the core strategy of our Company.

As of March 31, 2024, we have six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, two in Boisar, Mumbai Metropolitan Region, Maharashtra and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in Delhi, Bengaluru, and Ahmedabad with manufacturing capabilities. Our manufacturing facilities in Boisar and one of our manufacturing facilities in Mira Road have been certified by the US FDA, and all of our manufacturing facilities in Mira Road and Boisar have been certified by ISO (International Organization for Standardization). Further, we have also obtained registration from ANVISA (Brazilian health regulatory agency) in relation to thermoforming sheets, offered by us.

Performance track record

Our leadership position (in terms of the parameters discussed in this section) and scale of operations have translated to our track record of consistent financial performance. The table below sets out some of our financial and other metrics as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, based on our Restated Consolidated Financial Information:

Sr. No.	Particulars	Unit	As at and for the Financial Years ended March 31,		
			2024	2023	2022
Financial					
1.	Net Revenue				
(a)	Laboratory business				
(i)	*Domestic*(1)	₹ million	804.09	681.18	584.49
(ii)	*International*(2)	₹ million	435.50	373.93	347.64
(b)	Aligners				
(i)	*Bizdent*(3)	₹ million	357.29	178.30	48.19
(ii)	*Vedia*(4)	₹ million	181.15	172.32	181.52
(c)	Paediatric				

(i)	*Kids-E-Dental*[5]	₹ million	266.71	79.28	21.81
(d)	Others[6]	₹ million	136.47	183.69	132.95
2.	Revenue from Operations[7]	₹ million	1,935.55	1,616.31	1,368.43
3.	EBITDA[8]	₹ million	237.90	89.64	54.13
4.	Adjusted EBITDA[9]	₹ million	326.78	95.66	52.68
5.	PBT[10]	₹ million	85.24	(42.61)	(147.12)
6.	PAT[11]	₹ million	252.29	(41.63)	(186.79)
7.	PAT Margin[12]	%	13.03%	(2.58%)	(13.65%)
8.	Return on Capital Employed[13]	%	19.97%	(0.33%)	(19.40%)
9.	Return on Equity[14]	%	78.77%	(19.62%)	(60.47%)
10.	Asset Turnover[15]	%	164.31%	161.84%	128.46%
Operational					
11.	**Domestic lab**				
(a)	Total units[16]	Number	452,330	393,163	361,166
(b)	Digital units[17]	Number	219,887	142,958	101,514
(c)	Digital units penetration[18]	%	48.61	36.36	28.11
(d)	Product categories (volume)				
(i)	Metal-free[19]	Number	186,958	149,781	105,249
(ii)	Metal-free revenue share[20]	%	53.70	53.19	47.59
12.	**International Lab**[]				
(a)	Total units[21]	Number	198,920	155,998	145,350
(b)	Digital units[22]	Number	110,360	43,584	17,985
(c)	*Digital units penetration*[23]	%	55.48	27.94	12.37
(d)	Product Categories (Volume)				
(i)	Metal-free[24]	Number	54,874	42,732	51,537
(ii)	Metal-free revenue share[25]	%	36.31	34.43	39.59
13.	**Aligners & Allied Products**				
(a)	Total aligner cases[26]	Number	17,978	10,791	4,254
(b)	Customers served	Number	4,986	4,109	2,039
(i)	*Tier I*[27]	%	47.09	51.33	50.37
(ii)	*Tier II*[27]	%	35.58	32.20	34.53
(iii)	*Tier III*[27]	%	17.33	16.48	15.11
14.	**Kids-E-Dental**				

(a)	Total units[28]	Number	538,638	86,339	22,132
(b)	Revenue share (geography)				
(i)	*Domestic*[29]	%	24.16	45.93	74.08
(ii)	*International*[30]	%	75.84	54.07	25.92
15.	**Consolidated**				
(a)	Number of employees[31]	Number	2,299	2,013	1,925
(b)	Branded sales as a percentage of revenue from operations [32]	%	38.28	28.66	17.50

Notes:

1. *Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
2. *Net revenue for international laboratory business refers to dental lab catering to international markets.*
3. *Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
4. *Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
5. *Net revenue for paediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP.*
6. *Other net revenue refers to other diversified revenue of the Company and its Subsidiaries.*
7. *Revenue from operations is total revenue generated by the Company from the sales and services and other operating income.*
8. *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*
9. *Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.*
10. *PBT (Profit/(loss) before tax) is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
11. *PAT (Profit for the year) means the profit for the year as appearing in the Restated Financial Statement.*
12. *PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
13. *Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*
14. *Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
15. *Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*
16. *Total units of domestic lab refer to number of units sold by domestic lab where domestic labs refer to dental lab catering to the Indian market.*
17. *Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
18. *Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
19. *Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials.*
20. *Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab.*
21. *Total units of international lab refer to number of units sold by international lab where international lab refers to dental lab catering to international markets.*
22. *Digital units of international lab refer to number of units sold by international lab from digital impressions.*
23. *Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab, where digital units of international lab refer to number of units sold by international lab from digital impressions.*
24. *Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials.*
25. *Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab.*
26. *Total aligner cases refer to total number of cases of aligners sold by Subsidiary, Bizdent Devices Private Limited.*
27. *Customers served refer to total dental clinics, dental companies and dentists served by Subsidiary, Bizdent Devices Private Limited. This represents locations of customers served by the Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017.*
28. *Kids-E refers to paediatric dental products business through our Jointly Controlled Entity, Kids-E-Dental LLP. Total units for Kids-E refers to number of units sold by Kids-E Dental LLP*
29. *Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP.*
30. *International revenue share for Kids-E refers to number of units sold in international market by Kids-E Dental LLP.*
31. *Number of employees means the number of employees of the Company as on March 31 of the respective Fiscal.*
32. *Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus. In addition, Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.*

COMPETITIVE STRENGTHS

Our key strengths include:

- the only integrated dental products company in India, well-positioned to capture industry tailwinds;
- second largest player in domestic laboratory business and largest export laboratory with increasing adoption of digital dentistry;
- vertically integrated diverse branded product portfolio;
- large Dental Network providing us with competitive advantage in the market;
- robust technologically advanced capabilities with stringent regulatory compliance ensuring high quality standards; and
- experienced management team with significant industry experience.

The only integrated dental products company in India, well-positioned to capture industry tailwinds

We are India's only end-to-end integrated dental products company as of March 31, 2024, offering a comprehensive portfolio of dental products *(Source: F&S Report)*. Our portfolio includes custom-made crowns and bridges, branded dental products such as clear aligners, thermoforming sheets and aligner related products as a part of aligner solutions and paediatric dental products.

Primary dental products offered by our laboratory are focused on custom made dental prosthesis such as metal free crowns and bridges, including our range of branded premium crowns under "Illusion Zirconia", porcelain fused to metal ("**PFM**") crowns, bridges, and dentures. As per the F&S Report, in terms of retail sales, the Indian market for custom-made crowns and bridges is estimated to grow from USD 1.4 billion in 2023 to USD 3.1 billion in 2030 at a higher rate of 11.8% compared to the global market which is estimated to grow from USD 71 billion in 2023 to USD 121.6 billion in 2030 at a rate of 8.0%. We have also launched iScanPro, branded intraoral scanners for digital dentistry. More than 160 intraoral scanners were deployed by our Company in Indian market to promote digital dentistry. One of our divisions also undertakes the distribution of some of our dental products offered by our laboratory.

In 2021, we launched clear aligners under our brand Illusion Aligners, and also offer aligner and retainer material, thermoforming sheets, biocompatible 3D printing resins, thermoforming machines and consumables under our brand 'Taglus' which are used for manufacturing clear aligners. This vertical integration also gives us an advantage as we are able to offer our clear aligners at affordable prices due to our in-house cost-effective manufacturing.

Kids-E-Dental offers a comprehensive range of paediatric products, including pre-formed branded paediatric crowns, silver diamide fluoride ("**SDF**"), space maintainers, fissure sealant, reinforced splint and mineral trioxide aggregate. As per the F&S Report, in terms of retail sales, the Indian paediatric dental crown market is estimated to grow from USD 63.9 million in 2023 to USD 164.8 million in 2030 at a higher rate of 14.5% compared to the global market which is estimated to grow from USD 2.1 billion in 2023 to USD 3.5 billion in 2030 at a rate of 7.5%.

Set forth below is a table depicting our portfolio comparison among major global and Indian dental product and lab companies with presence in India: *(Source: F&S Report)*

Company Type	Company	Custom-made fixed Prosthesis (Crowns, abutment)	Removable Prosthesis (Dentures	Clear Aligners	Aligner Sheet	Thermo-forming Machine	Intra-oral Scanner	Paediatric Crowns
Global Dental Product Company	Align Technology (Invisalign)	×	×	✓	×	×	✓	×
	Straumann	×	×	✓	✓	×	✓	×
Indian Dental Product Company	Ampa Orthodontics (Toothsi)	×	×	✓	×	×	×	×
	32 Watts	×	×	✓	×	×	×	×
	Snazzy	×	×	✓	×	×	×	×
	Laxmi Dental	✓	✓	✓	✓	✓	✓	✓
	DentCare	✓	✓	✓	×	×	×	×

We are among one of the few vertically integrated players globally which have a backward integrated (i.e. manufacturing the raw materials to designing of dental products) and forward integrated (that is offering solutions for treatment planning) business model. *(Source: F&S Report)*. Our vertically integrated approach contributes significantly to our competitive edge by having direct control over sourcing raw material. Thus, we are at a position to ensure consistency, and quality in our production process with our end-to-end capabilities from raw material to distribution. Our forward integrated solution comprises intraoral scanners to scan the teeth of patient and provide optimised treatment planning to improve accuracy, reduce turnaround time and costs, making our dental offerings accessible to a broader range of patients.

Our Dental Network has a reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024. Our presence across the value chain of dental products us to benefit from cross-selling opportunities and increases wallet share from the existing Dental Network, which positions us well to capture the increased potential of the growing market opportunities across segments.

Second largest player in domestic laboratory business and largest export laboratory with increasing adoption of digital dentistry

We are amongst the top two largest dental laboratories in India based on revenue for Fiscal 2023. *(Source: F&S Report)* Our laboratory has a brand presence of more than 20 years in the dental laboratories business and has evolved from a dental laboratory with a few members to an integrated dental products company. Our laboratory offers custom made dental prosthesis such as metal free crowns and bridges, including our range of premium crowns under "Illusion Zirconia", PFM crowns, bridges, and dentures. Further, our Dental Network has a reach of more than 20,000 dental clinics, dental companies and dentists and we have catered to over 300 cities nationally between Fiscals 2022 to 2024.

The dental laboratories market in India is characterised by the presence of fragmented and unorganized dental laboratories with less than ten technicians and a dearth of quality management standard compliant dental products. *(Source: F&S Report)* Central Drugs Standard Control Organization ("**CDSCO**") of Ministry of Health and Family Welfare ("**MoHFW**"), Government of India included dental crowns, bridges and resins as Class B, low moderate risk medical devices, and compliance with ISO 13485 has been made mandatory by March 31, 2023. *(Source: F&S Report)* Due to greater emphasis on quality (compliance to regulatory standards) and improved efficiency (adoption of automation and digital workflow), the market is moving towards more professionalization favoring the growth of organized dental lab networks. *(Source: F&S Report)* Large organized dental laboratories in India would be in a better position to adopt digital workflows and automation tools, invest in technologies like computer aided design ("**CAD**") and computer-aided manufacturing ("**CAM**"), and attract skilled talent, whereas traditional and small laboratories will find it challenging to compete in the market. *(Source: F&S Report)* Dentists prefer organized laboratories over unorganized laboratories due to availability of wide and differentiated product portfolio, higher accuracy and compliance with international quality standards and better quality of service due to integrated product offerings. *(Source: F&S Report)*

Innovations in materials such as zirconia is expected to increase patient experience and drive adoption of novel materials among dentists. *(Source: F&S Report)* Crowns made of zirconia or other second-generation polymers are increasingly being preferred by dentists and patients by growing demand for aesthetics, concerns of toxicity and allergic reaction to metal alloys and zirconia crowns can be fabricated with full-digital workflow. *(Source: F&S Report)* We are one of the early companies to launch branded zirconia crowns under the brand name 'Illusion Zirconia'. *(Source: F&S Report)*. Metal-free units (made of materials such as zirconia) contributed to 53.70%, 53.19% and 47.59% of the total revenue from our dental laboratory business catering to the Indian market and to 36.31%, 34.43% and 39.59% of total revenue from our dental laboratory business catering to international markets respectively in the Fiscals 2024, 2023 and 2022.

Among the Indian dental labs, we are the largest exporter for custom made dental prosthesis in terms of export revenue for the Fiscal 2023, catering primarily to US and UK *(Source: F&S Report)*. We are the preferred partner for one of the largest DSO in the USA with more than 1,650 clinics in the USA *(Source: F&S Report)*. Our 100% EOU laboratory catering to international markets offers fixed restorations such as CAD-CAM Zirconia, PFM, veneers, and removable restorations such as dentures, cast partial dentures, and night guards. Below table sets forth (a) contribution of our laboratories business to our revenue from operations, and (B) contribution of our revenues from export and from domestic sales to the revenue from our laboratories business:

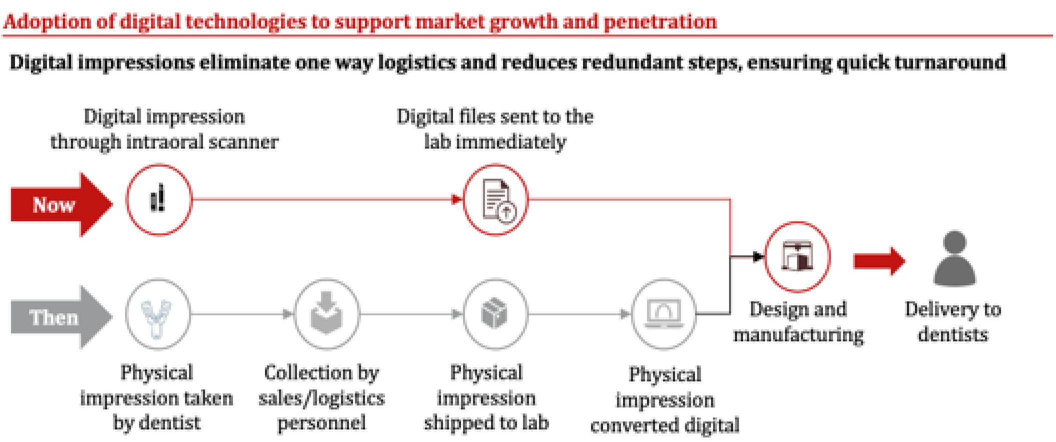
Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	As a % of revenue from sales and services	Amount (in ₹ million)	As a % of revenue from sales and services	Amount (in ₹ million)	As a % of revenue from sales and services

Revenue from laboratories business	1,239.59	64.75%	1,055.10	63.38%	932.13	71.99%
Particulars	**Amount (in ₹ million)**	**As a % of revenue from laboratories business**	**Amount (in ₹ million)**	**As a % of revenue from laboratories business**	**Amount (in ₹ million)**	**As a % of revenue from laboratories business**
Revenue from exports	435.50	35.13%	373.93	35.44%	347.64	37.30%
Revenue from domestic sales	804.09	64.87%	681.18	64.56%	584.49	62.70%

Below tables sets forth the number of units of crowns sold by us domestically and internationally between Fiscals 2024 to 2022:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Number	**As a % of total units sold**	**Number**	**As a % of total units sold**	**Number**	**As a % of total units sold**
1) Domestic (A)	**452,330**	**69.46%**	**393,163**	**71.59%**	**361,166**	**71.30%**
A) Metal-free units	186,958	41.33%	149,781	38.10%	105,249	29.14%
B) PFM units	112,534	24.88%	121,397	30.88%	113,155	31.33%
C) Removable and other products	152,838	33.79%	121,985	31.03%	142,762	39.53%
2) International (B)	**198,920**	**30.54%**	**155,998**	**28.41%**	**145,350**	**28.70%**
A) Metal-free units	54,874	27.59%	42,732	27.39%	51,537	35.46%
B) PFM units	22,747	11.44%	29,209	18.72%	37,533	25.82%
C) Removable and other products	121,299	60.98%	84,057	53.88%	56,280	38.72%
Total (A+B)	**651,250**	**100%**	**549,161**	**100%**	**506,516**	**100%**

We have also launched iScanPro, branded intraoral scanners for our Dental Network to optimize our workflow. Digital impressions obtained with iScanPro, and intraoral scanners are instantly transmitted to our dental laboratory which eliminates the logistics cost and streamlines the production process for dental restorations, as depicted in the flowchart below. This streamlined communication between dental practitioners and technicians leads to quicker turnaround times and improved profitability owing to operational efficiencies.



Technologies such as intraoral scanners have enabled dentists to tailor the treatment to each patient's unique needs, improve accuracy, optimize treatment planning, and predict outcomes accurately, and reduce production time and costs making dental restorations accessible to a broader range of patients *(Source: F&S Report)* and these factors lead to increase in operating profitability. Dental restoration units prepared using digital impression by our domestic laboratory business constituted 48.61%, 36.36%, and 28.11% and by our international laboratory business constituted 55.48%, 27.94%, and 12.37% in Fiscals 2024, 2023, and 2022 respectively depicting annual growth.

Vertically integrated diverse branded product portfolio

Owing to our presence of over 20 years and our Dental Network, we believe we have been able to build a brand for ourselves and expand our offerings from custom-made crowns and bridges to branded consumer dental products including clear aligners and paediatric dental products. We have been engaging in efforts to establish "Illusion" as a well-recognized brand which we believe along with our established market presence and experience in manufacturing quality products will help us to build and scale brands in the Indian dental consumables market. We have strategically selected and onboarded national brand ambassadors to build awareness and customer connect. Due to our experience of more than two decades in the dental industry and our high-quality dental products, we have been able to scale our branded product portfolio.

The Indian clear aligner market, which is relatively underpenetrated, is expected to grow from USD 133.6 million in 2023 to USD 569.0 million at a much higher rate of 23.0% compared to the global market. *(Source: F&S Report).* Indian clear aligner market is expected to follow a similar trend as seen in China, wherein emergence of domestic companies is expected to reduce dominance of international players. *(Source: F&S Report).* Growing awareness of dental aesthetics among consumers and rising levels of disposable income is expected to shift consumer preference towards branded products. *(Source: F&S Report).* We are a vertically integrated dental aligner company, and the largest and most profitable indigenous B2B2C dental aligner company in terms of revenue from operations and PAT Margin respectively for the Fiscal 2023. *(Source: F&S Report)* In 2021, we launched clear aligners under our brand 'Illusion Aligners' which is the first Indian brand to receive 510(k) clearance from US FDA in 2021 to market clear aligners. *(Source: F&S Report)*. Illusion Aligners brand offers clear aligners which are customised by laser marking indicating the unique specifications of our end customers. We offer a pay as you go model for our customised clear aligner solutions along with the upfront payment model, making our aligners more affordable to the end customers which we believe provides us a significant edge in India over our global competitors. We have been able to leverage our Dental Network to scale up our offerings across metropolitan and non-metropolitan cities in a short span of time. Below table sets forth contribution of customers served of our aligner solutions from tier I, tier II, and tier III cities to our total customers served in Fiscals 2024, 2023, and 2022. Tier II and Tier III cities are expected to be the next big growth driver for clear aligners in India due to relative under penetration and increasing disposable income. *(Source: F&S Report)*

	Percentage of total customers served for aligners in Fiscal		
	2024	**2023**	**2022**
Tier I	47.09%	51.33%	50.37%
Tier II	35.58%	32.20%	34.53%
Tier III	17.33%	16.48%	15.11%

Note: Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1(Population of 50 lakh and above) Y – Tier 2 (Population of 5 to 50 lakh) and Z – Tier 3 (Population below 5 lakh) – Notification No. 2/5/17-E II(B), 7th July 2017. (Source: F&S Report).

We also offer thermoforming sheets, biocompatible 3D printing resins, thermoforming machines and consumables under our brand 'Taglus' which are used for manufacturing clear aligners. We benefit from the first mover advantage by being one of the very few companies in India to manufacture and supply thermoforming sheets, thermoforming machines, dental consumables, biocompatible resins for 3D printing tailored for manufacturing of clear aligners. *(Source: F&S Report).* We have a manufacturing facility in Boisar, Mumbai Metropolitan Region, Maharashtra, with a built-up area of 38,656.2 square feet and we supply to more than 95 countries globally. Thermoforming sheets, biocompatible resins, thermoforming machines, manufactured and sold by us under the Taglus brand have received certificate of conformity under Regulation EU 2017/745. Under the 'Taglus' brand, we also sell thermoforming machines at a competitive price which are used for manufacturing aligners. *(Source: F&S Report)* With the in-house production of raw materials and manufacturing equipment, and automating the production lines we operate at scale, improving production efficiency delivering faster turnaround time and minimizing errors.

Set forth below is a table depicting our revenues from sales and services generated from sale of aligner solutions business:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (in ₹ million)	**As a % of revenue from sales and services**	**Amount (in ₹ million)**	**As a % of revenue from sales and services**	**Amount (in ₹ million)**	**As a % of revenue from sales and services**
Revenue from sale of Illusion Aligners	357.29	18.66%	178.30	11.22%	48.19	3.72%
Revenue from Taglus products	181.15	9.46%	172.32	10.84%	181.52	14.02%
Total revenue from sales and services	**538.44**	**28.12%**	**350.63**	**22.06%**	**229.71**	**17.74%**

generated from sale of aligner solutions						

Our revenues from aligner solutions grew at a CAGR of 49.25% between Fiscals 2024 and 2022.

In addition, we also entered the paediatric dental market through acquisition of 60% stake in Kids-E-Dental LLP in 2021. The global paediatric crown dental market is estimated to grow from USD 2.1 billion in 2023 to USD 3.5 billion in 2030. *(Source: F&S Report)* The global paediatric market is characterised by increased concerns over metal restorations due to toxicity and allergies, lesser inclination towards anaesthesia needles and invasive procedures, anxiety amongst children for undergoing dental treatment, high prevalence of dental caries amongst lower income groups posing affordability issues for taking treatments, and presence of fewer domestic players focusing on paediatric dental restorations. *(Source: F&S Report)* Kids-E-Dental offers a comprehensive range of paediatric products, including pre-formed branded paediatric crowns, silver diamide fluoride ("**SDF**"), space maintainers, fissure sealant, reinforced splint and mineral trioxide aggregate. We are one of the leading paediatric dental product brands in India in terms of revenue from operations as of March 31, 2024. *(Source: F&S Report).* We are the only Indian company specialized in paediatric dental products (*Source: F&S Report*) and have received 510(k) clearance from US FDA for SDF and have been granted a design registration on Bioflx. Our manufacturing facility in Mira Road producing paediatric dental products possesses an ISO 13485:2016 compliant quality management system for manufacture, design, development, of preformed crowns and distribution of dental products. Paediatric dental products business through Kids-E-Dental LLP generated revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.

Large Dental Network providing us with competitive advantage in the market

With market presence of more than 20 years, reinforced by a large Dental Network with a reach of over 20,000 dental clinics, dental companies and dentists over the past three Fiscals and have catered to global and domestic demand by exporting our dental products to more than 95 countries and selling across 300 cities in India between Fiscals 2024 to 2022. We continue to engage and deepen our relationship with our Dental Network through hands-on workshops, in-clinic branding, key opinion leader tie-ups, and product trainings. A strong network among dental clinics, dental companies and dentists acts as a strong moat and barrier to entry for new entrants in the Indian dental products market. *(Source: F&S Report).*

We have adopted a B2B2C business model for sale of clear aligners, which means that our dental products are sold through the Dental Network to the end consumer patient, lending credibility to our dental products since they are being recommended by our Dental Network. Adoption of B2B2C model also lowers our marketing expenses since we already have a pool of large Dental Network and serves as a significant economic advantage as this business model requires strong relationship with Dental Network which we have built given our extensive experience in the dental laboratories business. Successful companies in the clear aligner industry today have built doctor-led or B2B2C model to establish trust, improve market penetration and grow their market share. *(Source: F&S Report)* Companies which have adopted direct-to-consumer ("**D2C**") models have struggled to establish in the market due to poor treatment outcomes, failure to engage dentists in the treatment pathway. *(Source: F&S Report)*

The B2B2C model has also helped us in gaining a larger wallet share from our Dental Network as we are able to offer a comprehensive portfolio of product offerings which includes custom-made crowns and bridges, branded dental products such as clear aligners, thermoforming sheets and aligner related products as a part of aligner solutions, and paediatric dental products to our existing Dental Network. Due to high customer acquisition cost ("**CAC**") compared to B2B2C models, D2C model is unsustainable. *(Source: F&S Report)* Our vertically integrated product portfolio further ensures a lower cost of manufacturing, and a comparatively lower CAC due to B2B2C model, which allows us to offer dental products at affordable prices while maintaining high profitability. We are a vertically integrated dental aligner company, and the largest B2B2C and most profitable indigenous dental aligner company in terms of revenue from operations and PAT Margin respectively for Fiscal 2023. *(Source: F&S Report)***.** We believe that affordable pricing along with high quality of dental products has enabled us to tap into the large underpenetrated clear aligners market.

Robust technologically advanced capabilities with stringent regulatory compliance ensuring high quality standards

As of March 31, 2024, we have six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, Maharashtra, two in Boisar, Mumbai Metropolitan Region, Maharashtra, and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in Delhi, Bengaluru, and Ahmedabad with manufacturing capabilities.

For instance, we have three manufacturing units at Mira Road with a total built up area of 57,244.4 square feet and two manufacturing units in Boisar with a total built up area of 84,606.2 square feet, for production of our dental products under our laboratory, aligners solutions and paediatric divisions including clear aligners under "Illusion Aligners" brand, and aligner sheets and thermoforming machines under our brand "Taglus".

We employ advanced technological equipment and machinery such as iScanPro, branded intraoral scanners launched for our Dentist Network to optimize workflow. Digital impressions obtained with iScanPro, and intraoral scanners are instantly transmitted to our dental laboratory which eliminates the logistics cost and streamlines the production process for dental restorations. This streamlined communication between dental practitioners and technicians leads to quicker turnaround times and improved profitability owing to operational efficiencies. Our operations involve use of milling machines, which include wet and dry milling for metal and metal-free restorations respectively, and 3D printing machines, for which we have a range of printers with various build sizes. These machines help provide more precise fit, eventually reducing the time taken to do manual finishing and avoiding repeat work. Automated thermoforming machines at our facilities enable thermoforming multiple aligners at a time, in comparison to traditional manual thermoforming machines, eventually reducing the time taken to fabricate an aligner. Our robotic trimming machines remove manpower dependency and trim each aligner precisely resulting in consistent quality product. We also employ speciality extrusion machines to produce thermoforming sheets. Other machines deployed at our facilities include laser sintering and laser cutting machines, and 3D lab scanners.

We are amongst the top two largest dental laboratories in India based on revenue for Fiscal 2023 *(Source: F&S Report)* catering to domestic markets and international markets including USA, UK and Europe. The quality system of our manufacturing facilities in Boisar and one of our manufacturing facilities in Mira Road are in compliance with the quality system regulations enforced by the US FDA, and all of our manufacturing facilities in Boisar and Mira Road have also received certifications for ISO 13485:2016 compliance, an internationally recognized standard for medical device quality. We received the US FDA registration for approval for products manufactured by us, initially in 2004, and our first ISO 13485:2016 certification in 2015. Our division, Vedia Solutions, offering Taglus products, also received its first ISO 13485:2016 certification in 2021, and received the US FDA approval for approval for products manufacturing, repackaging and relabelling in 2022. Further, we have also obtained registration from ANVISA (Brazilian health regulatory agency) in relation to thermoforming sheets, offered by us. In 2023, our Subsidiary, Bizdent Devices Private Limited, also received its first ISO 13485:2016 certification for the quality management system of medical devices, and Kids-E-Dental LLP was successfully registered with the US FDA.

Our laboratory catering to international markets is registered as a 100% export-oriented unit ("**EOU**") with Santacruz Electronics Export Processing Zone in Mumbai, a special economic zone allowing us to avail import duty benefits. We received our first EOU certificate in the year of our incorporation in 2004. The quality management system and the occupational health and safety management system of manufacturing facility housed in our division, Vedia Solutions, in Boisar, has received ISO 13485:2016 and ISO 45001:2018 certifications respectively. The thermoforming sheets, thermoforming machines and biocompatible resins have received certificate of conformity under Regulation EU 2017/745 and our clear aligners has received 510(k) clearance from US FDA. We have also received a license from the Central Drugs Standard Control Organization ("**CDSCO**") for manufacturing or selling Class A or Class B medical devices under the Medical Devices Rules, 2017. Our technologically advanced manufacturing capabilities along with regulatory compliances and accreditations received for our quality management systems ensure high quality of our dental products.

There is high fragmentation in the Indian dental laboratories market with more than 5,000 small laboratories *(Source: F&S Report)* Changing regulatory requirements in medical devices sector is expected to transition the fragmented and unorganized dental products and consumables market to organized and consolidated market dominated by companies focusing on quality, operational efficiency, and consumer experience. *(Source: F&S Report)* Further, the dental laboratories market in India is expected to witness increased regulatory scrutiny and greater emphasis on safety and quality of dental products. *(Source: F&S Report)* For instance, ISO 13485 is required for organizations involved in the design, production, installation and servicing of medical devices and related services and to manufacture, import, sell, or distribute dental products in India, a valid license from the CDSCO is mandatory. *(Source: F&S Report)* Clear aligners fall under Class IIA, medium risk medical devices category, which requires product testing and ISO 13485 quality system implementation. *(Source: F&S Report)* We believe that this change in regulatory landscape will also accelerate the growth in share of organized ISO compliant laboratories and consequently of our dental laboratories which possess ISO 13485:2016 compliant quality management system.

Experienced management team with significant industry experience

We are led by a strong and dedicated team of experienced professionals with skill sets that are complementary and, we believe are a requisite for the dental products business. Members of our management team have experience in the dental products business and, under their leadership over the last several years, we have grown rapidly. Our Board of Directors includes a combination of management executives and experts from healthcare industry. Several key members of our management team including our Founder and Managing Director, our Chief Executive Officer have extensive functional/industry experience.

Our Company is promoted by Rajesh Vrajlal Khakhar, our Founder, Chairperson and Whole-Time Director, Sameer Kamlesh Merchant, our Managing Director and Chief Executive Officer and Dharmesh Bhupendra Dattani, the Chief Financial Officer of our Company. Rajesh Vrajlal Khakhar founded our Company as a dental laboratory business and expanded its reach domestically and internationally. He manages business partnerships with leading international customers and oversees business development activities. He has more than 30 years of experience. Sameer Kamlesh Merchant has more than 20 years of experience and has contributed in diversifying the offerings of our Company. He also oversees digital initiatives and technology transformation in our Company. Dharmesh Bhupendra Dattani has more than 15 years of experience The growth story of our Company has also benefitted from our private equity investor OrbiMed Asia II Mauritius FDI Investments Limited since amalgamated into OrbiMed Asia II Mauritius Limited, a healthcare-focused fund associated with us since 2015, which has provided us continuous support through our growth in business. We believe we have benefited significantly from the vision and leadership of our Promoters and investors. Our Promoters, Rajesh Khakhar and Sameer Merchant, featured in Forbes India magazine as iconic vibrant leaders and were recognised for more than 31 years of excellence in the dental laboratories space in April 2021. For details, see "*Our Management*" beginning on page 300. The combination of our experienced Board of Directors and our dynamic management team positions us well to capitalize on future growth opportunities.

Strategies

The key elements of our business strategy are as follows:

- deepen our penetration amongst existing Dental Network while also expanding our Dental Network;
- continue to scale up our branded product offerings;
- undertake product enhancements of existing dental products and launch new dental products;
- enhance manufacturing capacities with increasing focus on automation and adoption of new technologies; and
- Continue to follow a multi-channel approach in marketing.

Deepen our penetration amongst existing Dental Network while also expanding our Dental Network

According to the F&S Report, in terms of retail sales revenue, the global dental consumables market is expected to grow at a CAGR of 10.5% from USD 177.4 billion in 2023 to USD 356.8 billion in 2030, and emerging countries such as India and China are expected to witness higher growth compared to developed countries. *(Source: F&S Report)* While there is a huge opportunity in dental laboratories market in India, survival of new entrants and small players is a challenge due to long gestation to establish a trusted network of dentists, high cost associated with the dental equipment and materials, labor shortage, rising costs, and increasing automation. *(Source: F&S Report)* The dental laboratories market in India is highly fragmented and very few laboratories have adopted digital dentistry and operate at scale, catering to a large network of dentists in domestic as well as export markets. *(Source: F&S Report)*

We have a brand presence of more than 20 years and according to the F&S Report, we are amongst the top two largest dental laboratories in India based on revenue for Fiscal 2023. We have a large Dental Network with a reach of over 20,000 dental clinics, dental companies and dentists over the past three Fiscals and have catered to global and domestic demand by exporting our dental products to more than 95 countries and selling to over 300 cities in India between Fiscals 2024 to 2022 and we believe that we have the potential to expand to the other regions. We are one of the very few organized players in dental laboratories segment having sufficient scale of operations, following quality standards, and catering to both domestic and international markets. *(Source: F&S Report)* We are the preferred partner for one of the largest DSO in the USA with more than 1,650 clinics in the USA *(Source: F&S Report)* which in our opinion indicates headroom for significant expansion of our network in USA.

We intend to grow our Dental Network by continuing to invest in sales and marketing activities for deeper penetration, engaging sales executives for promotion of digital technologies, targeted investments such as product improvements, technological innovations, advertising, and regular training of our Dental Network. We may engage additional qualified distributors with considerable experience in sales channels, especially in underpenetrated regions globally. In addition, we plan to pursue expansion on an international level by obtaining registrations such as CE (regulatory agency per European standard), and ANVISA (Brazilian health regulatory agency) in relation to additional products. We intend to capitalize on our Dental Network and benefit from our database of Dental Network. We anticipate that this strategy will continue to provide us with a competitive advantage as we continue to expand our market share.

We have also demonstrated ability to cross sell dental products which has led to increase in wallet share of the existing Dental Network. Understanding the diverse needs of dentists, we have crafted tailored packages to integrate our intraoral scanner, iScanPro with our other dental products seamlessly. We believe this offering acts as an effective strategy for onboarding new dentists and enhancing their retention. Further, our Dental Network also has the option to purchase our intraoral scanners which potentially adds stickiness to our customers and incentivises brand product purchases. We intend to continue cross selling our dental products to existing Dental Network, building a strong brand to further penetrate the fragmented dental products market.

Continue to scale up our branded product offerings

We were incorporated with a vision of providing dental products in an affordable manner and setting up an EOU for the same and we plan to further the same. We are one of the early companies to launch branded zirconia crowns under the brand name 'Illusion Zirconia' in India. *(Source: F&S Report)*. We are also a vertically integrated dental aligner company, and the largest B2B2C and most profitable indigenous dental aligner company in terms of revenue from operations and PAT Margin respectively for the Fiscal 2023. *(Source: F&S Report)***.** We offer our clear aligners under our brand Illusion Aligners. Our brand Taglus offers aligner and retainer material, thermoforming sheets, thermoforming machines, biocompatible 3D printing resins and consumables. We offer our paediatric dental products under the brand "Kids-E-Dental". We have a strong global foothold and have catered to global demand by exporting our dental products to more than 95 countries between Fiscals 2024 and 2022. The penetration of branded dental products such as clear aligners, branded dental crowns and paediatric crowns is growing globally. *(Source: F&S Report)* Increasing premiumisation and propensity to spend on dental procedures will also drive the adoption of branded products. *(Source: F&S Report)*. While traditionally international brands dominated the emerging markets such as China and India, the domestic brands are catching up and gaining market share. *(Source: F&S Report).*

We have adopted a B2B2C business model for sale of clear aligners, which means that our dental products are sold through the Dental Network to the end consumer patient, lending credibility to our dental products since they are being recommended by our Dental Network. We believe that this model allows us to leverage our Dental Network and will enable us to cross-sell our branded products to grow our branded product portfolio constituting 38.28% of our revenue from operations of ₹1,935.55 million in Fiscal 2024, in addition to which our branded paediatric dental products business through Kids-E-Dental LLP generated a revenue from operations of ₹266.71 million in Fiscals 2024. In other emerging geographies such as China, the indigenous company, Angelalign Technology, has emerged as a leading domestic B2B2C player in the clear aligner market replacing the global brands by addressing the gap in the market for an affordable clear aligner brand. *(Source: F&S Report).* We are confident that the penetration of our clear aligner solutions will increase on similar line as we are able to provide customized solution at relatively affordable prices as compared to global players

To scale up the distribution of paediatric branded product offerings, we have partnered with a leading paediatric dental company for distribution of Bioflx crowns, manufactured by us, globally across 81 countries. *(Source: F&S Report)*. We intend to undertake marketing initiatives, and strategically add to our Dental Network to promote sales of our Illusion Aligners and our Illusion Zirconia crowns, and also pursue additional distributor tie-ups in India and international markets to scale up our Taglus offerings. We propose to follow a disciplined approach while pursuing partnerships and consider various selection criteria such as product portfolio, customer base, end-market exposures, estimated costs as well as cultural fit.

Undertake product enhancements of existing dental products and launch new dental products

To meet the evolving needs of dental professionals and their patients over the course of next few years and consequently increase our wallet share with our Dental Network and add new dentists and dental clinics, we intend to undertake product enhancements of existing dental products and launch new dental products. As part of our laboratory offerings, we intend to upgrade our zirconia restorations to offer greater strength, durability, and aesthetics and provide improved natural-looking appearance, augment our range of metal-free offerings. We also intend to enhance our range of removable prosthesis to ensure greater comfort, functionality, usability and a more lifelike appearance for patients. Within aligner solutions, we intend to launch an upgraded generation of clear aligners that are more comfortable, effective, and virtually invisible.

As part of our paediatric dental products business, to address the unique needs of the youngest patients, we aim to enhance our paediatric zirconia crowns to offer improved fit, aesthetics, and durability, specifically designed for the paediatric population. In addition to paediatric zirconia crowns, we will work on improved versions of other paediatric dental solutions offered by us.

Enhance manufacturing capacities with increasing focus on automation and adoption of new technologies

As of March 31, 2024, we have six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, Maharashtra, two in Boisar, Mumbai Metropolitan Region, Maharashtra, and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in Delhi, Bengaluru, and Ahmedabad with manufacturing capabilities. All of our manufacturing facilities in Mira Road and Boisar are compliant with quality management standards such as ISO 13485. In 2023, Our Company along with our Subsidiary Bizdent Devices Private Limited, our Jointly Controlled Entity Kids-E-Dental LLP, and our division, Vedia Solutions, has obtained a MDR license from CDSCO. In 2024, our division, Illusion Dental Laboratory, also received a MDR license from CDSCO. Further, we have also obtained registration from ANVISA (Brazilian health regulatory agency) in relation to thermoforming sheets, offered by us. In order to capitalize on growth opportunities and our leadership in the sector (in terms of parameters discussed in this section), we seek to invest in physical and operational infrastructure to expand our manufacturing capabilities with a focus on expanding our capacities across our laboratories, aligner solutions and paediatric dental products businesses. In the past, we believe we have benefitted from addition of additional machines.

We intend to continue to focus on improving our operational efficiency by increased technology integration in our business. Furthermore, the integration of new machines with superior technology and automation into our operations will streamline our business processes, making them more efficient, effective, and improve TAT. Post completion of the Offer, we plan to incur capital expenditure towards purchase of new machinery including for (i) injection moulding and extrusion, (ii) CAD/CAM machinery such as computers, 3D printers, CADCAM software, scanners, (iii) other machinery such as packing, polishing, laser marking machine, pump, furnaces and weighing balance, resin machine, extrusion and tools. We also expect to spend towards research and development and quality control through material testing and research and development for new products, including testing for biocompatibility, toxicology and mechanical. We plan to deepen digital penetration through our branded intraoral scanners which leads to quicker turnaround times and improved profitability owing to operational efficiencies. For further details, see "*Objects of the Offer - Funding the capital expenditure requirements for purchase of new machinery for our Company*" on page 143. We believe we can enhance our revenues substantially by capacity enhancement.

Continue to follow a multi-channel approach in marketing

We plan to continue to follow a multi-channel marketing approach to increase patient flow into the Dental Network. We believe our multi-channel promotional strategies help us improve awareness about dental health and products. We have also engaged in association agreements with leading Indian celebrities as brand ambassadors for endorsement of our aligners and dental prosthesis respectively through print, electronic media, social networking sites, and other mediums. We believe that these collaborations with celebrities in Indian film industry will help in increasing awareness about our dental products, further our promotional strategies and increase patient flow into our Dental Network. We intend to continue to follow both B2B and B2C marketing strategy by marketing through exhibition and events, hands-on workshop, in-clinic branding (ICB), social networking site marketing with Dental Network, key opinion leader tie-ups, digital marketing strategies, celebrity collaboration, digital technologies, training of dentists and influencer marketing.

We will continue to strengthen our brand recognition and increase market penetration by enhancing our marketing efforts, expanding our distribution network, and we may partner with dentists with considerable patient flow, especially in unexplored regions. In addition, we plan to pursue overseas expansion by seeking collaboration opportunities. We intend to continue to focus on marketing efforts that directly reach dental professionals through training programs, workshops, forums and seminars. To achieve broader market acceptance of our dental products, we will also educate potential patients of the benefits of clear aligners through social media, and our official website.

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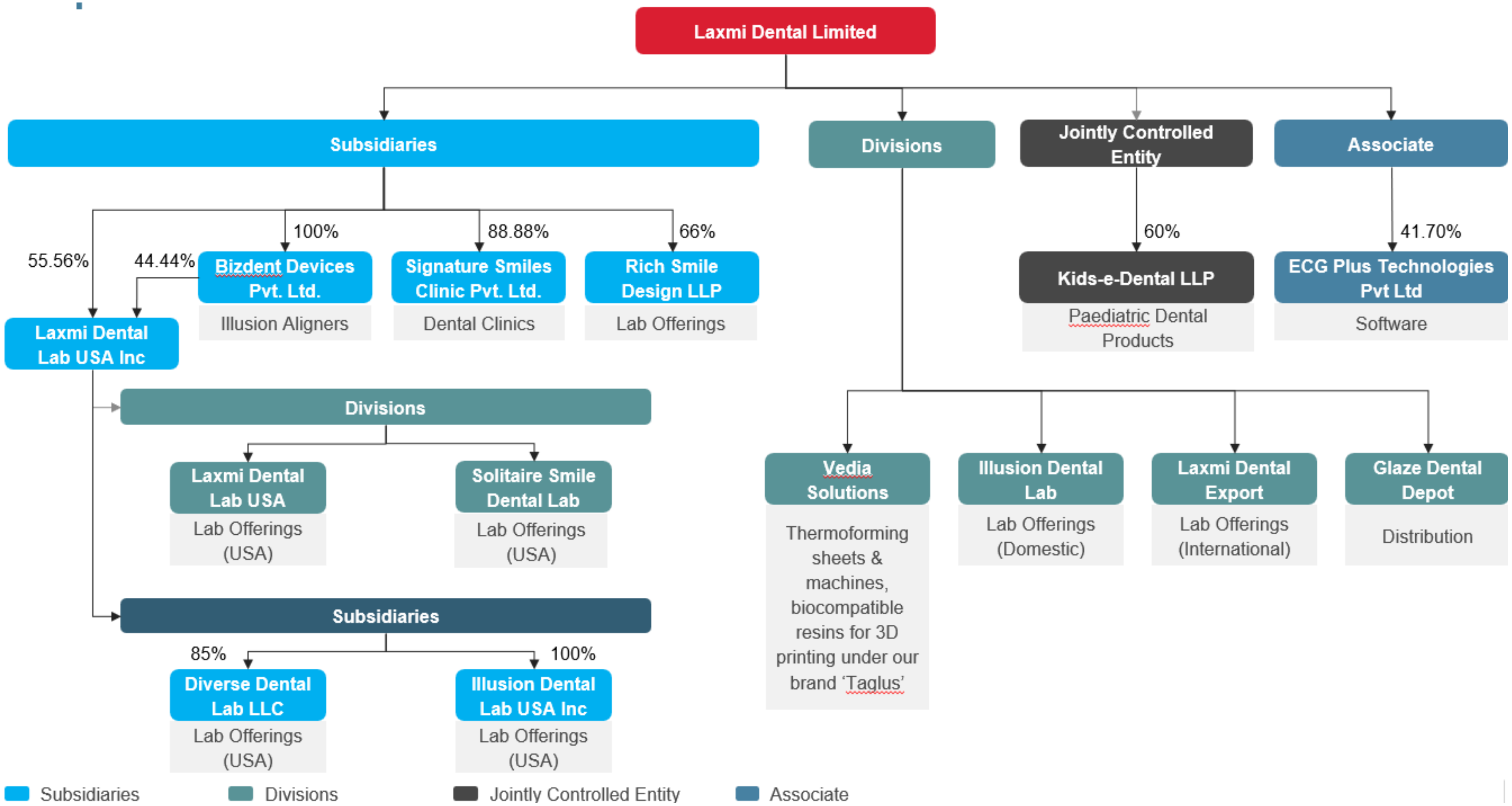
Our Group Structure

Below chart outlines the structure of our Group in terms of the different entities and divisions and brief details of their respective offerings:



Our Geographical Spread

We offer end-to-end integrated dental products through our Dental Network has a reach of over 20,000 dental clinics, dental companies and dentists, catering to over 95 countries, 300 cities in India between Fiscals 2022 to 2024.

The following table sets forth details in relation to revenue from operations across major world geographies:

Zone	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sale of goods and services *(in ₹ million)*	Percentage of Revenue from sale of goods and services	Revenue from sale of goods and services *(in ₹ million)*	Percentage of Revenue from sale of goods and services	Revenue from sale of goods and services *(in ₹ million)*	Percentage of Revenue from sale of goods and services
India	1,291.58	67.46%	1,088.20	68.47%	754.61	58.28%
USA	371.68	19.41%	295.34	18.58%	367.23	28.36%
UK	137.48	7.18%	115.96	7.30%	81.15	6.27%
Others	113.76	5.94%	89.91	5.66%	91.79	7.09%
Total	**1,914.50**	**100%**	**1,589.41**	**100%**	**1,294.78**	**100%**

Product Portfolio

We have a diverse portfolio of dental offerings including (a) laboratory offerings such as metal-free zirconia and intraoral scanners (b) aligner solutions (under the brands Illusion Aligners and Taglus) (c) paediatric dental products.

Laboratory offerings

Primary dental products offered by our domestic laboratory are focused on prosthesis such as metal free crowns including Illusion Zirconia premium crowns, PFM crowns, dentures. Our domestic laboratory has also launched iScanPro, branded intraoral scanners in India. Set forth below is an image of branded Illusion Zirconia & iScanPro offered by us:

Illusion Zirconia

iScanPro

Illusion Dental Laboratory

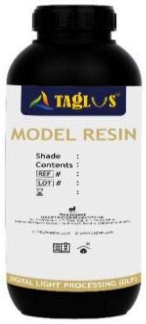
Our 100% EOU laboratory catering to international markets, offers fixed restorations such as CAD-CAM zirconia, PFM, veneers, and removable restorations such as dentures, cast partial dentures, night guards. Set forth below is an image of full mouth zirconia restoration offered by us:

Aligner solutions

Having received 510(k) clearance from US FDA under our brand ‘Illusion Aligners’ in 2021, we positioned ourselves as the first Indian company to receive 510(k) clearance to market clear aligners *(Source: F&S Report).* Set forth below is an image of our branded clear aligners:


Illusion Aligners

On February 1, 2019, we established our division, Vedia Solutions, which through our brand Taglus offers aligner and retainer material, dental thermoforming machines, biocompatible 3D printing resins and consumables. We have acquired multiple certifications and also possess certificate of conformity under regulation EU 2017/745 for our Taglus products. Set forth below is an image of our aligner material:




3D Printing Resin **Aligner Material** **Thermoforming Machine**

Taglus

Paediatric dental products

Kids-E-Dental offers pre-formed paediatric zirconia crowns, SDF, space maintainers, fissure sealant, reinforced splint and mineral trioxide aggregate. SDF, which is one of our offerings is suitable for arresting dental carries and pulp capping. We are the only Indian manufacturer/provider of US FDA approved SDF. *(Source: F&S Report).* We have also been granted a design registration on “Bioflx”, a semi-flexible tooth coloured pre-formed dental crown for children in India. Set forth below is an image of the pre-formed paediatric crown offered by us:

Bioflx crown **e-SDF**

Kids-e-Dental

Branded and non-branded dental products

Our primary branded dental product offerings include (a) our range of branded premium zirconia crowns and bridges “Illusion Zirconia” (b) our intraoral scanners ‘iScanPro’ (c) our clear aligners ‘Illusion Aligners’, (d) thermoforming sheets and aligner related products as a part of aligner solutions under 'Taglus' and (e) paediatric dental products offered by Kids-E-Dental LLP. Non-branded dental products offered by us include our laboratory offerings such as porcelain fused to metal ("**PFM**") crowns, bridges, and dentures

Manufacturing facilities

As of March 31, 2024, we have six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, Maharashtra, two in Boisar, Mumbai Metropolitan Region, Maharashtra, and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in Delhi, Bengaluru, and Ahmedabad with manufacturing capabilities. Our six manufacturing facilities are spread over a cumulative area of 146,804.42 square feet. Our manufacturing facilities in Boisar and one of our manufacturing facilities in Mira Road have been certified by the US FDA and all of our manufacturing facilities in Mira Road and Boisar have been certified by ISO (International Organization for Standardization). Further, we have also obtained registration from ANVISA (Brazilian health regulatory agency) in relation to thermoforming sheets, offered by us. Further, our laboratory catering to external markets is registered as a 100% export-oriented unit with Santacruz Electronics Export Processing Zone, a special economic zone allowing for import duty benefits.

Installed capacity, actual production, and capacity utilization

As certified by an independent chartered engineer, Santosh Ramlakhan Jaiswar, the installed capacity, and capacity utilisation of our dental products cannot be specified as our products such as crowns, bridges, aligners, paediatric crowns are customized to the specific needs of patients and the capacity is dependent on the SKUs manufactured. Given the large number of SKUs, the capacity of the manufacturing operations varies depending on their nature and therefore an estimate of installed/utilized capacity cannot be provided accurately. The information relating to the volumes of our primary product offerings sold below and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account and the same has been certified by Santosh Ramlakhan Jaiswar, independent chartered engineer.

In the table below, we have set forth details of volumes of our primary product offerings sold during Fiscals 2024, 2023, and 2022.

Sr. No.	Particulars	Number of units sold*		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
1.	**Laboratory offerings**	**651,250**	**549,161**	**506,516**
i.	Metal free products	241,832	192,513	156,786
ii.	PFM products	135,281	150,606	150,688
iii.	Removables and other products	274,137	206,042	199,042
2.	**Aligner Solutions**	**2,132,772**	**1,671,649**	**2,281,993**
i.	Aligners	374,689	193,753	60,539
ii.	Other aligner related products	1,758,083	1,477,896	2,221,454
3.	**Paediatric dental products****	**538,638**	**86,339**	**22,132**
i.	Crowns products	372,885	49,006	12,741
ii.	Other products	165,753	37,333	9,391

#As certified by Santosh Ramlakhan Jaiswar, independent chartered engineer, by certificate dated September 12, 2024.
**Includes volume of product units sold during Fiscals 2024, 2023, and 2022 by our Group.*
***Through our Jointly Controlled Entity, Kids-E-Dental LLP.*

Manufacturing Processes

We employ different internal standardized processes in the manufacture of the range of products offered by us and deploy machinery and technologies to streamline operational efficiency. For instance, we have deployed equipment & machinery such as iScanPro intraoral scanners, CAD CAM milling machines, 3D printing machines, automated thermoforming machines, robotic trimming machine, speciality extrusion machine, laser sintering machines, laser cutting machines, and 3D lab scanners in our facilities.

Given the customized nature of offerings by our laboratory business, various processes are involved depending on case-to-case requirements. The digital workflow includes intraoral scanning with our branded iScanPro scanners, transmission of files to our live scan verification department, designing, nesting, milling, white finishing, sintering, finishing, polishing and packaging as per requirements. Manufacturing of aligners include processes like designing, thermoforming, trimming, laser marking, quality checking and customised packaging depending on specified requirements. We have adopted a vertically integrated approach in manufacturing our clear aligners which are manufactured using our aligner related products sold under the brand 'Taglus' as well. Manufacturing our thermoforming sheets under the 'Taglus' brand, involves various processes like extrusion, blanking, quality checking, three levels of packaging, consisting of pouch, inner box and outer box, prior to dispatch. Our paediatric crowns are manufactured with processes like CAD CAM milling, 3D printing, laser marking and packaging as per order requirements. There are in process quality checks at various levels during manufacturing process to meet the quality standards.

Customers

We serve a broad range of customers in India and overseas. Our customer portfolio includes dental clinics, dental companies and dentists. We derive the majority of our revenues from the B2B2C model, which involves the sale of our dental products to end customers through our Dental Network. Our top 10 customers did not contribute to more than 50% of our total percentage of sale in Fiscals 2024, 2023 and 2022.

Suppliers

We source raw materials such as zirconia milling blocks, dental plaster, abutments, resin and titanium blanks, thermoforming rolls, raw plastic items, packaging and retainer boxes, and medical devices such as intraoral scanners from vendors in India and abroad. We typically make our purchases through purchase orders or by entering into supply agreements with such vendors. Cost of raw materials and traded goods from our top 10 suppliers contributed to more than 50% of our cost of total raw materials and traded goods purchased in Fiscals 2024 and 2023, however, their names have not been disclosed here to preserve confidentiality. For risks in relation to our relationships with our suppliers, see "*Risk Factors - Our lack of long-term purchase orders or commitments from Dental Network increases the risk of pricing pressure from our Dental Network which may have an adverse effect on our business, operations and financial condition*." on page 49.

Sales and Marketing

We have invested and expect to continually invest in sales and marketing activities. We have a dedicated team to coordinate our sales and marketing activities and promote our brand. We have adopted multi-channel various promotional strategies to increase patient flow into the Dental Network and improve awareness about dental health and products. We have also engaged in association agreements with leading Indian celebrities for endorsement of our aligners and dental prosthesis respectively through print, electronic media, social networking sites, etc. Additionally, we have engaged various public relationship managers to assist with sales and marketing content generation, graphics etc. on social networking sites. We intend to continue to follow both B2B and B2C marketing strategy by marketing using exhibition & events, hands-on workshop, in-clinic branding (ICB), social network marketing with a network of dentists, key opinion leaders' tie-ups, digital marketing strategies, celebrity collaboration, digital technologies and influencer marketing. Our sales and marketing strategies are implemented by a marketing team of 40 employees and an on-ground sales team consisting of 290 employees.

Product and Laboratory Quality Assurance

Our quality assurance team consists of members with experience in applying for and maintaining various accreditation and certification standards such as ISO, MDR, CE, US FDA. All our manufacturing facilities in Mira Road and Boisar operate in an ISO 13485:2016 compliant quality management system to manufacture and supply dental products. Our division, Vedia Solutions, offering Taglus products has received additional certification of occupational health and safety management system along with ISO 13485:2016. Our brand Taglus offers thermoforming sheets, biocompatible resins and thermoforming machines which have received certificate of conformity under Regulation EU 2017/745. Further, having received 510(k) clearance from US FDA to market our clear aligners under our brand 'Illusion Aligners' in 2021, we positioned ourselves as the first Indian company to receive 510(k) clearance for aligners *(Source: F&S Report).* We have systems in place to emphasize and monitor quality systems and maintain reporting standards within our operational network. Kids-E-Dental offers SDF and has positioned itself as the only Indian manufacturer/provider of US FDA approved SDF. (*Source: F&S Report*). Our quality management system enables a process-oriented approach to ensure quality standards through use of standard operating procedures outlining work instructions, requirements for medical devices, requirements for resources and infrastructure, critical procedures for control of documents and records, internal and customer communication, purchasing processes, implementation of quality control, and through external quality assessment and robust internal audits. We also undergo routine audits by the Central Drugs Standard Control Organization ("**CDSCO**") in connection with our license from the for manufacturing or selling Class A or Class B medical devices under the Medical Devices Rules, 2017.

Competition

We face competition from global and Indian dental lab companies, global and Indian dental product companies offering dental laboratory products and branded dental products. We generally compete based on the range of product offerings, ability to customise products, brand recognition, dental network, turnaround time, fees and customer service. For further information regarding the competitive nature of our industry, see "*Industry Overview*" beginning on page 185.

We believe our brand presence, comprehensive dental products portfolio, B2B2C business model, the quality of our products, technologically advanced infrastructure, and customer experience, are important differentiating factors in our Dental Network choosing us as their preferred service provider partner, which helps us in retaining them, and sets us apart from our competitors.

Research and Development

We have a dedicated research and development team and we are further committed to recruiting new talent to join our R&D team. We hire PhDs/doctoral graduates with outstanding academic records and personnel with experience in the relevant fields. We attract new R&D talent by offering attractive compensation packages, career development opportunities and training sessions designed to enhance their technical skills and professional knowledge.

Intellectual Property

Our Company holds a total of 33 registered trademarks across various categories and classes as of the date of this draft red herring prospectus. Further, our Company has 1 objected trademark application (in relation to which we have reapplied to the Registrar of Trade Marks on the basis of an NOC from our Subsidiary, Bizdent Devices Private Limited, which is the registered owner of a similar trademark), 2 trademark applications pending. The mark "TAGLUS" is registered in India under class 10 and in multiple classes (10, 35, and 42) in certain other countries, encompassing medical apparatus, instruments, and articles, business services and consulting, as well as technology and software services.

We have applied for the registration of the trademark for our corporate logo (“**Trademarks**”) under class 5, 10, 11, 40 and 44 of the Trademarks Act, 1999. Furthermore, in Class 10, relating to surgical, medical, dental, and veterinary apparatus and instruments, our subsidiary Rich Smile Design LLP owns the trademark “Rich Smile Design Go Natural…. Digitally!” and our Subsidiary, Bizdent Devices Private Limited holds the trademark “Illusion Aligners’. Kids-E-Dental LLP holds the trademarks ‘Bioflx’ and ‘Kids-e-bioflx’ are also registered under Classes 40 and 10 respectively in India.

Certain trademarks used by Kids-E-Dental LLP related to paediatric dental products, including the registered trademark, "Kids-e-Dental" under class 10 with registration number 3629306, “e-MTA (device)” under class 10 with registration number 4864651, “e-SDF (device)” under class 10 with registration number 4860419, “e-space Maintainer (device) under class 10 with registration number 4864667, “Kids-e-crown (device)” under class 10 with registration number 4856659, “Kids-e-dental” under class 10 with registration number 4854970, and “http://Kids-e-dental.com/” domain name (together the “**Assigned IP**”) has been assigned to Kids-E-Dental LLP under a deed of assignment entered between Dr. Mukul Shantilal Jain (“**Assignor**”) and Kids-E-Dental LLP (“**Assignee**”) dated August 21, 2021 (“**Deed of Assignment**”). This Deed of Assignment transfers all rights, title, and interest in the Assigned IP to the Assignee, Kids-E-Dental LLP, including the exclusive right to use, license, sublicense, and enforce these trademarks globally. The Assignee has agreed to pay a consideration of ₹1,000 to the Assignor for the assignment.

As of the date of filing this Draft Red Herring Prospectus, we have 5 designs registered in India including for ‘Bioflx’, a semi-flexible pre-formed tooth coloured dental crown for children, for our Taglus arch shaped dental sheet and for our kit for thermoforming apparatus to use our Taglus arch shaped dental sheet. We also have 2 community designs registered in the EU for our arch shaped dental sheet and our kit for thermoforming apparatus to use the arch shaped dental sheet. Applications are also pending for 1 provisional patent in India and 2 design registrations in the United States, in relation to our Taglus products. These trademarks, patents, and designs exemplify our commitment to protecting our intellectual property while offering innovative solutions in the dental industry.

Kids-E-Dental also uses two product designs registered in the name of Mukul Shantilal Jain, one of the partners of Kids-E-Dental LLP, by virtue of an intellectual property license agreement dated August 23, 2021, (“**License Agreement**”) between Dr. Mukul Shantilal Jain (“**Licensor**”) and Kids-E-Dental LLP (“**Licensee**”). The License Agreement grants the Licensee exclusive and non-sub-licensable rights to manufacture, market, and sell paediatric dental products using the licensed designs, “Pre-Formed Paediatric Crowns Set” with registration number 339218-001 and “Pre-Formed Space Maintainer Set” with registration number 341629-001, within India for a term of 5 years, with an option to renew. The agreement is structured as royalty-free due in consideration of the profit sharing scheme set out in the limited liability partnership agreement dated August 21, 2021 in relation to Kids-E-Dental LLP, with the Licensee having the right to manufacture, market, and sell the products within the Indian territory.

In addition to the domain name “http://Kids-e-dental.com/” described above, we also own 22 internet domain names currently used by us. We have also reserved 35 additional domain names.

For further information, see "*Government and Other Approvals*" on page 450. Also see, *"Risk Factors - Our inability to protect or use our intellectual property rights may have an adverse effect on our business, results of operations and financial condition."* on page 45.

Employees

As of March 31, 2024, we have 2,299 full-time employees. The following table sets forth the number of our employees in the different categories as of March 31, 2024:

Particulars	Number
Corporate employees	667
Manufacturing units' employees	1,588
Clinic	19
Management and executive assistants	25
Total	**2,299**

We organize training sessions for our employees on an ongoing basis. As part of our training programs for our employees, we arrange orientation programs to familiarize employees with the organization's culture, policies, and procedures on their joining, job specific training sessions. Their specific needs are also supported by professional developmental opportunities provided for employees to pursue certifications, attend workshops, seminars, and conferences relevant to their fields. We conduct programs aimed at one-on-one mentoring, developing leadership within the organization, and other aspects such as communication, using AI based technological tools, overcoming fatigue and burnout. Some of our sessions focus on familiarizing employees with legal and regulatory requirements relevant to the organization and its industry. Apart from in-house training, we also organize external training sessions by experts.

We have a recruitment and selection policy in place which have been developed through our experience, which establish processes such as role analysis and preparation of detailed job description, advertising positions through appropriate channels, use of standardized online application forms, screening through pre-defined criteria, interviews, additional assessment methods relevant to the job description if required, and ensuring compliance with applicable employment laws. We aim to follow our recruitment policies with principles of equal opportunity, merit-based selection, transparency and regard for confidentiality of candidate information.

Insurance

We maintain various insurance policies including auto insurance, property insurance, burglary insurance, fire and special perils insurance, comprehensive general liability insurance, all risk insurance policy for electronic equipment. Our insurance coverage is in accordance with industry custom, including the terms of and the scope of the coverage provided by such insurance. However, our policies are subject to standard limitations, including with respect to the maximum amount that can be claimed. See *"Risk Factors – Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which could have an adverse effect on our business, results of operations and financial condition."* on page 76.

Awards and Accreditations

We have received the following the industry recognitions and accreditations:

Year	Name of the Entity / division	Particulars
2018	Our division, Illusion Dental Laboratory	Received the "*Famdent Excellence in Dentistry Awards 2018".*
2019	Our division, Illusion Dental Laboratory	Received the "*Famdent Excellence in Dentistry awards 2019*" for revolutionising digital dentistry in India.
2021	Our brand, Illusion Aligner	Received "*Famdent Excellence in Dentistry, Aligner of the year award 2021*".
	Our Promoters, Rajesh Khakhar and Sameer Merchant	Featured in Forbes Magazine as "*Iconic Vibrant Leaders*" in 2021 for inspiring vision of keeping the Indian dental fraternity growing.
	Our Company along with our division, Illusion Dental Laboratory	Featured in Dental Asia magazine in their July-August 2021 edition.
	Our Company	Received "*ICONS 2020-2021*" award by The Times Group and The Economic Times for extraordinary service and dedication in the field of dentistry.

Year	Name of the Entity / division	Particulars
2022	Our Subsidiary, Bizdent Devices Private Limited	Received a certificate of appreciation towards the success of the trade exhibition at the 50th Golden Jubliee Conference of the Indian Prosthodontic Society.
	Our Subsidiary, Bizdent Devices Private Limited	Received a certificate of appreciation towards the success of the trade exhibition at the 25th IOS national PG Students Conventions.
	Our division, Illusion Dental Laboratory	Received a certificate from the Indian Society of Digital Dentistry for successful contribution towards International Digital Dentistry and Implantology Conclave.
	Our brand, Illusion Aligners	Received the "*Famdent Excellence, Innovative Aligner Company of The Year award 2022*".
2023	Our division, Illusion Dental Laboratory and our brand, Illusion Aligners	Received an award from Style Italiano in recognition of our contribution towards the success of the 1st India-Esthetic & Restorative Dentistry Conference.
	Our Subsidiary, Bizdent Devices Private Limited	Received an award from the Indian Society of Digital Dentistry for their contribution in the success of the "Digital Dental Craftsman Convention".
2024	Our Subsidiary, Bizdent Devices Private Limited	Named in India Books of Records for creating the biggest aligner.
	Our division, Illusion Dental Laboratory	Received "*Famdent Excellence, India's First Branded Aligner & Zirconia Laboratory award 2024.*"

For further details, see "*History and Certain Corporate Matters – Awards and accreditations*" on page 268.

Property

Our Company's registered office is located at Office No. 103, Akruti Arcade, J. P. Road, Opposite A.H. Wadia High School, Andheri (West), Mumbai – 400058, Maharashtra, India and is owned by us. Our Company's corporate office is located at 3rd floor, B wing, Interface Bldg. no.16, Mindspace, Link Road, Malad West on leased premises. Most of our facilities and corporate offices are held by us on a leased basis. Typically, the term of our lease agreements and license agreements ranges from 11 months to 36 months.

The following tables sets forth details of our corporate office, registered office, manufacturing facilities, and our supporting facilities:

S. No.	Address	Type of property (owned/leased)	Name of lessor	Whether lessor is a related party	Lease tenure	Area in square feet
	$Registered Office					
1.	Off. No.-103, C wing, Akruti Arcade, Opp. A.H. Wadia High School, JP Road, Andheri West	Owned	NA	NA	NA	**2,466
	Corporate Office (co-located with one of our supporting facilities)					
2.	3rd floor B wing, Interface Bldg. no.16 Mindspace, Link Road, Malad West.	Leased	1. His Holiness Dr. Syedna Taher Saifuddin Memorial Foundation, 2. Amatullah Aaisaheb Memorial	No	August 01, 2022 to April 30, 2025	**6,600

S. No.	Address	Type of property (owned/leased)	Name of lessor	Whether lessor is a related party	Lease tenure	Area in square feet
			Trust (India) 3. The Saifee foundation			
3.	3rd floor B wing, Interface Bldg. no. 16 Mindspace, Link Road, Malad West.	Leased	1. His Holiness Dr. Syedna Taher Saifuddin Memorial Foundation, 2. Amatullah Aaisaheb Memorial Trust (India) 3. The Saifee foundation	No	March 01, 2024 to November 03, 2026	**4,740
	Manufacturing Facilities					
4.	Plot Bearing S.No. (old) 69/15, (New) 88 of village Mira, Taluka and district Thane situated at Mira Co-operative Industrial estate, Highway Road No. 8, Mira Road east, Maharashtra, District Thane- 401107	Leased	Savitri J. Yadav- Dahisar (Pravin Yadav- J P Enterprises)	No	December 01, 2020, to October 31, 2025	18.325.4^^
5.	Shop no. (70/C,70/D,70/E,70/F,70/G,70/H,70/J,70/K-n the first floor), Shop no.70/L on the second floor, Kudakuthil House, Kolenchery, pin 682311, Ernakulam	Leased	Elza Minu Mathew	No	January 01, 2024, to November 30, 2024	4,953.76^^
6.	Plot no. 52 at village Mahagaon and gundle, Taluka and District Palghar	Leased	Tarapur Textiles Ltd	No	October 01, 2020, to May 01, 2025	38,656.2^^
7.	*Gala no. 28-A, Mira Co Op Industrial Estate, Highway Road no.8, Mira Road East Maharashtra, District Thane, 401107	Leased	Usha R Iyengar	No	July 01, 2023, to June 30, 2026	5,040^^
8.	*Gala no. 28-B, Mira Co Op Industrial Estate, Highway Road no.8, Mira Road East Maharashtra, District Thane, 401107	Leased	Usha R Iyengar	No	July 01, 2023, to June 30, 2026	3,920^^
9.	^Gala No. 201, 202 & 203, 2nd Floor in bldg. C, Kasturi Dhara Industrial Complex, Mira Road East, Mumbai- 401107	Leased	Harish Ramprakash Agarwal	No	July 01, 2022, to May 31, 2027	3,695^^
10.	^Gala No C-204, 2nd Floor, Kasturi Dhara Industrial Complex, Mira Road East, Mumbai- 401107	Leased	M/s Keerti Enterprises LLP	No	May 10, 2023, to January 09, 2027	1,507^^
11.	^Gala No C-205, 2nd Floor, Kasturi Dhara Industrial Complex, Mira Road East, Mumbai- 401107	Leased	Saif Rahim Nalband	No	February 18, 2023, to November 17, 2025	12,378.5^^
12.	^Gala No C-206, 2nd Floor, Kasturi Dhara Industrial Complex, Mira Road East, Mumbai- 401107	Leased	Saima Shakil	No	February 18, 2023, to	12,378.5^^

S. No.	Address	Type of property (owned/leased)	Name of lessor	Whether lessor is a related party	Lease tenure	Area in square feet
			Ahmed Shaikh		November 17, 2025	
13.	Survey no.201/1, Boiser Chiller Highway, Village Gundale, Boiser, District Palgar-401501	Leased	Tony Siddhu, Devendra Kapoor and Kunal Kapoor	No	February 01, 2020, to January 31, 2025	45,950^^

[#]As certified by Nilesh Hasmukh Baria, independent architect, by certificate dated September 11, 2024.

1. *The properties marked (*) form part of the same manufacturing facility.*
2. *The properties marked (^) form a part of the same manufacturing facility.*
3. *The properties marked ($) form a part of the same supporting facility which is co-located with our registered office.*
4. *The area in square feet. marked (^^) means built up area.*
5. *The area in square feet marked (**) means carpet area.*

S. No.	Address	Type of property (owned/leased)	Name of lessor	Whether lessor is a related party	Lease tenure
	Supporting Facilities				
1.	$Off. No. 410, 411, 601, 602, 603, 604, 605, 606, 607, 608 & 609, C wing, Akruti Arcade, Opp. A.H. Wadia High School, JP Road, Andheri West	Owned	NA	NA	NA
2.	Survey nos.-12-14 of Mouje Paldi Sub district and district Ahmedabad at Aditya, near Kirit Bhuvan, Paldi Gam Naka, Paldi, Ahmedabad 380 007.	Leased	Manoj Joshi	No	November 01, 2023, to September 30, 2024
3.	Shed No. 109 & 110, 2nd floor, 8th Cross (old 10th cross), 4th phase, Peenya industrial Aria, Ganapathinagara, Bangalore - 560058	Leased	Ramakrishna Reddy	No	February 14, 2024, to January 13, 2025
4.	$Off. No.- 402 C wing, Akruti Arcade, Opp. A.H. Wadia High School, JP Road, Andheri West	Leased	Rajesh Khakhar (our Promoter)	Yes	October 01, 2019, to September 30, 2024
5.	B-67, Rewari Line Industrial Area, Phase - I, Maya Puri, New Delhi - 110064	Leased	Reema Bhasin & Naresh Bhasin	No	August 1, 2024 to July 31, 2027

The following tables sets forth details of our other properties leased by us:

S No.	Address	Type of property (owned/leased)	Name of lessor	Whether lessor is a related party	Lease tenure
1.	Shop No Gala No. 425, Blue Rose Industrial estate, W.E Highway, Borivali East, mumbai-400066	Leased	Joydeb Anukool Das	No	August 01, 2024 to July 31, 2027
2.	Shop No Gala No. 426, Blue Rose Industrial estate, W.E Highway, Borivali East, mumbai-400066	Leased	Surojit Jaidev Das	No	August 01, 2024 to July 31, 2027
3.	Shop No. Gala No. 427, Blue Rose Industrial Estate, W.E. Highway, Borivali East, Mumbai-400066	Leased	New Modern Trader	No	January 01, 2023, to December 31, 2025

4.	Flat No. SX/2, Adwalpalkar's Shelter Co-operative Housing Society Limited, Block H, 6th Floor, Taleigao, Goa	Leased	Vinayak Hegde	No	March 03, 2024, to February 02, 2025
5.	3 Office, 1st Floor, Shivam, Sardarnagar, M-15, Yagnik Road, Rajkot, Gujarat, India	Leased	Sarojben D Bhatt-Rajkot	No	May 01, 2024, to March 31, 2025
6.	Flat No. 3, 1st Floor, Sarthak Apartment, CTS No. 55, Village Rasta peth, Pune, Location Rasta Peth, Haveli	Leased	Jyoti Sumit Surana- Pune	No	December 01, 2022, to September 30, 2024
7.	1/23, Main Street, Dr Subbarayan Nagar, Kodambakkam, Chennai 600024	Leased	Suruli Rajan C - Chennai	No	May 17, 2024 to May 17, 2025
8.	6th Floor, Flat – 601, Star Arcade, Dutch Road, Nanpura, Opp. Samruddhi Hall, Surat - 395001	Leased	Star Chicken and Eggs Centre	No	December 01, 2023, to October 31, 2024
9.	A/15, Vrajwadi society, Jetalpur road, Vadodara, Gujarat-390007	Leased	Pravesh Kantilal Patel	No	February 01, 2023, to January 31, 2025
10.	1st Floor, PMS Tower, Padma Nagar Lane, Paruthippara, Trivandrum-25	Leased	Shifa Saleem	No	November 09, 2023, to October 08, 2024
11.	Plot No. 6A, Indrapuri Colony, W-Marredpally, Hyderabad-500026	Leased	Neelam Saraswathi	No	February 15, 2024, to January 14, 2025
12.	House no 12, Balan Nagar, 2nd Cross Ganapathy, Ganapathypudur, Coimbatore, Tamil Nadu pin 641006	Leased	Ramakrishnan-Coimbatore	No	February 12, 2024, to January 31, 2025
13.	7/2A, Ground Floor, Ward No. 72, Hazra Road, P.S Bhownipore, Kolkata - 700026	Leased	Birender Gupta	No	February 15, 2024, to December 15, 2024
14.	Kattanam Ward No. VII/ 246, Mavelikara Taluk, Allepey District, Kerala - 690503	Leased	Vineesh Kumar (Thadathil George Raju)	No	February 01, 2024, to December 31, 2024
15.	House No. 53/3614, 2nd Floor, Kochi corporation of Subhash Chandra Bose Road, Vyttila, Cochin	Leased	Foustine Joseph K	No	May 07, 2024, to April 07, 2025
16.	303, Shree Apartment, Nr. Panchmukhi Ganesh Mandir, Snelatanganj, Indore, Madhya Pradesh, 452003.	Leased	Mr. Rajesh Kailash Tiwari	No	May 06, 2024, to April 05, 2025
17.	1st floor of 1st karumbanakkal Building House, Thokkampara, Kottkal, Malappuram. 676503.	Leased	Ajitha. N	No	April 01, 2024, to March 02, 2025
18.	747, c2, block, BDA flat, opp. Water tank, Austin Town, Viveknagar Bangalore, 560047.	Leased	Mohammed Siraj MA	No	September 15, 2023, to September 14, 2024
19.	48, MSEB Colony, Shivaji Nagar, Jail Road, Nashik, pin no 422101	Leased	Mr. Shantaram Khandu Pagar	No	December 15, 2023,

					to November 15, 2024
20.	Sr No. 14 & 16, Shop No. 4 Waman Ganesh Heights, Shinde Nagar, Bavdhan, Pune - 411021	Leased	Bootstart Spaces and Hospitality Pvt Ltd	No	August 01, 2024 to July 31, 2025
21.	Ek Kita Tower-5, Flat no- E-304, Sterling Globe Grand, Hoshangabad Road, Bhopal	Leased	Kiran Minocha	No	April 01, 2024, to February 28, 2025
22.	A-201, Orion Thakur Galaxy Bldg. no.1, Yashwant Shrusti Road, Boisar West-401501 District Palghar	Leased	Mr. Gaurav Vijay Dham	No	April 15, 2024, to March 14, 2025
23.	404 Building No 5, Oswal Kesar Park, Chillar Road, Near Tata Housing Boisar (east)- 401501	Leased	Manoj Mahadik	No	June 14, 2024, to May 14, 2025
24.	004/A wing, Ground Floor, Building No. 32, Apna Ghar Unit No. 8 Co-operative Society Ltd (Himgiri), Shree Swami Samarth Nagar, Andheri West, Mumbai-400053	Leased	Mrs. Vinaya Sathe	No	March 01, 2024, to February 28, 2027
25.	970, 2nd Floor, New Brunswick Avenue, Suite D1, Rahway, NJ 07608	Leased	Cristie Properties, LLC	No	June 01, 2023 to June 30, 2026

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KEY REGULATIONS AND POLICIES

Given below is a summary of certain major sector specific and relevant statutes, rules and/or policies, which are applicable to our business operations in India. Taxation statutes such as the Income-tax Act, 1961, Customs Act, 1962, the Central Goods and Service Tax Act, 2017, and other miscellaneous regulations and statutes apply to us as they do to any Indian company.

The information in this section has been obtained from various statutes, rules and/or local legislations available in the public domain. The description of the applicable statutes, rules and/or local legislations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative, or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "Government and Other Approvals" on page 450.

Key Regulations applicable to our Company

The Drugs and Cosmetics Act, 1940 ("Drugs Act") and the Drug and Cosmetics Rules, 1945 ("Rules")

The Drugs Act regulates the import, manufacture, distribution, and sale of drugs and prohibits the import, manufacture and sale of certain drugs and cosmetics that are deemed misbranded, adulterated, or spurious. The Drugs Act and the Rules specify, outlines the prerequisites for obtaining licenses to engage in the production, sale, importation, or distribution of any drug or cosmetic. Moreover, it mandates that all license holders maintain comprehensive records subject to inspection by relevant authorities. Any breaches of the Drugs Act, including those related to the production and importation of counterfeit drugs, failure to disclose specified information, or negligence in record-keeping, are subject to fines, imprisonment, or both. The Drugs Rules lays down the functions of the central drugs laboratory, as established under Section 6 of the Drugs Act. Importing drugs requires a license, with application details outlined in the Drug Rules.

National Medical Devices Policy

The Department of Pharmaceuticals has notified the National Medical Devices Policy, 2023 ("**Medical Devices Policy**") on May 2, 2023. The Medical Devices Policy seeks to provide a holistic policy framework to accelerate growth of domestic production of medical devices and reduce dependency on imports. This builds upon the recent initiatives of Government in introducing production linked incentive schemes to encourage domestic manufacturing and the establishment of medical device manufacturing parks in the country.

The Medical Devices Policy identifies certain key strategies to realize the objective of domestic manufacturing of medical devices which include regulatory streamlining to enhance ease of doing research and business in India, enabling infrastructure for the establishment and strengthening of large medical device parks and industry clusters, facilitating research and development and innovation in the sector, attracting investment in the sector, development of domestic human resources such as scientists, regulators, health experts, managers, technicians to aid the medical device sector and creation of a dedicated Export Promotion Council to boost exports of India-manufactured medical devices globally.

The Medical Devices Rules, 2017 and the Medical Devices (Amendment) Rules 2020

The Medical Device Rules ("**Rules**") mandate registration for all medical device manufacturers and importers in India, with certain exceptions. These regulations, established under the Drugs Act, outline quality standards for marketers, importers, manufacturers, and sellers of designated medical devices. Devices are classified into Classes A through D based on risk factors, with the aim of ensuring quality and safety across the supply chain. Prior to engaging in commerce, importers, manufacturers, and sellers must obtain a license from the relevant authority, subject to stringent quality checks. The Central Licensing Authority issues a testing license for testing, evaluation, and manufacturing. License holders must maintain detailed records and ensure traceability in case of quality or safety concerns. Manufacturers or importers must register their devices with the Drug Controller General of India before October 1, 2021, failure of which prohibits marketing or selling in India. Registration numbers must be prominently displayed on device labels, and compliance with ISO-13485 standards is mandatory for newly notified medical devices.

The Medical Devices (Amendment) Rules 2020 mandate that all importers, manufacturers, and sellers of medical devices must register their products with the Drugs Controller General of India (DCGI) and acquire a license from the relevant authority before engaging in any trade involving medical devices within the specified timeframe.

The Drugs, Medical Devices and Cosmetics Bill, 2023

The Ministry of Health and Family Welfare, Government of India, has introduced the Drugs, Medical Devices and Cosmetics Bill, 2023 ("**Draft Rules**"), aimed at amending and consolidating laws pertaining to various aspects including the import, manufacture, distribution, and sale of drugs, medical devices, and cosmetics. Additionally, it addresses regulations concerning clinical trials of new drugs and investigations of investigational medical devices. The Draft Rules set standards for the quality of imported drugs and cosmetics, defining circumstances under which they may be considered adulterated, spurious, or misbranded. Moreover, it grants the central government authority to regulate the import of drugs and cosmetics in the interest of public health, particularly during emergencies such as epidemics or natural disasters. The Draft Rules also outlines quality standards for drug and cosmetic manufacture, sale, distribution, and clinical trials. Furthermore, it suggests the establishment of various boards and committees to aid and advise both Central and State Governments in the administration and regulation of drugs, cosmetics, and medical devices.

The Central Drugs Standard Control Organisation Guidelines, 2023

The Central Drugs Standard Control Organization Guidelines of 2023 ("**CDSCO Guidelines**") regulate the approval, manufacture, distribution, and sale of drugs and medical devices, and prohibit the distribution of those deemed unsafe or ineffective. The guidelines specify the prerequisites for obtaining licenses to engage in the production, sale, importation, or distribution of any drug or medical device. Moreover, they mandate that all license holders maintain comprehensive records subject to inspection by relevant authorities. Any breaches of the CDSCO Guidelines, including those related to the production and importation of counterfeit drugs, failure to disclose specified information, or negligence in record-keeping, are subject to fines, imprisonment, or both. The guidelines also lay down the functions of the central drugs laboratory, established under the Ministry of Health and Family Welfare. Importing drugs and medical devices requires a license, with application details outlined in the guidelines.

The Dentists Act, 1948 and the Dentists (Amendment) Act, 2019

The Dentist Act, 1948 ("**Act**"), as amended by The Dentists (Amendment) Act, 2019, oversees the dental profession, establishing both the Dental Council of India (DCI) and State Dental Councils (SDC). It mandates the maintenance of a two-part register of dentists: Part A for those with recognized dental qualifications and Part B for those without recognized qualifications but who have practiced dentistry for at least five years prior to a registration date set by the state government. Any individual identified as a dentist under the law is considered registered under this Act. Unauthorized use of titles such as dental practitioner, dental surgeon, surgeon dentist, or dentist by unregistered individuals, or the use of titles like dental hygienist or dental mechanic without registration where such registers exist, is an offense. Additionally, using degrees, diplomas, or abbreviations implying dental qualifications without proper recognition is punishable. A first conviction may result in a fine of up to five hundred rupees, while subsequent convictions could lead to imprisonment for up to six months, a fine not exceeding one thousand rupees, or both.

Key environmental legislations

The Environment (Protection) Act, 1986 (the "EP Act"), Environment (Protection) Rules, 1986 (the "EP Rules") and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. The EP Act empowers the Central Government and the State Government to take all measures to protect and improve the quality of environment, such as laying down standards for emission and discharge of environmental pollutants. It is in the form of an umbrella legislation designed to provide a framework for the Central Government to coordinate the activities of various central and state authorities established under previous laws. Further, the EP Rules specify, *inter alia*, the standards for emission or discharge of environmental pollutants and restrictions on the handling of hazardous substances in different areas. The EP Rules have been amended pursuant to the Environment Protection

(Second) Amendment Rules, 2022. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for one Central Pollution Control Board, as well as State Pollution Control Boards ("**State PCBs**"), to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCBs. The Water Act also provides that the consent of the State PCBs must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribed specific amounts of fine and terms of imprisonment for various contraventions. The Parliament of India has recently passed the Water (Prevention and Control of Pollution) Amendment Act, 2024, which seeks to amend the Water Act, to *inter alia*, decriminalize certain offences, increased penalties for violation of the provisions of the Water Act in the range of ₹ 10,000 to ₹ 1,500,000.

The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the State PCB declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, must be obtained emission of air pollutants in any air pollution control area in excess of the standards laid down by the State PCB is not permitted, without prior consent of the relevant State PCB. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Plastic Waste Management Rules, 2016 (the "PWM Rules")

The PWM Rules are applicable to every waste generator, local body, gram panchayat, manufacturer, importers, brand owner, plastic waste processor (recycler, co-processor, etc) and producer. PWM Rules lays down the process of managing the plastic waste by its manufacturer, importer, generator, amongst others. The PWM Rules specify the rules relating to inter alia conditions for manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and plastic packaging, single-use plastic. Further, the PWM Rules provides for responsibility of local body, waste generator, producers, importers and brand owners, etc., marking or labelling of plastic packaging, registration of producers, recyclers and manufacturer. Further, the PWM Rules provides for submitting of an annual report in the prescribed form by every person engaged in recycling or processing of plastic waste. It levies environmental compensation based upon polluter pays principle for any non-compliance with the provisions of the PWM Rules.

The Hazardous and Other Waste Management (Management and Trans boundary Movement) Rules, 2016 ("HWM Rules")

The HWM Rules allocate the responsibility to the occupier and operator of the facility that treats hazardous wates to collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Moreover, the occupier and the operator must take steps to ensure that persons working on the site are given adequate training and equipment for performing their work. Hazardous wastes can be collected, treated, stored ad disposed of only in such facilities as may be authorised for this purpose. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and any fine that may be levied by the respective state pollution control board.

Labour Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the labour legislations that may be applicable to the operations of our Company include:

a. Contract Labour (Regulation and Abolition) Act, 1970;
b. Employees' State Insurance Act, 1948;
c. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
d. Payment of Gratuity Act, 1972;
e. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013;

f. Minimum Wages Act, 1948;
g. Payment of Bonus Act, 1965;
h. Equal Remuneration Act, 1976;
i. Apprenticeship Act, 1961;
j. Maternity Benefit Act, 1961, as amended; and
k. Shops & Establishment Act, 1947, along with other state-wise shops and establishment regulations, and the rules made thereunder.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

(a) **Code on Wages, 2019**, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.

(b) **Code on Social Security, 2020**, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Workers' Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund Organization and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(c) **The Occupational Safety, Health and Working Conditions Code, 2020**, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Taxation Laws

Goods and Services Tax

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. The GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, the Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant State's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Income Tax

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Customs Act, 1962

The provisions of the Customs Act, 1962, and rules made thereunder are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

Foreign Investment Laws

Foreign investment in India is governed by the provisions of the FEMA Non-Debt Instruments Rules along with the FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. The DPIIT on October 29, 2020, has issued the consolidated Foreign Direct Investment Policy of 2020, which lays down certain guidelines and conditions for foreign direct investment in various sectors. Foreign trade in India is governed by the provisions of the Foreign Trade (Development and Regulation) Act, 1992 ("**FTA**"), read along with the Foreign Trade (Regulation) Rules, 1993, provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA authorize the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The FTA read with the Foreign Trade Policy, 2023, prohibit anybody from undertaking any import or export except under an importer-exporter code ("**IEC**") number granted by the Director General of Foreign Trade.

Overseas Direct Investment ("ODI")

RBI and Ministry of Finance ("**MoF**") has combined erstwhile FEMA (Transfer or Issue of Foreign Security) Regulations, 2004 and FEMA (Acquisition and Transfer of immovable property outside India) Regulations, 2015 into FEMA (Overseas Investment) Regulations, 2022, FEMA (Overseas Investment) Rules, 2022 and Foreign Exchange Management (Overseas Investment) Directions, 2022, in terms of which an Indian entity is allowed to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth as on the date of the last audited balance sheet.

Other applicable legislations

The Indian Contract Act, 1872

The Indian Contract Act, 1872, is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Indian Contract Act, 1872. The Indian Contract Act, 1872, also provides for circumstances under which contracts will be considered as 'void' or 'voidable' and it further contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Specific Relief Act, 1963

The Specific Relief Act, 1963, is complementary to the provisions of the Indian Contract Act, 1872, and the Transfer of Property Act, 1882, as it both to movable property and immovable property. It applies in cases where the court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to another party.

Negotiable Instruments Act, 1881

The Registration Act, 1908, was passed to consolidate the enactments relating to registration of documents. The main purpose for which the Registration Act, 1908, was designed, was to ensure information about all the land deals were registered so that correct land records could be maintained. The Registration Act, 1908, is used for proper recording of transactions relating to certain immovable property also and further also provides for registration of certain documents also, which can give these documents more authenticity.

The Consumer Protection Act, 2019

The Consumer Protection Act, 2019 ("**CP Act**"), which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the CP Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the CP Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

The Information Technology Act, 2002 ("IT Act") Information Technology (Reasonable security practices and procedures and sensitive personal data on information) Rules, 2011 ("IT Rules)

The IT Act and IT Rules aim to protect sensitive personal data such as medical records and history which is collected by an individual or a person who is involved in commercial or professional activities. Further, the IT Rules pose an obligation on such persons to provide a privacy policy for handling of or dealing in sensitive personal data. Such policy should be made available and should also be published on the website of the persons collecting such information.

The Digital Personal Data Protection Act, 2023 ("Data Protection Act")

The Data Protection Act provides for collection and processing of digital personal data by companies. According to the Data Protection Act, the individual to whom the data relates is termed as the data principal and any person who determines the purpose and means of processing of personal data is a data fiduciary. The Central Government may notify any data fiduciary or class of data fiduciaries as a significant data fiduciary, based on an assessment of such relevant factors as it may determine. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of a data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal. Further such data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The provisions of the Data Protection Act shall come into force upon being notified by the Central Government.

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act of 2006 ("**MSMED Act**") regulates the classification, development, and enhancement of micro, small, and medium enterprises ("**MSMEs**") in India. The MSMED Act specifies the criteria for classifying enterprises based on investment and turnover and outlines the prerequisites for obtaining registration to avail of benefits under the MSMED Act. Moreover, it mandates that all registered enterprises maintain comprehensive records subject to inspection by relevant authorities. Any breaches of the MSMED Act, including those related to misrepresentation of enterprise size or failure to comply with specified regulations, are subject to fines, penalties, or both. The MSMED Act also lays down the functions of the Micro, Small and Medium Enterprises Development Institute, established to promote and support MSMEs. Registration under the MSMED Act is required to access various incentives and support schemes, with application details outlined in the MSMED Act.

Intellectual Property Laws

The Trade Marks Act, 1999 ("Trademarks Act") and the Trade Marks Rules, 2017 ("Trademarks Rules")

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement of such marks. The Trademarks Act permits registration of trademarks for goods and services and prohibits any registration of deceptively similar trademarks or compounds, among others. It also covers infringement of trademarks and falsifying and falsely applying for trademarks. As per the Trademarks Act, any person found to be falsifying trademarks shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to three years and with fine which shall not be less than fifty thousand rupees but which may extend to two lakh rupees. The Trademarks Rules provide for *inter alia* the procedures for filing an application for registration of trademarks to the Trade Marks Registry and for filing an opposition to any application for registration of a trademark.

The Patents Act, 1970 ("Patent Act")

The Patent Act governs the patent regime in India. India is a signatory to the WTO Agreement on Trade-Related Aspects of Intellectual Property Rights. Under the Patent Act, the term in violation means a new product or process in involving an inventive step capable of industrial application. A patent under the Patent Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provide by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making using, selling and importing the patented product or process or produce that product without his consent.

The Designs Act, 2000 ("Design Act")

The Design Act, which came into force into force in 2001, along with the rules made thereunder consolidates and amends the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical, or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye. To register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs for it to be registered. A registered design is valid for a period of 10 years after which can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

Other Indian Laws

In addition to the above, our Company is also required to comply with other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations, including the Companies Act, 2013 and the rules framed thereunder, various central and state tax laws, the Electricity Act, 2003, municipal laws, fire safety laws and the Competition Act, 2002, to the extent applicable.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Laxmi Dental Export Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated July 8, 2004, issued by the Assistant Registrar of Companies, Maharashtra at Mumbai. Pursuant to a special resolution passed in the extra-ordinary general meeting of our Shareholders held on June 18, 2024, the name of our Company was changed to 'Laxmi Dental Private Limited', and a fresh certificate of incorporation was issued to our Company by the RoC on July 24, 2024, and our Company was converted into a public limited company. Consequently, the name of our Company was further changed to 'Laxmi Dental Limited', and a fresh certificate of incorporation dated August 02, 2024, was issued by the RoC.

Changes in the registered office

Our Company was originally incorporated with its registered office at 411, Akurti Arcade, Opposite A H Wadia School, Andheri (West), Mumbai, Maharashtra, India, 400 058**.** Details of subsequent change in the registered office of our Company is set as below:

Effective Date	Old Address	New Address	Reasons for change
December 22, 2006	411, Akurti Arcade, Opposite A. H. Wadia School, Andheri (West), Mumbai, Maharashtra, India, 400 058	106/107, Shreyas Industrial Estate, Off. Oshiwara New Link Road, near Monginis Cake Factory, Andheri (West) Mumbai Maharashtra 400 058	For administrative convenience.
July 3, 2009	106/107, Shreyas Industrial Estate, Off. Oshiwara New Link Road, near Monginis Cake Factory, Andheri (West) Mumbai Maharashtra 400 058	105/106/107, Shreyas Industrial Estate, Off. Oshiwara New Link Road, near Monginis Cake Factory, Andheri (West) Mumbai Maharashtra 400 058	For administrative convenience.
October 19, 2013	105/106/107, Shreyas Industrial Estate, Off. Oshiwara New Link Road, near Monginis Cake Factory, Andheri (West) Mumbai Maharashtra 400 058	80A, Kandivali Co-op Industrial Estate Near Hindustan Naka, Charkop, Kandivali (West) Mumbai 400 067, Maharashtra, India	For administrative convenience.
November 10, 2022	80A, Kandivali Co-op Industrial Estate Near Hindustan Naka, Charkop, Kandivali (West) Mumbai 400 067, Maharashtra, India	Office No. 103, Akruti Arcade, J. P. Road, near A.H. Wadia High School, Andheri (West), Mumbai 400 058, Maharashtra, India.	For business and administrative convenience.

The Registered Office of our Company is currently situated at Office No. 103, Akruti Arcade, J. P. Road, Opposite A.H. Wadia High School, Andheri (West), Mumbai 400 058, Maharashtra, India.

Our main objects

The main objects of our Company as contained in our MoA are:

"To purchase, sell, Import, Export Fabricate, prepare and to deal in all types of artificial dentures, full and partial acrylic dentures, acrylic and metalic fixed bridges, removable cast partial dentures, metallic and acrylic crowns, all types of ceramic dental prosthesis, all types of dental prosthesis, all types of dental implant dentures injection moulding full dentures and partial dentures, ready made teeth various dental prosthesis, all types of dental raw materials and to establish and setup hundred percent export oriented units for the above purpose."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our MoA

Set out below are the amendments to our MoA in the last 10 years:

<table>
<tr><th>Date of Shareholders' resolution</th><th>Nature of amendment</th></tr>
<tr><td>July 8, 2004</td><td>Clause V of the MoA was amended to reflect the increase in authorised capital of our Company as follows:
<table>
<tr><th rowspan="2">Nature of Share Capital</th><th colspan="3">Before amendment</th><th colspan="3">After amendment</th></tr>
<tr><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th></tr>
<tr><td>Equity Share Capital</td><td>100,000</td><td>10</td><td>1,000,000</td><td>300,000</td><td>10</td><td>3,000,000</td></tr>
</table></td></tr>
<tr><td>November 17, 2014</td><td>Clause V of the MoA was amended to reflect the increase in authorised capital of our Company:
<table>
<tr><th rowspan="2">Nature of Share Capital</th><th colspan="3">Before amendment</th><th colspan="3">After amendment</th></tr>
<tr><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th></tr>
<tr><td>Equity Share Capital</td><td>300,000</td><td>10</td><td>3,000,000</td><td>600,000</td><td>10</td><td>6,000,000</td></tr>
<tr><td>CCPS</td><td></td><td></td><td></td><td>300,000</td><td>400</td><td>120,000,000</td></tr>
<tr><td>Total</td><td></td><td></td><td>3,000,000</td><td></td><td></td><td>126,000,000</td></tr>
</table></td></tr>
<tr><td>April 13, 2017</td><td>Clause V of the MoA was amended to reflect the increase in authorised capital of our Company (pursuant to amalgamation of llusion Dental Laboratory Private Limited with our Company with effect from May 15, 2017) as follows:
<table>
<tr><th rowspan="2">Nature of Share Capital</th><th colspan="3">Before amendment</th><th colspan="3">After amendment</th></tr>
<tr><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th></tr>
<tr><td>Equity Share Capital</td><td>600,000</td><td>10</td><td>6,000,000</td><td>24,600,000</td><td>10</td><td>246,000,000</td></tr>
<tr><td>CCPS</td><td>300,000</td><td>400</td><td>120,000,000</td><td>300,000</td><td>400</td><td>120,000,000</td></tr>
<tr><td>Total</td><td></td><td></td><td>126,000,000</td><td></td><td></td><td>144,600,000</td></tr>
</table></td></tr>
<tr><td>June 07, 2024</td><td>Clause V of the MoA was amended to reflect the increase in the authorised capital of our Company.
<table>
<tr><th rowspan="2">Nature of Share Capital</th><th colspan="3">Before amendment</th><th colspan="3">After amendment</th></tr>
<tr><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th></tr>
<tr><td>Equity Share Capital</td><td>2,460,000</td><td>10</td><td>24,600,000</td><td>13,000,000</td><td>10</td><td>130,000,000</td></tr>
<tr><td>CCPS</td><td>300,000</td><td>400</td><td>120,000,000</td><td>300,000</td><td>400</td><td>120,000,000</td></tr>
<tr><td>Total</td><td></td><td></td><td>144,600,000</td><td></td><td></td><td>250,000,000</td></tr>
</table></td></tr>
<tr><td>June 07, 2024</td><td>Clause V of the MoA was amended to reflect sub-division of nominal face value of equity shares from existing ₹10 each to Equity Shares of ₹2 each and the change in the authorised share capital of our Company
<table>
<tr><th rowspan="2">Nature of Share Capital</th><th colspan="3">Before amendment</th><th colspan="3">After amendment</th></tr>
<tr><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th><th>No. of Shares</th><th>Face Value (in ₹)</th><th>Amount (in ₹)</th></tr>
<tr><td>Equity</td><td>13,000,000</td><td>10</td><td>130,000,000</td><td>65,000,000</td><td>2</td><td>130,000,000</td></tr>
</table></td></tr>
</table>

Date of Shareholders' resolution	Nature of amendment						
	Share Capital						
	CCPS	300,000	400	120,000,000	300,000	400	120,000,000
	Total			**250,000,000**			**250,000,000.**
June 18 2024	Clause I of the MoA was amended to reflect the change in name of our Company from "Laxmi Dental Export Private Limited" to "Laxmi Dental Private Limited, and references were accordingly updated in the MoA.						
June 18 2024	Clause I of the MoA was amended to reflect the change in name of our Company from "Laxmi Dental Private Limited" to "Laxmi Dental Limited" pursuant to conversion of our Company from a private limited company to a public limited company, and references were accordingly updated in the MoA.						

Key awards, accreditations, and recognition

The table below sets forth some of the awards and accreditations received by our Company and our Subsidiaries:

Year	Name of the Entity / division	Particulars
2018	Our division, Illusion Dental Laboratory	Received the *Famdent Excellence in Dentistry Awards 2018*.
2019	Our division, Illusion Dental Laboratory	Received the "*Famdent Excellence in Dentistry awards 2019*" for revolutionising digital dentistry in India.
2021	Our brand, Illusion Aligner	Received "*Famdent Excellence in Dentistry, Aligner of the year award 2021*".
	Our Promoters, Rajesh Khakhar and Sameer Merchant	Featured in Forbes Magazine as "*Iconic Vibrant Leaders*" in 2021 for inspiring vision of keeping the Indian dental fraternity growing.
	Our Company along with our division, Illusion Dental Laboratory	Featured in Dental Asia magazine in their July-August 2021 edition.
	Our Company	Received "*ICONS 2020-2021*" award by The Times Group and The Economic Times for extraordinary service and dedication in the field of dentistry.
2022	Our Subsidiary, Bizdent Devices Private Limited	Received a certificate of appreciation towards the success of the trade exhibition at the 50th Golden Jubliee Conference of the Indian Prosthodontic Society.
	Our Subsidiary, Bizdent Devices Private Limited	Received a certificate of appreciation towards the success of the trade exhibition at the 25th IOS national PG Students Conventions.
	Our division, Illusion Dental Laboratory	Received a certificate from the Indian Society of Digital Dentistry for successful contribution towards International Digital Dentistry and Implantology Conclave.
	Our brand, Illusion Aligners	Received the "*Famdent Excellence, Innovative Aligner Company of The Year award 2022*".
2023	Our division, Illusion Dental Laboratory and our brand, Illusion Aligners	Received an award from Style Italiano in recognition of our contribution towards the success of the 1st India-Esthetic & Restorative Dentistry Conference.
	Our Subsidiary, Bizdent Devices Private Limited	Received an award from the Indian Society of Digital Dentistry for their contribution in the success of the "Digital Dental Craftsman Convention".
2024	Our Subsidiary, Bizdent Devices Private Limited	Named in India Books of Records for creating the biggest aligner.

Year	Name of the Entity / division	Particulars
	Our division, Illusion Dental Laboratory	Received "*Famdent Excellence, India's First Branded Aligner & Zirconia Laboratory award 2024.*"

Major events and milestones

The table below sets forth some of the major events in the history of our Company. For details, also see "*Our Business*" on page 247.

Calendar Year	Details
2004	• Incorporation of our Company on July 8, 2004, with a focus on exports dental business; • Our Company received its first Export Oriented Unit certificate. • Our Company received the US Food and Drug Administration ("**FDA**") registration for approval for products manufactured by us.
2011	Our Company moved to a bigger manufacturing facility at Kandivali Co-operative Industrial Estate Limited Mumbai spread across 5,700 square feet.
2012	Our Company incorporated its foreign Subsidiary, Laxmi Dental Lab USA, Inc
2015	Our Company got its first ISO 13485:2016 certification to certify the quality management system of medical devices.
2016	Our division, Illusion Dental Laboratory, moved to an expanded manufacturing facility at Mira road, Mumbai having a built-up area of 18,325.4 square feet.
2019	Established our division Vedia Solutions on February 1, 2019, a product manufacturing company for producing taglus thermoforming sheets, 3D printing resins, thermoforming machines & aligner accessories.
2020	Expanded Laxmi Exports Laboratory facility to a larger scale with the vision of women empowerment in the rural area hiring tribal community females at Boisar Chillar Highway, Palghar having a built-up area of 45,950 square feet.
2021	• Incorporated our Subsidiary, Bizdent Devices Private Limited to have a focused approach towards capturing Indian aligner market share. • Our Company acquired 60% stake in Jointly Controlled Entity, Kids-E-Dental LLP for engaging in business of dental services and products in the paediatric division. • Our Company has received the US FDA 510K approval for aligners manufactured by our brand Illusion Aligners. • Launched and actress as the brand ambassador for our brand Illusion Aligner. • Our division, Vedia Solution got its first ISO 13485:2016 certification to certify the quality management system of medical devices.
2022	Our division, Vedia Solutions received the US FDA registration for approval for products manufactured, repackaged and relabelled by us.
2023	• Launched an actress as the brand ambassador for Illusion Zirconia, a product of our division, Illusion Dental Laboratory. • Our Subsidiary, Bizdent Devices Private Limited got its first ISO 13485:2016 certification to certify the quality management system of medical devices. • Our Subsidiary, Bizdent Devices Private Limited received its Medical Devices Manufacturing License ("**MDR**") license. • Our Company received its MDR license. • Our Jointly Controlled Entity, Kids-E-Dental LLP received its MDR license. • Our division, Vedia Solutions received its MDR license. • Our Jointly Controlled Entity, Kids-E-Dental LLP successfully got registered with US FDA. • Our division, Vedia Solutions got its ISO 9001:2015 certification to certify the quality management system of medical devices. • Our division, Vedia Solutions got its ISO 45001:2018 certification to certify the quality management system of medical devices. • Our division, Vedia Solutions received a certificate of compliance for taglus thermoformable sheets & 3d printing resins. • Our Jointly Controlled Entity, Kids-E-Dental LLP, obtained the US FDA 510(k) approval for its e-SDF product.
2024	• Our division, Illusion Dental Laboratory received its MDR license. • More than 160 Intraoral Scanners were deployed by our Company in Indian market to promote digital dentistry. • Our division, Vedia Solutions received certificate of compliance for taglus thermoforming

Calendar Year	Details
	machines.

Time and cost overrun

As on the date of this Draft Red Herring Prospectus, our Company has not experienced any time or cost overruns in respect of setting up of projects.

Defaults or rescheduling/restructuring of borrowings from Financial Institutions/Banks

As on the date of this Draft Red Herring Prospectus, there are no instances of defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Lock-out and strikes

As on the date of this Draft Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

Launch of key products or services, entry in new geographies or exit from existing market

For details of key products or services launched by our Company, entry in new geographies or exit from existing markets, see "*Our Business*" beginning on page 247.

Accumulated Profits or Losses

There are no accumulated profits or losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Significant strategic or financial partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant strategic or financial partner.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Our Company has not made any divestments of any material business or undertaking, and has not undertaken any material acquisitions or revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus. Further, except as disclosed below, our Company has not made any material amalgamation in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Swap Agreement with Bizdent Devices Private Limited

Pursuant to the share swap agreement dated May 31, 2024, our Company acquired 223,334 equity shares (representing 10% of the total equity share capital) of Bizdent Devices Private Limited from Dr. Anil Arora and Jyotika Anil Arora. In exchange, our Company allotted 0.2% of our Company's equity share capital, i.e. 1,146 equity shares of face value of ₹ 10 to Dr. Anil Arora and Jyotika Anil Arora. The issuance of equity shares of our Company pursuant to this swap was based on a valuation report dated May 13, 2024 obtained by Bizdent Devices Private Limited.

Scheme of amalgamation of Illusion Dental Laboratory Private Limited with Laxmi Dental Export Private Limited

Our Company filed a composite scheme of amalgamation and arrangement ("**Scheme of Amalgamation")** under Sections 391-394 of the Companies Act 1956 and Sections 230-232 of the Companies Act, 2013 along with other applicable provisions, for the amalgamation and arrangement between Illusion Dental Laboratory Private Limited ("**Transferor Company**") with our Company ("**Transferee Company**") before the National Company Law Tribunal, Mumbai Bench ("NCLT"), on January 23, 2017 The Scheme of Amalgamation was approved by our Board on April 28, 2016.

Pursuant to the Scheme, all shares held by the Transferee Company in the share capital of the Transferor Company stood cancelled. Further, 100 fully paid-up equity shares of ₹10 each of our Company were issued and allotted for every 13,979 fully paid-up equity shares of ₹10 each held in the Transferor Company in consideration of the amalgamation of the Transferor Company into and with our Company. The NCLT sanctioned the Scheme of Amalgamation pursuant to its order dated April 13, 2017 ("**Order**"). The Order was effective on the date of filing of the copy of the Order with the RoC, i.e. on June 9, 2017, being the date on which our Company filed the relevant form with the RoC. Pursuant to the Order, our Company allotted 2,146 Equity Shares to the shareholders of Illusion Dental Laboratory Private Limited on November 17, 2017. The Transferor Company and Transferee Company share the same shareholders and directors.

For further details on the changes in our capital structure pursuant to the scheme, see "*Capital Structure – History of Equity Share capital our Company*" on page 108.

Particulars	Remarks
Name of Acquirer/Acquiree, Transferor/ Transferee, as the case may be	• Illusion Dental Laboratory Private Limited ("**Transferor Company**") • Our Company ("**Transferee Company**")
Relationship of the promoter or directors of the issuer company with the entities/person from whom the issuer has acquired or proposes to acquire any business/ material assets in the last 5 years	The Transferor Company and Transferee Company share the same shareholders and directors.
Summarized Information about Valuation	Based on the valuation report dated April 22, 2016, issued by R D Sarfare & Co, Chartered Accountants for the purpose of amalgamation, 100 fully paid-up equity shares of ₹10 each of Transferee Company were issued and allotted for every 13,979 fully paid-up equity shares of ₹10 each held in the Transferor Company in consideration of the amalgamation of the Transferor Company into and with Transferee Company.
Effective Date of Transaction	June 9, 2017
Documents pertaining to such transactions including schemes, valuation report should form part of material documents available for inspection	For further details, see "*Material Contracts and Documents for Inspection*" on page 528.

Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee

Except as stated in "*Details of subsisting Shareholders' agreements*", there are no agreements entered into by a Key Managerial Personnel or Senior Management Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of Shareholders' agreements

Except as disclosed below, our Company does not have any shareholders' agreements among our Shareholders vis-a-vis our Company:

Shareholders' agreement dated January 21, 2015, entered into amongst our Company, OrbiMed Asia II Mauritius FDI Investments Limited ("Investor"), Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, (collectively referred to as the "Promoters") Jigna Rajesh Khakhar, Alka Merchant, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Hasmukh Vrajlal Khakhar, Harshil Kakadia (collectively referred to as the "Other Shareholders") and Illusion Dental Laboratory Private Limited and Laxmi Dental Lab USA, Inc (the "Group Entities") ("2015 SHA") along with shareholders' amendment agreement dated March 5, 2024 ("First Amendment Agreement"), and addendum to the shareholders' agreement dated May 31, 2024 ("Addendum"), with Dr. Anil Arora and Jyoti Anil Arora ("New Shareholders"), and second amendment to the existing shareholders agreement dated September 5, 2024 ("Second Amendment Agreement")

Our Company had entered into a share subscription agreement with the Investor, pursuant to which our Company agreed to issue and allot to the Investor on a preferential basis, 290,597 Series A CCPS and 100 equity shares for a consideration of ₹2,150 per share, aggregating to ₹625 million. Further, they entered into a shareholders' agreement which detailed the rights and obligations of the parties concerning their shareholding in the Company and other rights including governance, management, and other related matters, pursuant to the investment by the Investor in our Company. The 2015 SHA sets out, amongst others, the following matters:

Board, management, and related matters

Under the 2015 SHA, the Investor had the right to appoint directors proportional to their shareholding in our Company on as if converted basis and at least one nominee director each ("**Investor Director**"). They had the right to nominate one Investor Director to each of the committees of the Board and could appoint an observer if the shareholding of such investor was at least equal to the Minimum Investor Threshold (*defined later*). The SHA Promoters had a right to appoint Directors to the Board in proportion to their shareholding in our Company ("**Promoter Director**"). Here, the Minimum Investor Threshold is defined as 29,070 shares which represented approximately 10% of the Equity Shares held by the Investor pursuant to the Closing Date and upon issuance of the Investor Shares calculated on an as if converted basis ("**Minimum Investor Threshold**"). The Investor and SHA Promoters also had the right to nominate, maintain, remove and substitute an alternate Director to the Investor Directors and Promoter Directors. Further, both the SHA Promoters and the Investor can appoint, remove and substitute independent directors to the Board.

Our Company shall indemnify and hold the Investor Directors and the investor alternate directors harmless from all claims and liabilities to the maximum extent permitted under applicable law for any liability incurred by him in connection with bona fide and diligent discharge of duties and exercise of powers and holding of office of a Director. In the event of resignation, retirement or vacation of office of a nominated Director, the Party/Parties nominating such Director shall be entitled to appoint another Director in place of such outgoing Director. Board, management, and related matters have been amended. Construct following this has been provided below, for further details, please see '*Amendment to the SHA'* on page 288.

Information and Inspection Rights

Until completion of the Public Offer or lesser time as prescribed, the Investor or its authorised representative, including the Investor Directors/ Observer, shall be entitled to receive, from our Company and the Group Entities, certain information regarding our Company and the Group Entities, and allow the Investor certain inspection rights. The rights have been amended. Construct following this has been provided below, for further details, please see '*Amendment to the SHA'* on page 288.

Further Issue of Shares and Pre-Emptive Rights

The Investor also had affirmative voting rights on certain matters, including, *inter alia,* any amendments to our Company's articles of association, change in the composition of the Board, any change in the authorised, subscribed, issued or paid-up capital of our Company. The Investor had pre-emptive and anti-dilution rights, along with the right of first refusal on shares proposed to be transferred by any shareholder in our Company (excluding the Investor). If our Company proposes to issue new securities, it must first offer these new dilution instruments to the Investor. The Investor will have the right, at their sole discretion, to (a) subscribe to their pro-rata share of the securities; or (b) subscribe to any additional securities not taken up by other shareholders, in addition to their pro-rata share of the issue offered.

Drag-Along Rights

The Investor also has certain drag along rights which extends to a right to compel the SHA Promoters to dispose their shareholding to any third party upon occurrence of any event which trigger the drag along rights of the Investors.

Restrictions on Transfer of Shares

The SHA Promoters, as long as the Investor holds the Minimum Investor Threshold and subject to the Investor's consent, commit to collectively maintain a minimum of 51% of our Company's total paid-up share capital on a fully diluted basis. They agree not to sell or otherwise transfer, directly or indirectly shares in a way that reduces their collective holding below this threshold without the Investor's consent.

Investor Tag-Along Rights

If the SHA Promoters and/or any of the other shareholders (excluding the Investors) decide to transfer any of their shares to any person/proposed transferee, such that the collective shareholding of the SHA Promoters in our Company falls below the Promoter Minimum Shareholding, the Investors have a prior right to purchase such shares at the same price and under the same terms and conditions as those offered to the proposed transferees.

Exit Rights

The 2015 SHA provides for exit rights to the Investors through (a) a qualified IPO, or (b) a general IPO, or (c) a strategic sale which ensures that the Investors realise a minimum return on its investment; in the event these options have not been consummated within the stipulated drop dead date, then (d) by liquidity IPO, or (e) put option or (c) third-party sale.

Liquidity preference

The First Amendment provides that in any liquidity event, the Investor shall have a preference over other shareholders of the Company (including the Promoters) for the return of the investment amount set out in the 2015 SHA.

Non-Compete Clause

The SHA Promoters shall not engage in, directly or indirectly, in any other manner whatsoever, for profit or otherwise in any other venture or business which competes with the whole or any part of any business being carried on or proposed to be carried on by our Company or any of the other group companies without the Investor's consent.

The SHA Promoters cannot compete with the business being carried on by our Company or Group Entities for two years after the termination of employment/ association with our Company or Group Entity.

Termination

The SHA provides that it will terminate: (i) in case of a material breach, the SHA Promoters would be obligated to provide an exit within one hundred eighty days from the date of the expiry of the cure period of sixty days; (ii) by mutual consent in writing by the Investor, our Company, the Group Entities and the Promoters by mutual consent; or (iii) on the listing of Investor shares.

Addendum to the 2015 SHA

Dr. Anil Arora and Jyoti Anil Arora have been added as new shareholders ("**New Shareholders**") to the 2015 SHA pursuant to a share swap agreement dated May 31, 2024, with our Company and Bizdent Devices Private Limited and the New Shareholders.

Put option

The First Amendment to the 2015 SHA was amended to terminate the put option available pursuant to the 2015 SHA.

Amendment to the SHA

The Second Amendment Agreement provides that in order to facilitate the IPO, the respective parties to the 2015 SHA agree to waive with effect from the respective date(s) as indicated in the First Amendment Agreement and until the Drop Dead Date, or termination of the 2015 SHA or the Second Amendment Agreement, or the date on which the IPO process is formally withdrawn, whichever is earlier, among others; (a) Restrictions on transfer of shares by the Promoters and Other Shareholders, pursuant to an offer for sale of their Equity Shares in the IPO; and (b) investor's right of first refusal to the extent of the Equity Shares being transferred by the Promoters and Other Shareholders pursuant to offer for sale of their Equity Shares in the IPO. Information and inspection right stand terminated and will drop at Red Herring Prospectus stage. Further, the Second Amendment Agreement provides that as long as the Investor holds the Minimum Investor Threshold, they have the right to nominate two directors or more (based on their shareholding), to the Board without requiring Board or Shareholder approval. The Promoters can nominate one director each but cannot appoint themselves, if terminated for cause. The Investor and Promoters together can appoint, remove, or substitute independent directors. The chairman of the Board will be appointed by the Board and will not have a casting vote.

As per the Second Amendment Agreement the 2015 SHA will terminate on receipt of listing and trading approval.

Key terms of other subsisting material agreements

Except as disclosed in "*Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years*" and "*Details of Shareholders' agreements*" on pages 285 and 286 and below, our Company has not entered into any subsisting material agreements including with strategic partners, Jointly Controlled Entity, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer. Additionally, there are no other clauses or covenants in these material agreements which are adverse or pre-judicial to the interest of the public shareholders.

Share subscription agreement dated April 13, 2018, entered into between our Company, ECGPlus Technologies Private Limited, Ashwini K. Bhaskar, D.A.D. Investment Holding GMBH, Dr. Suddharsan Dhanakoti Subbramaniyam, Maroli Tushar Vir, Letsventure Online Pte. Ltd. and Sushil Kumar.

The share subscription agreement has been entered on April 13, 2018, between ECGPlus Technologies Private Limited, its promoters (our Company and Sushil Kumar), and its investors (Ashwini K Bhaskar, D.A.D. Investment Holding GMBH, Dr. Suddharsan Dhanakoti Subbramaniyam, Maroli Tushar Vir, and LetsVenture Online Pte Ltd), where subscribers are subscribing to a total of 5,702 compulsorily convertible preference shares of ECGPlus Technologies Private Limited at a price of ₹735 per share (pursuant to which our Company has acquired 20.65% stake). Under this agreement, the consideration received by ECGPlus Technologies Private Limited was ₹4,190,970 in lieu of 5702 CCPS.

Shareholders' agreement dated April 13, 2018, entered into between ECGPlus Technologies Private Limited ("ECGPlus"), Ashwini K. Bhaskar, D.A.D. Investment Holding GMBH, Dr. Suddharsan Dhanakoti Subbramaniyam, Maroli Tushar Vir, Letsventure Online Pte. Ltd., Sanjay Kumar Maheska, Siddharth Rajendra Rajgaria, Anurag Gupta, Paresh Kariya, Malti Girish Gandhi, Raunak Roongta, Anuj Shashikant Malji, Pallav Bagaria, Mohd Yusuf Khan, Naveen Agrawal, Rupesh Kumar Gupta, Rajiv Siotia, Sumit Yadav, Bharat Bhushan, Sachin Srivastava ("collectively known as the ECGPlus Investors")and Sushil Kumar and our Company (collectively known as "the ECGPlus Promoters") ("ECGPlus SHA")

The ECGPlus SHA outlines the rights and obligations of shareholders in ECGPlus following an investment by the ECGPlus Investors. The ECGPlus SHA sets out, amongst others, the following matters:

<u>Transfer of equity shares</u>

The ECGPlus Promoters cannot transfer more than 25% of their shares for three years without ECGPlus Investors' approval. Transfers among ECGPlus Promoters and their affiliates are allowed with a deed of adherence. ECGPlus Investors need the ECGPlus Promoters' consent to sell to competitors and can transfer rights with ECGPlus Promoters' approval.

<u>ECGPlus Investor rights</u>

The ECGPlus Investors have the right of first refusal for promoter share sales, the tag along right to join ECGPlus Promoter share sales, exit rights for seeking an exit before five years, and pre-emptive rights to subscribe to new securities on a pro-rata basis.

<u>ECGPlus Promoter rights</u>

The ECGPlus Promoters have the right of first refusal and right of first offer for investor share sales within three years and after three years from the date of the ECGPlus SHA, respectively.

<u>New investors</u>

New ECGPlus investors can invest within six months from the date of the ECGPlus SHA without existing ECGPlus Investors' approval by executing a deed of accession.

<u>Management & governance</u>

The ECGPlus Investors can appoint a non-voting observer to board meetings. Key decisions require ECGPlus Investors' approval. The Company must adhere to Indian GAAP, maintain records, and provide financial information to investors.

Termination

The ECGPlus SHA terminates when ECGPlus Promoters and ECGPlus Investors cease to hold securities of ECGPlus or by mutual consent.

Non-Compete Clause

The ECGPlus Promoters cannot engage with competitors while the ECGPlus Investor holds securities in the Company.

Deed of Assignment under Trademarks Act, 1999 entered between Dr. Mukul Shantilal Jain ("Assignor") and Kids-E-Dental LLP ("Assignee") dated August 21, 2021 ("Deed of Assignment")

The Assignor is the owner of several trademarks related to pediatric dental products, including the registered trademark, "Kids-e-Dental" under class 10 with registration number 3629306, "e-MTA (device)" under class 10 with registration number 4864651, "e-SDF (device)" under class 10 with registration number 4860419, "e-space Maintainer (device) under class 10 with registration number 4864667, "Kids-e-crown (device)" under class 10 with registration number 4856650, "Kids-e-dental" under class 10 with registration number 4854970, and "http://Kids-e-dental.com/" domain name dated July 16, 2017. This Deed of Assignment transfers all rights, title, and interest in the Assigned IP to the Assignee, Kids-e-Dental LLP, including the exclusive right to use, license, sublicense, and enforce these trademarks globally. The Assignee has agreed to pay a consideration of ₹1,000 to the Assignor for the assignment. The agreement also includes representations and warranties by the Assignor, ensuring that the IP is free from encumbrances and that no third-party claims exist.

Intellectual Property License Agreement entered between Dr. Mukul Shantilal Jain ("Licensor") and Kids-E-Dental LLP ("Licensee") dated August 23, 2021 ("License Agreement")

The License Agreement grants the Licensee exclusive and non-sub-licensable rights to manufacture, market, and sell pediatric dental products using the licensed designs, "Pre Formed Pediatric Crowns Set" with registration number 339218-001 and "Pre Formed Space Maintainer Set" with registration number 341629-001, within India for a term of 5 years, with an option to renew. The agreement is structured as royalty-free due in consideration of the profit sharing scheme set out in the limited liability partnership agreement dated August 21, 2021 in relation to Kids-e-Dental LLP, with the Licensee having the right to manufacture, market, and sell the products within the Indian territory.

For details with respect to intellectual property rights used by our Company, see "*Our Business – Intellectual Property*" on page 267. For risks related to our intellectual property, see *"Risk Factors – Our inability to protect or use our intellectual property rights may have an adverse effect on our business, results of operations and financial condition"* on page 45.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has six Subsidiaries:

Sr. No.	Name of the Subsidiary	Nature	Stake (in %)
1.	Laxmi Dental Lab USA, Inc	Direct Subsidiary	100.00
2.	Bizdent Devices Private Limited	Direct Subsidiary	99.99
3.	Signature Smiles Dental Clinic Private Limited	Direct Subsidiary	88.88
4.	Rich Smile Design LLP	Direct Subsidiary	66.00
5.	Illusion Dental Lab USA Inc	Step-down Subsidiary	-
6.	Diverse Dental Lab LLC	Step-down Subsidiary	-

Direct Subsidiaries

1. **Laxmi Dental Lab USA, Inc**

   Corporate Information:

Laxmi Dental Lab USA Inc ("**Laxmi Dental Lab**") was incorporated on February 2, 2012, under the laws of the New Jersey. Its company registration number is 0400468980. It has a registered office at 37 Market St. Suite 202, Kenilworth, New Jersey 07033 and the corporate office / principal place of business is situated at 37 Market St. Suite 202, Kenilworth, New Jersey 07033.

Nature of Business:

Laxmi Dental Lab is currently engaged in the business of purchasing, selling, fabricating, preparing and dealing in all types of artificial dentures, full and partial acrylic dentures, acrylic and metallic fixed bridges, removable cast partial dentures, metallic and acrylic crowns, cad-cam made crowns and bridges, ceramic and other dental prosthesis, dental implant dentures, injection moulding full dentures and partial dentures, readymade teeth, various dental prosthesis and dental raw materials.

Consolidated Financial Information

(₹ in million)

Particulars	2024	2023	2022
(A) Equity share capital	66.33	66.33	66.33
(B) Net worth	(98.36)	(67.27)	(14.55)
(C) Revenue from operations	318.86	292.14	324.10
(D) Profit/ (loss) after tax for the year	(29.29)	(50.53)	(32.98)
(E) Basic earnings per equity share (in ₹/share)	(2,928.99)	(5,053.44)	(3,297.55)
(F) Diluted earnings per equity share (in ₹/share)	(2,928.99)	(5,053.44)	(3,297.55)
(G) Net asset value per equity share (in ₹/share)	(9836.01)	(6726.97)	(1454.80)
(H) Total borrowings (including lease liabilities)	9.71	0.57	0.00

Capital Structure:

(No. of shares)

Authorised (Face value $100)	Aggregate Nominal Value (in USD)
20,000	$2,000,000
Issued, subscribed and paid up	
18,000	$1,800,000

Shareholding:

Name of the shareholder	Number of shares	Percentage of Shareholding (%)
Common Stock		
Laxmi Dental Limited	10,000	55.56%
Bizdent Devices Private Limited	8,000	44.44%
Convertible Preferred Stock		
	N/A	**N/A**

2. Bizdent Devices Private Limited

Corporate Information:

Bizdent Devices Private Limited ("**Bizdent Devices**") was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 24, 2021, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U33203MH2021PTC357799, and its registered office is situated at 601, Akruti Arcade, J P Road, Opp. A H Wadia High School, Andheri West, Mumbai City, Maharashtra, India, 400 058.

Nature of Business:

Bizdent Devices is engaged in the business of manufacturing, distribution and sale, within India of (a) aligner and retainer devices; (b) sleep apnoea devices; and (c) sports guards and to do all allied activities related to this business.

Consolidated Financial Information

(₹ in million)

Particulars	2024	2023	2022
(A) Equity share capital	7.33	7.33	7.33
(B) Net worth	69.56	17.51	14.92
(C) Revenue from operations	375.77	186.99	49.53
(D) Profit/ (loss) after tax for the year	55.44	2.46	(5.18)
(E) Basic earnings per equity share (in ₹/share)	24.82	1.10	(2.32)
(F) Diluted earnings per equity share (in ₹/share)	24.82	1.10	(2.32)
(G) Net asset value per equity share (in ₹/share)	31.15	7.84	6.68
(H) Total borrowings (including lease liabilities)	61.00	12.09	1.66

Capital Structure:

(No. of shares)

Authorised (Face value ₹10)	**Aggregate Nominal Value (in INR)**
2,600,000	₹26,000,000
Issued, Subscribed and Paid up	
2,233,334	₹22,333,340

Shareholding:

The shareholding pattern of Bizdent Devices as on the date of this Draft Red Herring Prospectus is set out below:

Name of the shareholder	No. of equity shares of face value ₹10	% of total issued and subscribed capital
Laxmi Dental Limited	2,233,333	99.99%
Rajesh Khakhar*	1	0.01%

**Note: Rajesh Khakhar holds 1 (one) share as a nominee of Laxmi Dental Limited to comply with the minimum shareholder requirement laid under the Companies Act, 2013.*

3. Signature Smiles Dental Clinic Private Limited

Corporate Information:

Signature Smiles Dental Clinic Private Limited ("**Signature Smiles")** was incorporated as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 1, 2010, issued by the Registrar of Companies, Mumbai, Maharashtra. Its CIN is U85120MH2010PTC209682, and its registered office is situated at 201, 2nd floor, Dhruv Apartment "B", Gulmohar Road, Plot no.60-61, Andheri West, Mumbai, 400 058, Maharashtra.

Nature of Business:

Signature Smiles is engaged in the business of opening, running, establishing, maintaining, introducing and developing Multispeciality Dental Clinic in India and abroad for all types of dental care services to the patients including dental or oral surgery, Dental implants, Teeth whitening, Porcelain veneers, Smile correction, Gap closure, Teeth fixing, Root canal treatment, Gum surgery, Braces, Kids dentistry, Metal free crowns/ bridges, Dental x-ray and all other allied services and to Purchase, Sale, Import, Export Fabricate prepare and to deal in all types of artificial dentures, full and partial acrylic dentures, acrylic and metalic fixed bridges, removable cast partial dentures, metalic and acrylic crowns, ceramic dental prosthesis, dental prosthesis, dental implant dentures injection, moulding full dentures and partial dentures, manufacture artificial teeth/ prosthesis using manual or CAD-CAM technology, ready made teeth various dental raw materials and rendering various services relating to treatment of ailments including in particular to run hospitals, operation theaters, laboratories, x-ray clinics, research centers and such incidental acts.

Consolidated Financial Information

(₹ in million)

Particulars	2024	2023	2022

(A) Equity share capital	1.80	1.80	1.80
(B) Net worth	(3.05)	(7.17)	(6.93)
(C) Revenue from operations	64.02	57.45	25.68
(D) Profit/ (loss) after tax for the year	4.24	(0.25)	(5.76)
(E) Basic earnings per equity share (in ₹/share)	23.53	(1.40)	(31.99)
(F) Diluted earnings per equity share (in ₹/share)	23.53	(1.40)	(31.99)
(G) Net asset value per equity share (in ₹/share)	(16.95)	(39.83)	(38.50)
(H) Total borrowings (including lease liabilities)	14.08	14.54	26.29

Capital Structure:

(No. of shares)

Authorised (Face value ₹10)	**Aggregate Nominal Value (in ₹)**
200,000	₹2,000,000
Issued, subscribed and paid up	
180,010	₹1,800,100

Shareholding:

The shareholding pattern of Signature Smiles as on the date of this Draft Red Herring Prospectus is set out below:

Name of the shareholder	**No. of equity shares of face value ₹10**	**Total issued and subscribed capital (in %)**
Laxmi Dental Limited	160,000	88.88
Bennet Coleman & Co.	20,010	11.12

4. Rich Smile Design LLP

Corporate Information:

Rich Smile Design LLP ("**Rich Smile Design")** was incorporated as a Limited Liability Partnership under the Limited Liability Partnership Act, 2008, pursuant to a certificate of incorporation dated 19 February 2021, issued by the Registrar of Companies, Central Registration Centre. Its LLP Identification number is AAV-9635, and its registered office is situated at 103, Akruti Arcade, J P Road, Opposite A H Wadia School Andheri (West), Mumbai City, Mumbai, Maharashtra, India, 400 058.

Nature of Business:

Rich Smile Design is engaged in the business to sell, manufacture, export and provide digital smile design services and related dental restorations and to conduct workshops, seminars and training services for dental students and dentists.

Consolidated Financial Information:

(₹ in million)

Particulars	**2024**	**2023**	**2022**
(A) Equity share capital/ Partner's fixed capital	0.10	0.10	0.10
(B) Net worth/ Partner's current capital	4.09	5.46	(0.83)
(C) Revenue from operations	14.59	20.10	8.46
(D) Profit/ (loss) after tax for the year	(1.27)	(3.14)	(2.04)
(E) Total borrowings (including lease liabilities)	0.00	0.00	0.00

Capital Structure: The total capital contribution of the LLP is ₹ 0.10 million.

The capital contribution and percentage of sharing profits and losses in Rich Smile Design as on the date of this Draft Red Herring Prospectus is set out below:

Name of the Partner	**Capital Contribution** *(₹ in million)*	**Percentage of sharing profits and losses**

Laxmi Dental Limited	0.066	66%
Dr. Aslam Mohammad Inamdar	0.017	17%
Dr. Munira Aslam Inamdar	0.017	17%

Step-Down Subsidiaries

5. Illusion Dental Lab USA Inc.

Corporate Information:

Illusion Dental Lab USA Inc. ("**Illusion Dental Lab**") was incorporated on February 22, 2018, under the laws of the New Jersey. Its company registration number is 0450244557. It has its registered office at Lot 1.01, Block 173, 37 Market street, Kenilworth, NJ, USA.

Nature of Business:

Illusion Dental Lab is currently engaged in the business of purchasing, selling, fabricating, preparing and dealing in all types of artificial dentures, full and partial acrylic dentures, acrylic and metallic fixed bridges, removable cast partial dentures, metallic and acrylic crowns, Cad-cam made crowns and bridges, ceramic and other dental prosthesis, dental implant dentures, injection moulding full dentures and partial dentures, readymade teeth, various dental prosthesis, dental raw materials.

Consolidated Financial Information

(₹ in million)

Particulars	2024	2023	2022
(A) Equity share capital	00.07	00.07	00.07
(B) Net worth	(20.76)	(18.44)	(11.34)
(C) Revenue from operations	1.95	18.64	45.44
(D) Profit/ (loss) after tax for the year	(2.00)	(6.03)	(11.28)
(E) Basic earnings per equity share (in ₹/share)	(199.69)	(602.53)	(1,128.26)
(F) Diluted earnings per equity share (in ₹/share)	(199.69)	(602.53)	(1,128.26)
(G) Net asset value per equity share (in ₹/share)	(2,075.52)	(1,844.27)	(1,134.27)
(H) Total borrowings (including lease liabilities)	00.00	00.00	00.00

Capital Structure:

(No. of shares)

Authorised (Face value $1)	Aggregate Nominal Value (in USD)
1,000	$1000
Issued, subscribed and paid up	
1,000	$1000

Shareholding:

Name of the shareholder	Number of shares	Shareholding (in %)
Common Stock		
Laxmi Dental Lab USA Inc.	1,000	100%
Convertible Preferred Stock		
	N/A	**N/A**

6. Diverse Dental Lab LLC

Corporate Information:

Diverse Dental Lab LLC ("**Diverse Dental Lab**") was incorporated on August 10, 20202, under the laws of the New Jersey. Its company registration number is 0450526350. It has registered office at Lot 1.01, Block 173, 37 Market street, Kenilworth, NJ, USA.

Nature of Business:

Diverse Dental Lab is currently engaged in the business of purchasing, selling, fabricating, preparing and dealing in all types of artificial dentures, full and partial acrylic dentures, acrylic and metallic fixed bridges, removable cast partial dentures, metallic and acrylic crowns, Cad-cam made crowns and bridges, ceramic and other dental prosthesis, dental implant dentures, injection moulding full dentures and partial dentures, readymade teeth, various dental prosthesis, dental raw materials.

Consolidated Financial Information:

(₹ in million)

Particulars	2024	2023	2022
(A) Equity share capital	00.00	00.00	00.00
(B) Net worth	(10.18)	(10.08)	(8.66)
(C) Revenue from operations	74.80	68.64	12.19
(D) Profit/ (loss) after tax for the year	0.05	(0.68)	(24.80)
(E) Total borrowings (including lease liabilities)	00.00	00.00	00.00

Capital Structure:

Authorised	Aggregate Nominal Value (in USD)
Nil	
Issued, subscribed and paid up	
Nil	

Shareholding:

Name of the Member	Number of Units	Units (in %)
Common Stock		
Laxmi Dental Lab USA, Inc	-	100%

Jointly Controlled Entity

As on the date of this Draft Red Herring Prospectus, our Company has one Jointly Controlled Entity.

1. **Kids-E-Dental LLP**

Corporate Information:

Kids-E-Dental LLP (“**Kids-E-dental”)** was incorporated as a Limited Liability Partnership under the Limited Liability Partnership Act, 2008, pursuant to a certificate of incorporation dated 27 July 2017, issued by the Registrar of Companies Mumbai. Its LLP Identification number is AAK-1415, and its registered office is situated at 411, Akruti Arcade, J.P. Road, Opposite A.H. Wadia High school, Andheri West, Mumbai, Maharashtra, India, 400 053.

Nature of Business:

Kids-E-dental is engaged in the business to manufacture, buy, sell, stock, contract, sub-contract, import, in India and elsewhere, all kinds of pediatric dental materials, pediatric dental equipment’s, pediatric dental instruments, pediatric dental products, pediatric dental services, and to trade through various online and offline mediums with pediatric dentist and paediatric dental films and to conduct workshops, seminars and training services for pediatric dentist on various pediatric dental topics.

Financial Information:

(₹ in million)

Particulars	2024	2023	2022
1. Equity share capital/ Partner’s fixed capital	0.51	0.51	0.51
2. Net worth/ Partner’s current capital	91.48	3.34	1.28
3. Revenue from operations	266.71	79.28	21.81

4.	Profit/ (loss) after tax for the year	148.12	10.03	1.93
5.	Total borrowings (including lease liabilities)	13.68	6.14	0.23

Capital Structure:

The total capital contribution of the LLP is ₹ 0.50 million.

The capital contribution and percentage of sharing profits and losses in Kids-E-Dental as on the date of this Draft Red Herring Prospectus is set out below:

Name of the Partner	Capital Contribution *(₹ in million)*	Percentage of sharing profits and losses
Mr. Mukul Shantilal Jain	0.15	30%
Mrs. Kinjal Mukul Jain	0.025	5%
Mrs. Kalavati Shantilal Jain	0.025	5%
Laxmi Dental Limited	0.30	60%

Associate

As on the date of this Draft Red Herring Prospectus, our Company has one associate company.

1. ECGPLUS Technologies Private Limited

Corporate Information:

ECGPLUS Technologies Private Limited (**"ECGPLUS Technologies**") was incorporated as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 11, 2012, issued by the Registrar of Companies, Maharashtra, Mumbai. Its CIN is U72300MH2012PTC238672, and its registered office is situated at B205, building-42, B-Wing, Azad Nagar, Sangam CHS, Mahada Layout, Azad Nagar, Andheri (West), Mumbai City, Maharashtra, India, 400 053.

Nature of Business:

ECGPLUS Technologies is engaged in the business of computer software consultants and rendering technical and professional services and carry on research and developments, all types of computer software activities, including applications software , development software, computer programs, multimedia, algorithms, source codes, packages, internet, website hosting, and designing, domain name registration, networking, e-commerce ,bulletin board services, health care application services, to set up and run call center, offer and perform, data processing services, to do content development, insurance claims processing, data conversion, set up training center, to render maintenance services of both computer hardware and software , to carry out the computer services of all kinds including renting and allied software equipments.

Capital Structure:

The authorized share capital of ECGPLUS Technologies is ₹2.50 million divided into 190,000 equity shares of face value ₹10 each and 60,000 preference shares of face value ₹10 each and the issued, subscribed and paid up share capital of ECGPLUS Technologies is ₹1.61 million divided into 125,222 equity shares of face value ₹10 each and 35,952 preference shares of face value ₹10 each.

Authorised	Aggregate Nominal Value (in ₹)
1,900,000 equity shares	19,000,000
600,000 preference shares	6,000,000
Issued, subscribed and paid up (in ₹)	
1,252,220 equity shares	12,522,200
359,520 preference shares	3,595,200

Shareholding:

The shareholding pattern of ECGPLUS Technologies as on the date of this Draft Red Herring Prospectus is set out below:

Equity Shares

Name of the shareholder	No. of equity shares of face value ₹10	% of total equity issued and subscribed capital (on a fully diluted basis)
Sushil Kumar	60244	48.11
Laxmi Dental Limited	62791	50.14
Sanjay Kumar Maheshka	100	0.08
Siddharth Rajendra Rajgaria	100	0.08
Anurag Gupta	100	0.08
Paresh Kariya	100	0.08
Malti Girish Gandhi	100	0. 08
Raunak Roongta	100	0.08
Anuj Shashikant Malji	100	0.08
Pallav Bagaria	100	0.08
Mohd Yusuf Khan	100	0.08
Naveen Agrawal	100	0.08
Rupesh Kumar Gupta	100	0.08
Dr. Rajiv Siotia (NRI)	100	0.08
Sumit Yadav (NRI)	100	0.08
Bharat Bhushan	100	0.08
Sachin Srivastava	100	0.08
Wisdom Angels	1	Negligible
Ashwani Kumar Raina	1	Negligible
Amit Sikaria	98	0.08
OP Gulia	49	0.04
Arun Khandelia	49	0.04
Sumit Gupta	49	0.04
Prakash Saraogi	98	0.08
Brijesh Giri	49	0.04
Vikas Mathur	244	0.20
Anjali Pahwa	49	0.04
Total	**1,25,222**	**100.00**

Preference Shares

Name of the shareholder	No. of preference shares of face value ₹10	% of total preference issued and subscribed capital
Sushil Kumar	4133	11.50
Laxmi Dental Export Private Limited	4426	12.31
Sanjay Kumar Maheshka	1261	3.51
Siddharth Rajendra Rajgaria	1261	3.51
Anurag Gupta	1261	3.51
Paresh Kariya	580	1.61
Malti Girish Gandhi	580	1.61
Raunak Roongta	580	1.61
Anuj Shashikant Malji	580	1.61
Pallav Bagaria	580	1.61
Mohd Yusuf Khan	1261	3.51
Naveen Agrawal	1533	4.26
Rupesh Kumar Gupta	1261	3.51
Dr. Rajiv Siotia (NRI)	1261	3.51
Sumit Yadav (NRI)	1261	3.51
Bharat Bhushan	1261	3.51
Sachin Srivastava	580	1.61
Ashwini Bhaskar	1361	3.79
Dr. Suddharsan Dhanakoti Subbramaniyam	1361	3.79
Maroli Tushar Vir	1497	4.16

Name of the shareholder	No. of preference shares of face value ₹10	% of total preference issued and subscribed capital
D.A.D Investment holding GHBH	1361	3.79
Letsventure online Pte. Ltd.	122	0.34
Wisdom Angels	3787	10.53
Ashwani Kumar Raina	757	2.11
Amit Sikaria	292	0.81
OP Gulia	146	0.41
Arun Khandelia	146	0.41
Sumit Gupta	146	0.41
Prakash Saraogi	292	0.81
Brijesh Giri	146	0.41
Vikas Mathur	732	2.04
Anjali Pahwa	146	0.41
Total	**35,952**	**100.00**

Financial Information

Amount (₹ in million)

Particulars	2024	2023	2022
(A) Equity share capital	0.16	0.16	0.16
(B) Net worth	(5.39)	(2.40)	(8.78)
(C) Revenue from operations	8.40	5.91	4.96
(D) Profit/ (loss) after tax for the year	(2.99)	(6.62)	(3.09)
(E) Basic earnings per equity share (in ₹/share)	(23.89)	(53.00)	(25.00)
(F) Diluted earnings per equity share (in ₹/share)	(23.89)	(53.00)	(25.00)
(G) Net asset value per equity share (in ₹/share)	(33.00)	(86.00)	(56.00)
(H) Total borrowings (including lease liabilities)	0.47	0.00	0.00

Common Pursuits between our Subsidiaries and our Company

Our Subsidiaries, Bizdent Devices Private Limited, Rich Smile Design LLP, Laxmi Dental Lab USA INC and Diverse Dental Lab LLC have common pursuits with our Company. They are either engaged in or are authorised by their respective constitutional documents to engage in the same line of business as that of our Company and each other.

Except as disclosed under "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" on page 382, there are no common pursuits between our Subsidiaries and our Company.

Further, our Company and our Subsidiaries will adopt the necessary procedures and practices, as permitted by law, to address any conflict situation as and when they arise.

Business Interest of our Subsidiaries in our Company

Except as disclosed in "*Our Business*" and "*Financial Information – Restated Consolidated Financial Information*" on page 247 and 329, our Subsidiaries do not have or propose to have any business interest in our Company.

Guarantees given by the Promoters

Our Promoters, who are also the Selling Shareholders, have provided personal guarantees to third parties with respect to the Company as on the date of this Draft Red Herring Prospectus.

Name of the Selling Shareholders	Name of the lender	Type of facility	Sanctioned Amount (in ₹ million)	Purpose of the Facility
Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant	ICICI Bank Limited	Cash credit limit	70.00	For working capital purposes
Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant	Tata Capital Limited	Term loan	6.00	Takeover of existing facility from Edelweiss facility

Name of the Selling Shareholders	Name of the lender	Type of facility	Sanctioned Amount (in ₹ million)	Purpose of the Facility
Rajesh Vrajlal Khakhar	Stride One Capital Limited	Purchase invoice discounting, Sales invoice discounting	70.00	Discounting of invoices
Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant	Tata Capital Services Private Limited	Term loan	149.00	• Takeover of existing facility from Indus bank • General corporate purpose
Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant	Standard Chartered	Loan against property	15.90	For working capital purposes
Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant	Capsave Finance	Working capital loan	20.00	For working capital purpose
Rajesh Vrajlal Khakhar	Stride One Capital Limited	Purchase invoice discounting, Sales invoice discounting	30.00	Discounting of invoices
Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant	ICICI Bank Limited	Working capital facility	49.90	For working capital purpose
Rajesh Vrajlal Khakhar	ICICI Bank Limited	Working capital facility	7.50	For working capital purpose

For further details, please see '*Promoter and Promoter Group*' on page 324.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As of the date of this Draft Red Herring Prospectus, our Board comprises six Directors, of which two are Executive Directors, one is a Non-Executive Non-Independent (Nominee) Director, and three are Non-Executive, Independent Directors. Our Non-Executive, Non-Independent (Nominee) Director and one of our Non-Executive, Independent Directors are woman Directors.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus.

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
1.	Rajesh Vrajlal Khakhar ***DIN*:** 00679903 ***Designation*:** Chairperson and Whole-Time Director ***Address*:** A-4, Tarapore Garden, New Link Road, Oshiwara Police Station, Andheri (west), Mumbai – 400 053, Maharashtra, India ***Occupation*:** Business ***Term*:** With effect from August 13, 2024, for a period of five years, liable to retire by rotation ***Period of Directorship***: Since July 8, 2004 ***Date of birth:*** April 30, 1969	55	*Indian Companies:* 1. Bizdent Devices Private Limited; 2. Signature Smiles Dental Clinic Private Limited; 3. Laxmi Dental International Private Limited; and 4. Glaze Dental Depo Private Limited. *Foreign Companies:* 1. Laxmi Dental Lab USA, Inc.
2.	Sameer Kamlesh Merchant ***DIN*:** 00679893 ***Designation*:** Managing Director and Chief Executive Officer ***Address*:** B1/4-1/402, Serinity Complex, Link Road, Behind Heere Panna Mall, Andheri (West), Mumbai- 400053, Maharashtra, India ***Occupation*:** Business ***Term*:** With effect from August 13, 2024, for a period of five years, liable to retire by rotation. ***Period of Directorship***: Since July 8, 2004 ***Date of birth:*** October 1, 1982	41	*Indian Companies:* 1. Bizdent Devices Private Limited; 2. Laxmi Dental International Private Limited; 3. ECG Plus Technologies Private Limited; 4. Signature Smiles Dental Clinic Private Limited; and 5. Glaze Dental Depo Private Limited. *Foreign Companies:* Nil
3.	Sumona Chakraborty* ***DIN*:** 09597426 ***Designation*:** Non-Executive, Non-Independent (Nominee) Director ***Address*:** 701, Tribeca, CTS No. F/692, F.P.NO. 158 TPS-III, MSD 29th Road Bandra (W), Opp. Coin House, Mumbai – 400050, Maharashtra, India	36	*Indian Companies:* 1. LifeCell International Private Limited; 2. Adret Retail Private Limited; 3. Entero Healthcare Solutions Limited; and 4. Arcatron Mobility Private Limited. *Foreign Companies:*

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
	Occupation**:** Service ***Term*****:** September 3, 2024, liable to retire by rotation. ***Period of Directorship***: Since August 30, 2023 ***Date of birth:*** January 10, 1988		Nil
4.	Rajesh Shashikant Dalal ***DIN*****:** 03504969 ***Designation*****:** Non-Executive, Independent Director ***Address*****:** 7, Lakozy Mansion, 21, Chowpatty Sea Face, Girgaon, Grant Road, Mumbai – 400007, Maharashtra, India ***Occupation*****:** Consultant/Advisor ***Term*****:** With effect from July 20, 2024, for a period of five years. ***Period of Directorship***: Since July 20, 2024 ***Date of birth:*** September 12, 1953	71	*Indian Companies:* 1, Ascent Meditech Limited; 2. Biogenomics Limited; 3. Entero Healthcare Solutions Limited; and 4. Ajanta Pharma Limited. *Foreign Companies:* Nil
5.	Anjana Rajendra Grewal ***DIN*****:** 06896404 ***Designation*****:** Non-Executive, Independent Director ***Address*****:** Victory House, Flat No. 301, 3rd Floor, A-Wing, Pitamber Lane Near Canossa Convent School, Mahim (West), Mumbai 400016, Maharashtra ***Occupation*****:** Service ***Term*****:** With effect from July 20, 2024, for a period of five years. ***Period of Directorship***: Since July 20, 2024 ***Date of birth:*** November 1, 1953	70	*Indian Companies:* Nil *Foreign Companies:* Nil
6.	Devesh Ghanshyam Chawla ***DIN*****:** 07027650 ***Designation*****:** Non-Executive, Independent Director ***Address*****:** B-503, D.N. Nagar Deep C.H.S., DN Nagar, 400053, Maharashtra ***Occupation*****:** Business ***Term*****:** With effect from July 20, 2024, for a period of five years. ***Period of Directorship***: Since July 20, 2024	39	*Indian Companies:* 1. First Inspiration Private Limited; 2. Chatur Ideas Technologies Private Limited; 3. Habitales Edtech Private Limited; 4. Chatur Wealth Private Limited; and 5. Bizdent Devices Private Limited. *Foreign Companies:* Nil

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
	Date of birth: September 2, 1985		

**Nominee of OrbiMed Asia II Mauritius Limited. For details, see "History and Certain Corporate Matters – Details of Shareholder's agreements" on page 286.*

Relationship between our Directors

None of our Directors are related to each other.

Brief Biographies of our Directors

Rajesh Vrajlal Khakhar is one of the Promoters, Chairperson and Whole-Time Director of our Company, and he is currently responsible for managing business partnerships with leading international customers and oversees business development activities of our Company. He is also a director of one of our Subsidairies, Bizdent Devices Private Limited. He passed his higher secondary education from Narsee Monjee College of Commerce and Economics, Mumbai. He has more than 30 years of experience. He received the ICONS 2020-2021 certificate from the Economics Time for extraordinary service and dedication in the field of dentistry.

Sameer Kamlesh Merchant is one of the Promoters, Managing Director and Chief Executive Officer of our Company and he is currently responsible for the overall business strategy, operations, financial performance and management of our Company. He is also the designated partner of our jointly controlled entity, Kids-E-Dental LLP and a director of one of our Subsidiaries, Bizdent Devices Private Limited. He has completed dental mechanic course from SDM College of Dental Sciences & Hospital, Dharwad He has more than 20 years of experience and he has contributed in diversifying the offerings of our Company. He also oversees digital initiatives and technology transformation in our Company. He received certificate of achievement from Laser Star learning Center for completing the Laser Star training course for Dental Applications, certificate of achievement from Shofu Inc. for completing a prescribed Shofu course in the art of Understanding the Essence of Dental Technology and certificate of excellence in the second Style Italiano Endodontics Conference, India. For extraordinary services and dedication in the field of dentistry, he received an ICONS certificate and award from The Economics Times in the year 2020-21.

Sumona Chakraborty is a Non-Executive, Non-Independent (Nominee) Director of our Company and a nominee of OrbiMed Asia II Mauritius Limited. She obtained her bachelor's degree of technology in bio-technology from National Institute of Technology, Warangal and a post graduate diploma in management (finance) from S.P. Jain Institute of Management & Research, Mumbai. She has more than 10 years of experience. She is currently a Director with OrbiMed Advisors India Private Limited and prior to joining OrbiMed Advisors India Private Limited (a wholly owned subsidiary of OrbiMed Advisors LLC), she was associated with Avendus Capital Private Limited, Equirus Capital Private Limited, and Verity Knowledge Solutions Private Limited.

Rajesh Shashikant Dalal is a Non-Executive, Independent Director of our Company. He obtained his bachelor's degree in mechanical engineering from the Indian Institute of Technology, Madras. He has more than 34 years of experience. Previously, he was associated with OrbiMed Advisors India Private Limited (a wholly owned subsidiary of OrbiMed Advisors LLC) from June 23, 2010 until December 21, 2014 and Johnson and Johnson Private Limited.

Anjana Rajendra Grewal is a Non-Executive, Independent Director of our Company She obtained her bachelor's degree in chemical engineering from the University of Bombay, a master's degree in management services from the University of Bombay and a doctor of philosophy (Arts) from the University of Mumbai. She has more than 23 years of experience. She is currently a Professor at SDA Bocconi Asia Center. Previously she was associated with Birla Sun life Insurance as an employee from August 18 ,2000 until December 31, 2009. She has also worked with Global Trust Bank, ANZ Grindlays Bank and Colgate-Palmolive (India) Limited.

Devesh Ghanshyam Chawla is a Non-Executive, Independent Director in our Company He obtained his bachelor's degree in computer engineering from the University of Mumbai and a post graduation degree in management and business administration (insurance and finance) from MET Asian Management Development Centre. He has more than 15 years of experience. Previously he was associated with Client Associated as part of their core team from September 23, 2009 until March 7, 2015. He was also associated with M/s. Universal Sompo General Insurance Company Limited. He received the entrepreneur of the year award for outstanding professional achievement and inspiring social contributions at national CSR summit and awards, Indian Achiever's Forum in

2018 and a youth leadership award from AIESEC in 2017.

Terms of appointment of our Directors

1. Appointment details of our Chairperson and Whole-Time Director

Rajesh Vrajlal Khakhar is the Chairperson and Whole-Time Director of our Company. Rajesh Vrajlal Khakhar was designated as the Chairperson and Whole-Time Director for a term of five years with effect from August 13, 2024, pursuant to a board resolution dated August 13, 2024, and a shareholder resolution dated August 16, 2024. He was paid a remuneration of ₹ 4.50 million for the Fiscal Year 2024.

Details of the remuneration that Rajesh Vrajlal Khakhar is entitled to receive in the Fiscal Year 2025, and the other terms of his employment are enumerated below:

S. No.	Particulars	Remuneration per annum (₹ million)
1.	Basic Salary	2.52
2.	House Rent Allowance	2.94
3.	Medical Allowance	0.84
4.	Conveyance Allowance	0.84
5.	Education Allowance	0.63
6.	Leave Travel Allowance	0.63
7.	Total	8.40

In addition, he is eligible to draw a variable pay up to 33% of the fixed pay (payable annually) upon achievement of annual performance milestone/target as decided by the Board of our Company or Nomination and Remuneration Committee , employee provident fund ,gratuity, conveyance facilities and reimbursement of all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business/affairs of the Company.

Rajesh Vrajlal Khakhar is also entitled to receive remuneration of up to ₹ 3.60 million per annum in Fiscal Year 2025 from one of our subsidiaries i.e., Bizdent Devices Private Limited.

2. Appointment details of our Managing Director and Chief Executive Officer

Sameer Kamlesh Merchant is the Managing Director and Chief Executive Officer of our Company. Sameer Kamlesh Merchant was designated as the Managing Director and Chief Executive Officer of our Company, for a term of five years with effect from August 13, 2024, pursuant to the board resolution dated August 13, 2024, and a shareholders resolution dated August 16, 2024. Sameer Kamlesh Merchant was paid remuneration of ₹4.50 million for the Fiscal Year 2024.

Details of the remuneration that Sameer Kamlesh Merchant is entitled to receive from our Company in the Fiscal Year 2025, and the other terms of her employment are enumerated below:

S. No.	Particulars	Remuneration per annum (₹ million)
1.	Basic Salary	2.52
2.	House Rent Allowance	2.94
3.	Medical Allowance	0.84
4.	Conveyance Allowance	0.84
5.	Education Allowance	0.63
6.	Leave Travel Allowance	0.63
7.	Total	8.40

In addition, he is eligible to draw a variable pay up to 33% of the fixed pay (payable annually), employee provident fund, gratuity, conveyance facilities and reimbursement of all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business/affairs of the Company.

Sameer Kamlesh Merchant is also entitled to receive remuneration of up to ₹3.60 million per annum in Fiscal Year 2025 from one of our subsidiaries i.e., Bizdent Devices Private Limited.

Employment Agreements between our Company and Directors

Except for the employment agreements dated August 14, 2024 between our Company and Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant, as on the date of this DRHP, there are no employment agreements between our Company and our Directors.

3. Remuneration paid to our Non – Executive, (Nominee) Non-Independent Directors

None of our non-executive directors were paid any remuneration for the Fiscal Year 2024.

4. Remuneration paid to our Independent Directors

Pursuant to the Board resolution dated August13, 2024, our Independent Directors will receive ₹0.04 million for each meeting of our Board and ₹0.02 million for attending each meeting of any committee of our Board, as well as commission as may be approved by the Board from time to time, subject to the limits and necessary approvals as required under applicable laws. Pursuant to the shareholders' resolution dated August 16, 2024, our Independent Directors, Anjana Rajendra Grewal, Rajesh Shashikant Dalal, and Devesh Ghanshyam Chawla, are eligible to receive annual compensation from Fiscal Year 2024 to Fiscal Year 2029. Anjana Rajendra Grewal and Rajesh Shashikant Dalal are each entitled to receive commission of up to ₹1.5 million per annum, and Devesh Ghanshyam Chawla is entitled to receive commission of up to ₹0.75 million per annum. This compensation includes sitting fees but excludes reimbursement of expenses.

Our Independent Directors were not paid any remuneration for the Fiscal Year 2024, as they were appointed in the current Fiscal Year.

Deferred or contingent compensation

There is no deferred or contingent compensation payable to any of our Directors for the Fiscal Year 2025.

Remuneration from Subsidiaries

None of our Directors have been paid any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the year during the Fiscal Year 2024. For more information, see "- *Appointment details of our Chairperson and Whole-Time Director*" and "-*Appointment details of our Managing Director and Chief Executive Officer*" on page 303 and 303.

Shareholding of our Directors in our Company

Our Articles of Association do not require the Directors to hold any qualification shares.

For details of the shareholding of our Directors in our Company, see "*Capital Structure"* on page 107.

None of our Directors hold or were granted any employee stock options.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

Except for Sumona Chakraborty, none of our Directors have presently been appointed or selected as a Director pursuant to any arrangement or understanding with our major shareholders, customers, suppliers, or others. For details, see "*History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Senior Management, Director, Promoters or any other employee*" on page 286.

Except for the employment agreements dated August 14, 2024 entered into between our Company, Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant, there are no contracts appointing or fixing the remuneration of the Directors of our Company entered into within, or prior to the two years immediately preceding the date of this Draft Red Herring Prospectus.

Interest of Directors

All of our Directors may be deemed to be interested to the extent of (i) sitting fees, if any, payable to them for attending meetings of our Board and committees of our Board and other remuneration or commission, if any, payable or reimbursement of expenses to them under our Articles of Association or to the extent of services rendered as an officer or employee of our Company, (ii) Equity Shares, if any, already held by them or their relatives or any firms, companies and trusts in which our Directors are interested as a director, member, partner or trustee, in our Company, or that may be Allotted to them in the Offer in terms of the Red Herring Prospectus and any dividend payable to them and other benefits arising out of such shareholding, (iii) transactions entered into in the ordinary course of business with companies in which our Directors hold directorship, (iv) their directorships on the board of directors of, and/or their shareholding in our Company, (v) inter-corporate loans provided by them to our Company and/or its Subsidiaries and (vi) their directorship on the board of directors of, and/or their shareholding in our Company, Subsidiaries and our Group Companies, as applicable.

Our Non-Executive, Non-Independent (Nominee) Director may be interested in our Company to the extent of the shareholding of the Investor Selling Shareholder in our Company.

Except for Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant who are Promoters of our Company, none of our Directors are interested in the promotion or formation of our Company.

Except for any dividend that may be payable to Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant, in their capacity as a shareholder of our Company, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as a Director of our Company.

Except the extent of their participation in the Offer as Selling Shareholders, there is no material existing or anticipated transaction whereby any of our Directors will receive any portion of the proceeds from the Offer as on the date of this DRHP. For more information on the Selling Shareholders, see "*The Offer*" on page 86.

Except for the employment agreement dated August 14, 2024 entered into between our Company, Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant, and statutory entitlements for benefits given upon termination of their employment in our Company or retirement, none of our Directors is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as stated under "*-Appointment details of our Chairperson and Whole-Time Director*" and "*-Appointment details of our Managing Director and Chief Executive Officer*" on page 303 and 303, respectively, none of our Directors is a party to any bonus or profit-sharing plan by our Company.

Except as stated below, none of our Directors have any interest in any property acquired by our Company preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or of our Company:

a. Our Company has sold its property to Siddhileela Properties, a partnership firm and a related party of our Company by virtue of Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant being interested in the capacity of partners in such firm, for a consideration of ₹101.00 million, on an arm's length basis;

b. Our Company has sold its property to ASY Properties LLP, a limited liability partnership and a related party of our Company by virtue of Rajesh Khakhar and Sameer Kamlesh Merchant being interested in the capacity of designated partner in such limited liability partnership, for a consideration of ₹96.00 million, on an arm's length basis.

None of our Directors are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.None of our Directors have any interest in our business other than as disclosed in this section and in "*Our Promoters and Promoter Group*", "*Our Group Company*" and "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*", on pages 324, 456 and 382, respectively.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No loans have been availed by our Directors from our Company. For more information see, "*Financial Indebtedness*" and "*History and Certain Corporate Matters - Guarantees given by the Promoters*" on page 435 and 298, respectively.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges in India during their tenure in such company.

None of our Directors is or was a director of any company which has been or was delisted from any stock exchange in India during their tenure in such company.

None of our Directors is connected with Frost & Sullivan (India) Private Limited, which has prepared the F&S report exclusively for the purpose of the Offer. The report incorporates publicly available information and other industry publications and sources. For further details, please refer to "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 16.

Our Directors are not interested in, and there is no conflict of interest with any suppliers of raw materials and third-party service providers (which are crucial for operations of the Company).

Our Directors are not interested in, and there is no conflict of interest with any lessor of any immovable properties (which are crucial for operations of the Company).

Changes in our Board during the Last Three Years

The changes in our Board in the three immediately preceding years are set forth below:

S. No.	Name	Effective Date of Appointment/ Cessation	Reason
1.	Sunny Sharma	August 28, 2023	Resigned as Nominee Director
2.	Sumona Chakraborty	August 30, 2023	Appointed as Non-Executive, Non-Independent (Nominee) Director*
3.	Hasmukh Vrajlal Khakhar	April 20, 2024	Resigned as Director
4.	Jigna Rajesh Khakhar	April 20, 2024	Resigned as Director
5.	Parag Jamnadas Bhimjiyani	April 20, 2024	Resigned as Director
6.	Amrish Mahendra Desai	April 27, 2024	Resigned as Director
7.	Rajesh Shashikant Dalal	July 20, 2024	Appointed as Non-Executive, Independent Director^
8.	Anjana Rajendra Grewal	July 20, 2024	Appointed as Non-Executive, Independent Director^
9.	Devesh Ghanshyam Chawla	July 20, 2024	Appointed as Non-Executive, Independent Director^
10.	Rajesh Vrajlal Khakhar	August 13, 2024	Designated as Chairperson and Whole-Time Director
11.	Sameer Kamlesh Merchant	August 13, 2024	Designated as Managing Director and Chief Executive Officer
12.	Sumona Chakraborty	September 3, 2024	Reappointed as Non-Executive, Non-Independent (Nominee) Director

**Regularised on September 21, 2023*
^Regularised on August 16, 2024

Borrowing Powers of our Board

Pursuant to our Articles of Association, Board resolution dated August 9, 2024 and Shareholders resolution dated August 16, 2024, subject to applicable laws, our Board is authorised to borrow in any manner from time to time any sum or sums of monies at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by us together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from our bankers in the ordinary course of our business), from the financial institutions, our bankers and/or from any person or persons, firms, bodies corporate whether by way of loan, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose and securities premium, provided that the maximum amount of money so borrowed by our Board and outstanding at any one time shall not exceed the sum of ₹ 1,500 million.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, stakeholder's relationship committee, nomination and remuneration committee and risk management committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations and in accordance with corporate governance practices. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time.

Audit Committee

The members of our Audit Committee are:

Name of the Directors	Designation	Designation in Committee
Devesh Ghanshyam Chawla	Non-Executive, Independent Director	Chairperson
Rajesh Shashikant Dalal	Non-Executive, Independent Director	Member
Anjana Rajendra Grewal	Non-Executive, Independent Director	Member
Sameer Kamlesh Merchant	Managing Director and Chief Executive Officer	Member

Our Audit Committee was constituted by our Board pursuant to a resolution dated August 7, 2024. The terms of reference of the Audit Committee were approved by our Board pursuant to a resolution dated August 7, 2024.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as disclosed below:

(a) Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- (i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- (ii) changes, if any, in accounting policies and practices and reasons for the same;
- (iii) major accounting entries involving estimates based on the exercise of judgment by management;
- (iv) significant adjustments made in the financial statements arising out of audit findings;
- (v) compliance with listing and other legal requirements relating to financial statements;
- (vi) disclosure of any related party transactions;
- (vii) modified opinion(s) in the draft audit report;

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall recuse themselves on the discussions related to related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(k) Scrutiny of inter-corporate loans and investments;

(l) Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.

(m) Evaluation of internal financial controls and risk management systems;

(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(p) Discussion with internal auditors of any significant findings and follow up thereon;

(q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(t) To review the functioning of the whistle blower mechanism;

(u) Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(v) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable law, as and when amended from time to time;

(w) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(x) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

(y) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(z) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(aa) Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

(bb) Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

(cc) To consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and its shareholders, and provide comments;

(dd) Reviewing:

   (i) Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

   (ii) Any material default in financial obligations by the Company;

   (iii) Any significant or important matters affecting the business of the Company; and

(ee) Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI

Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee is required to meet at least four times in a year with a maximum interval of 120 days between two meetings in accordance with the SEBI Listing Regulations. The quorum for Audit Committee meeting shall either be two members or one third of the members of the Audit Committee, whichever is greater, with at least two Independent Directors. The Audit Committee has the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by our Board for such purpose.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Name of the Directors	Designation	Designation in Committee
Rajesh Shashikant Dalal	Non-Executive, Independent Director	Chairperson
Devesh Ghanshyam Chawla	Non-Executive, Independent Director	Member
Sumona Chakraborty	Non-Executive, Non-Independent (Nominee) Director	Member

The Nomination and Remuneration Committee was constituted by our Board pursuant to a resolution dated August 7, 2024. The terms of reference of the Nomination and Remuneration Committee were approved by our Board pursuant to a resolution dated August 7, 2024.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, Regulation 19 of the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(i) use the services of an external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(c) Formulating criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on diversity of Board;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) Recommending to the board, all remuneration, in whatever form, payable to senior management;

(h) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(i) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

(k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(l) Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;

(m) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

(n) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law;

(o) Perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(p) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;

(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(iii) Date of grant;

(iv) Determining the exercise price of the option under the ESOP Scheme;

(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) the vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;

(xii) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(xiii) The procedure for cashless exercise of options;

(xiv) Forfeiture/ cancellation of options granted;
(xv) arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.

(xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(q) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(r) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

(s) Performing such other functions as may be necessary or appropriate for the performance of its duties.

The Nomination and Remuneration Committee is required to meet at least once every year in accordance with the SEBI Listing Regulations. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee whichever is greater, with a minimum of one independent director present.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Name of the Directors	Designation	Designation in Committee
Devesh Ghanshyam Chawla	Non-executive, Independent Director	Chairperson
Rajesh Vrajlal Khakhar	Chairperson and Whole-Time Director	Member
Sameer Kamlesh Merchant	Managing Director and Chief Executive	Member

	Officer	

The Stakeholders' Relationship Committee was constituted by our Board pursuant to a resolution dated August 7, 2024. The terms of reference of the Stakeholders' Relationship Committee were approved by our Board pursuant to a resolution dated August 7, 2024.

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(b) Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

(c) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(d) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

(e) Review of measures taken for effective exercise of voting rights by shareholders;

(f) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

(g) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(h) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

(i) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(j) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law or by any regulatory authority and as may be necessary or appropriate for the performance of its duties.

The Stakeholders' Relationship Committee is required to meet at least once in a year in accordance with the SEBI Listing Regulations.

Risk Management Committee

The members of the Risk Management Committee are:

Name of the Directors	Designation	Designation in Committee
Sameer Kamlesh Merchant	Managing Director and Chief Executive Officer	Chairperson
Sumona Chakraborty	Non-Executive, Non-Independent	Member

Name of the Directors	Designation	Designation in Committee
	(Nominee) Director	
Rajesh Shashikant Dalal	Non-Executive, Independent Director	Member
Dharmesh Bhupendra Dattani	Chief Financial Officer	Member

The Risk Management Committee was constituted by our Board pursuant to a resolution dated August 7, 2024. The terms of reference of the Risk Management Committee were approved by our Board pursuant to a resolution dated August 7, 2024. Its terms of reference are as disclosed below:

(a) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall include:

(i) A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

(ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

(iii) Business continuity plan.

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

(f) To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

(g) To review the status of the compliance, regulatory reviews and business practice reviews;

(h) To approve the process for risk identification and mitigation;

(i) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

(j) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;
(k) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(l) To consider the effectiveness of decision making process in crisis and emergency situations;

(m) To balance risks and opportunities;

(n) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(o) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(p) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(q) To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

(r) To implement and monitor policies and/or processes for ensuring cyber security;

(s) To review and recommend potential risk involved in any new business plans and processes;

(t) To review the Company's risk-reward performance to align with the Company's overall policy objectives;

(u) To monitor and review regular updates on business continuity;

(v) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(w) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;

(x) To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority. Further, the Risk Management Committee shall meet at least twice in a year and the gap between two consecutive meetings shall not be more than 210 days or as prescribed under the applicable law. The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee whichever is greater, with a minimum of one member of the Board of Directors in place.

IPO Committee

The members of the IPO Committee are:

Name of the Directors	Designation	Designation in Committee
Rajesh Vrajlal Khakhar	Chairperson and Whole-Time Director	Chairperson
Sameer Kamlesh Merchant	Managing Director and Chief Executive Officer	Member
Sumona Chakraborty	Non-Executive, Non-Independent (Nominee) Director	Member

The IPO Committee was constituted by our Board pursuant to a resolution dated August 7, 2024. The terms of reference of the IPO Committee were approved by our Board pursuant to a resolution dated August 7, 2024. Its terms of reference are as disclosed below:

(a) To decide, negotiate and finalize, in consultation with the book running lead managers appointed in relation to the Offer (the "**BRLMs**"), all matters regarding the pre-IPO placement, if any, out of the fresh issue of Equity Shares by the Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with investors;

(b) To amend the terms of participation by the selling shareholders in the offer for sale;

(c) To approve amendments to the memorandum of association and the articles of association of the Company;

(d) To take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s) for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale including the quantum in terms of number of Equity Shares/amount offered by the selling shareholders in the Offer, allowing revision of the offer for sale portion in case any selling shareholder decides to revise it, in accordance with the applicable laws;

(e) To decide on other matters in connection with or incidental to the Offer, including the pre-IPO placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**");

(f) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**") and the prospectus ("**Prospectus**") as applicable;

(g) To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, together with any summaries thereof and take all such actions as may be necessary for the submission, filing and/or withdrawal of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws;

(h) To appoint and enter into and terminate arrangements with the BRLMs, and appoint and enter into and terminate arrangements, in consultation with the BRLMs, with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditors, independent chartered accountants, advertising agency, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the engagement letter with the BRLMs and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLMs and the selling shareholders, if any;

(i) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;

(j) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

(k) To authorise the maintenance of a register of holders of the Equity Shares;

(l) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, vendors, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

(m) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(n) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(o) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

(p) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

(q) To approve codes of conduct as may be considered necessary or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

(r) To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the applicable laws, including the SEBI Listing Regulations and the uniform listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

(s) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforestated documents;

(t) To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other applicable laws, in consultation with the relevant intermediaries appointed for the Offer;

(u) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

(v) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

(w) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

(x) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

(y) authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;

(z) authorizing any officers (the "**Authorized Officers**"), for and on behalf of the Company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the uniform listing agreements with the relevant stock exchanges, the registrar's agreement, the depositories agreements, the offer agreement with the Selling Shareholders and the book running lead managers (and other entities as appropriate), the underwriting agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, and any agreement or document in connection with any pre-IPO placement (including any placement agreement, escrow agreement and Offer documentation), with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the book running lead managers, syndicate members, placement agents, registrar to the Offer, bankers to the Offer, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(aa) To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

(bb) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

(cc) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

(dd) To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with applicable laws and in consultation with the BRLMs; and

(ee) To delegate any of its powers set out under (a) to (w) hereinabove, as may be deemed necessary and permissible under applicable laws to the officials of the Company.

In addition to the above, our Company has also constituted Corporate Social Responsibility Committee.

The members of the Corporate Social Responsibility Committee are:

Name of the Directors	Designation	Designation in Committee
Rajesh Vrajlal Khakhar	Chairperson and Whole-Time Director	Chairperson
Sameer Kamlesh Merchant	Managing Director and Chief Executive Officer	Member
Anjana Rajendra Grewal	Non-Executive, Independent Director	Member

The Corporate Social Responsibility Committee was constituted by our Board pursuant to a resolution dated August 7, 2024. The terms of reference of the Corporate Social Responsibility Committee were approved by our Board pursuant to a resolution dated August 7, 2024. Its terms of reference are as disclosed below:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;

(c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(d) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) To do such other acts, deeds and things as may be required to comply with the applicable laws;

(h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(i) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

  (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

  (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

  (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

  (iv) monitoring and reporting mechanism for the projects or programmes; and

  (v) details of need and impact assessment, if any, for the projects undertaken by the Company; and

(j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

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Management Organisation Structure

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Key Managerial Personnel of our Company

In addition to Rajesh Vrajlal Khakhar, the Chairperson and Whole-time Director and Sameer Kamlesh Merchant, the Managing Director and Chief Executive Officer of our Company, whose details are provided in *"Our Management – Brief Biographies of our Directors"* on page 302, the details of our other Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Dharmesh Bhupendra Dattani is one of the Promoters and is the Chief Financial Officer of our Company. He was appointed as the Chief Financial Officer of our Company, with effect from July 20, 2024, pursuant to the board resolution dated July 20, 2024. He was paid remuneration of ₹ 3.90 million for the Fiscal Year ended on March 31, 2024. He obtained his bachelor's degree of commerce from the University of Bombay. He is a qualified chartered accountant of the Institute of Institute of Chartered Accounts of India. He has more than 15 years of experience. Prior to joining our Company, he was associated with Enterprise Nexus Communication Private Limited, Federal Express India Private Limited (Fedex Express). He has been associated with our Company since 2008.

Nupur Joshi is the Company Secretary and Compliance Officer of our Company. She was appointed as the Company Secretary and the Compliance Officer of our Company, with effect from July 20, 2024, pursuant to the board resolution dated July 20, 2024. She was not paid any remuneration for the Fiscal Year ended on March 31, 2024. She has passed the final examinations for a bachelor's degree in commerce (Hons.), a master's degree in business administration, and a bachelor's degree in law from Jai Naryan Vyas University. She is a qualified Company Secretary from the Institute of Company Secretaries of India. She has more than six years of experience in managing company secretarial functions. Prior to joining out Company, she was associated with Kalpatru Power Transmission Limited and Makarand M. Joshi and Company. She has been associated with our Company since 2024.

Senior Management of our Company

In addition to Dharmesh Bhupendra Dattani and Nupur Joshi, who are the Chief Financial Officer and Company Secretary and the Compliance Officer of our Company, respectively, whose details are provided in "*Key Managerial Personnel*" on page 321, the details of our other Senior Management are set out below:

Amrish Mahendrabhai Desai is the Vice-President, Head of Operations, USA & India of the international dental laboratory, laboratory division of our Company. He has been associated with our Company since 2008. He was appointed as the Vice-President, Head of Operations, USA & India of the international dental laboratory, laboratory division of our Company, with effect from April 2, 2024 and was identified as Senior Management with effect from August 9,2024, pursuant to the board resolution dated August 9, 2024. He received remuneration of ₹ 10.90 million (the remuneration amount reflects the conversion rate of USD to INR as of March 31, 2024) from our Subsidiary, Laxmi Dental Lab USA Inc., for the Fiscal Year ended on March 31, 2024.

Sarfaraz Nasir Merchant is the Vice-President, Head of Operations of the domestic dental laboratory, laboratory division of our Company. He has been associated with our Company since 2012. He was appointed as the Vice-President, Head of Operations of the domestic dental laboratory, laboratory division of our Company, with effect from April 1, 2024 and was identified as Senior Management with effect from August 9, 2024, pursuant to the board resolution dated August 9, 2014. He has completed dental mechanic Course from SDM College of Dental Sciences & Hospital, Dharwad. He was paid remuneration of ₹ 1.76 million for the Fiscal Year ended on March 31, 2024.

Arun B John is the Vice-President, Sales of the aligner division of our Company. He has been associated with our Company since 2020. He was appointed as the Vice-President, Sales of the aligner division of our Company, with effect from April 1, 2024 and was identified as Senior Management with effect from August 9, 2024, pursuant to the board resolution dated August 9, 2024. He obtained a master's degree of business administration from Madurai Kamaraj University. Prior to joining our Company he was associated with DentaCare Dental Lab Private Limited. He received remuneration of ₹ 0.18 million from our Company and ₹ 4.25 million Bizdent Devices Private Limited, for the Fiscal Year ended on March 31, 2024.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management and Directors

Except for Dharmesh Bhupendra Dattani, who is the brother in law of Rajesh Vrajlal Khakhar, none of our Key Managerial Personnel and Senior Management are related to each other or to our Directors.

Shareholding of Key Managerial Personnel and Senior Management

For details of the shareholding of our Key Managerial Personnel and Senior Management in our Company, see "*Capital Structure"* on page 107.

Bonus or Profit-Sharing Plan of our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management were selected as members of our management. For details, see "*History and Certain Corporate Matters - Agreements with Key Managerial Personnel, Senior Management, Director, Promoters or any other employee*" on page 286.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in *Our Management* and *Our Promoter and Promoter Group* sections of this DRHP, none of our Key Managerial Personnel and Senior Management have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, and (ii) inter-corporate loans provided by them to our Company and/or its Subsidiaries and (iii) the Equity Shares held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

None of our Key Managerial Personnel and Senior Management have been paid any consideration of any nature by our Company other than remuneration in the ordinary course of their employment.

Except for Dharmesh Bhupendra Dattani who is one of the Promoters of our Company, none of our Key Managerial Personnel and Senior Management are interested in the promotion of our Company.

Except the extent of their participation in the Offer as Selling Shareholders, there is no material existing or anticipated transaction whereby any of our Key Managerial Personnel and Senior Management will receive any portion of the proceeds from the Offer as on the date of this DRHP. For more information on the Selling Shareholders, see "*The Offer*" on page 86.

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company. For more information see, "*Financial Indebtedness*" and "*History and Certain Corporate Matters - Guarantees given by the Promoters*" on page 435 and 298, respectively.

Other than as disclosed in "*Terms of appointment of our Directors*", "*Key Managerial Personnel of our Company" and "Senior Management of our Company"* on pages 303, 321, and 321, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel and Senior Management (including contingent or deferred compensation) in all capacities in the Fiscal Year 2024. Further, there is no deferred or contingent compensation payable to any of our Key Managerial Personnel and Senior Management for the Fiscal Year 2025.

Changes in the Key Managerial Personnel and Senior Management during the Last Three Years

Except as provided in *"- Changes in our Board during the Last Three Years*" on page 306, the changes in our Key Managerial Personnel or Senior Management in the three immediately preceding years are set forth below:

Name	Designation	Date of Change	Reason for Change
Kartik Shah	Company Secretary	January 3, 2022	Appointed as Company Secretary
Kartik Shah	Company Secretary	July 20, 2024	Resigned as Company Secretary
Nupur Joshi	Company Secretary and Compliance Officer	July 20, 2024	Appointed as Company Secretary and Compliance Officer
Dharmesh Bhupendra Dattani	Chief Financial Officer	July 20, 2024	Redesignated as Chief Financial Officer
Amrish Mahendrabhai Desai	Vice-President, Head of Operations, USA & India	April 2, 2024, 2024	Designated as Vice-President, Head of Operations, USA & India
Sarfaraz Nasir Merchant	Vice-President, Head of Operations	April 1, 2024, 2024	Designated as Vice-President, Head of Operations
Arun B John	Vice-President, Sales	April 1, 2024, 2024	Designated as Vice-President, Sales

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Payment or Benefit to Key Managerial Personnel and Senior Management

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration and any employee stock options, for services rendered as officers of our Company and other than as disclosed in "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*", "*Our Management – Interest of Directors*", "*Capital Structure – Laxmi Dental Stock Option Scheme 2024*" on page 382, 304 and 129.

Other than statutory benefits upon termination of their employment in our Company on retirement, none of our Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Employee Stock Option/Purchase Schemes

For details on the ESOP Scheme and employee stock options held by our Key Managerial Personnel and Senior Management, see "*Capital Structure – Laxmi Dental Stock Option Scheme 2024*" on page 129.

Other Confirmations

Our KMPs are not interested in, and there is no conflict of interest with any suppliers of raw materials and third-party service providers (which are crucial for operations of the Company).

Our KMPs are not interested in, and there is no conflict of interest with any lessor of any immovable properties (which are crucial for operations of the Company).

None of our KMPs is connected with Frost & Sullivan (India) Private Limited, which has prepared the F&S report exclusively for the purpose of the Offer. The report incorporates publicly available information and other industry publications and sources. For further details, please refer to "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 16.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant and Dharmesh Bhupendra Dattani.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 18,726,178 Equity Shares of face value of ₹2, representing 36.19 % of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. For details, please see "*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in the Company – Build-up of the Promoters' and Selling Shareholders' shareholding in our Company*" beginning on page 119. For further details on shareholding of the members of our Promoter Group in our Company, see "*Capital Structure – Details of shareholding of our Promoters and Promoter Group in our Company*" on page 119.

Details of our Promoters

1. Rajesh Vrajlal Khakhar

Rajesh Vrajlal Khakhar, aged 55 years, is one of our Promoters and is also the Chairperson and Whole-time Director on our Board. For the complete profile of Rajesh Vrajlal Khakhar along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 300.

His permanent account number is AAHPK4847J.

As on date of this Draft Red Herring Prospectus, Rajesh Vrajlal Khakhar individually holds 9,491,130 Equity Shares of face value of ₹2 representing 18.34 % of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

2. Sameer Kamlesh Merchant

Sameer Kamlesh Merchant, aged 41 years, is one of our Promoters and is also the Managing Director and Chief Executive Officer on our Board. For the complete profile of Sameer Kamlesh Merchant along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 300.

His permanent account number is AHZPM1271H.

As on date of this Draft Red Herring Prospectus, Sameer Kamlesh Merchant individually holds 9,100,530 Equity Shares of face value of ₹2 representing 17.59 % of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

3. Dharmesh Bhupendra Dattani

Dharmesh Bhupendra Dattani, aged 47 years, is one of our Promoters and is also the Chief Financial Officer of our Company. For the complete profile of Dharmesh Bhupendra Dattani along with details of his educational qualifications, professional experience, position / posts held in the past, other ventures and special achievements, see "*Our Management – Key Managerial Personnel of our Company*" on page 300.

Details of his date of birth and address are as follows:

Date of Birth: September 29, 1976

Address: 1302, Krishna Heritage, Near Kala Hanuman Temple, MG Road, Kandivali West, Mumbai 400 067, Maharashtra, India

Dharmesh Bhupendra Dattani is a director of the following companies: Nil

As on date of this Draft Red Herring Prospectus, Dharmesh Bhupendra Dattani individually holds 1,34,518 Equity Shares of face value of ₹2 representing 0.26% of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

Our Company confirms that the permanent account numbers, bank account numbers, Aadhaar numbers, driving license numbers and passport numbers, as applicable, of our Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in control of our Company

Except for Dharmesh Bhupendra Dattani, our Promoters are the original Promoters of our Company. There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Interests of Promoters and Related Party Transactions

Our Promoters are interested in our Company to the extent that they are the Promoters of our Company and to the extent of their respective shareholding in our Company, Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant's directorships, and Dharmesh Bhupendra Dattani, being a Key Managerial Personnel in our Company and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company, the shareholding of the Promoter's relatives in our Company, or the shareholding of entities in which our Promoters are interested, in our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure – Details of shareholding of our Promoters and Promoter Group in our Company*" beginning on page 119.

Further, our Promoters are also directors on the boards or are shareholders, kartas, trustees, proprietors, members or partners of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" beginning on page 382.

Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant and Dharmesh Bhupendra Dattani may also be deemed to be interested to the extent of remuneration, benefits, reimbursement of expenses, sitting fees and commission payable to them as Directors on our Board and as the Chief Financial Officer of our Company, as applicable. For further details, see "*Our Management – Interest of Directors*" and "*Our Management – Interest of Key Management Personnel and Senior Management"* beginning on page 304 and 322 respectively.

None of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Other than our Promoter Sameer Kamlesh Merchant who has interest in Bizdent Devices Private Limited, Laxmi Dental Lab USA Inc., Signature Smiles Dental Clinic Private Limited and Rich Smile Design LLP and Rajesh Vrajlal Khakhar who has interest in Bizdent Devices Private Limited, Laxmi Dental Lab USA Inc. and Signature Smiles Dental Clinic Private Limited, none of our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Promoters are not interested in, and there is no conflict of interest with any suppliers of raw materials and third-party service providers (which are crucial for operations of the Company).

Our Promoters are not interested in, and there is no conflict of interest with any lessor of any immovable properties (which are crucial for operations of the Company).

Experience of the Promoters in the business of our Company

Our Promoters have adequate experience in the business activities currently undertaken by our Company. Our Company do not intend to venture into any new line of business.

Other ventures of our Promoters

None of our Promoters are involved in any other ventures.

Companies or firms from which our Promoters have disassociated in the last three years

None of our Promoters have disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus.

Payment or Benefits to Promoters or members of Promoter Group

Except as disclosed herein and as stated in *"Our Management" and* "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" at page 300 and 382, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Material Guarantees given by our Promoters to third parties

Except for as disclosed in *"History and Certain Corporate Matters- Guarantees given by the Promoters"*, as on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to Equity Shares of the Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoters, are as follows:

S. No.	Name of Promoter	Name of Promoter Group Member	Relationship with Promoter (as defined under the Companies Act, 2013)
1.	Rajesh Vrajlal Khakhar	Lilaben Vrajlal Khakhar	Mother
		Jigna Rajesh Khakhar	Spouse

S. No.	Name of Promoter	Name of Promoter Group Member	Relationship with Promoter (as defined under the Companies Act, 2013)
		Parth Rajesh Khakhar	Son
		Siddhi Rajesh Khakhar	Daughter
		Sanjay Vrajlal Khakhar	Brother
		Hasmukh Vrajlal Khakhar	Brother
		Rupal Parag Bhimjiyani	Sister
		Sonal A. Desai	Sister
		Bhavna Bhupendra Dattani	Spouse's Mother
		Dharmesh Bhupendra Dattani	Spouse's Brother
2.	Sameer Kamlesh Merchant	Kamlesh Mulraj Merchant	Father
		Bhavi Sameer Merchant	Spouse
		Yuvraj Merchant	Son
		Rajveer Merchant	Son
		Kunal K Merchant	Brother
		Nikita K. Merchant	Sister
		Rajendra Amritlal Gandhi	Spouse's Father
		Jagruti Rajendra Gandhi	Spouse's Mother
		Ruchi Vishal Jhaveri	Spouse's Sister
3.	Dharmesh Bhupendra Dattani	Bhavna Bhupendra Dattani	Mother
		Neepa Dharmesh Dattani	Spouse
		Khushi Dattani	Daughter
		Jinal Dattani	Daughter
		Jigna Rajesh Khakhar	Sister
		Geetaben Hariyani	Spouse's Mother
		Umesh Dolatrai Thakker	Spouse's Brother
		Chetan Dolatrai Thakker	Spouse's Brother

Entities forming part of the Promoter Group

The entity forming part of our Promoter Group is as follows:

S. No.	Name of the Entity
1.	ASY Properties LLP
2.	Siddhileela Properties
3.	Laxmi Dental International Private Limited*

**Laxmi Dental International Private Limited is under the process of strike off and has filed form STK-2.*

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act together with the applicable rules issued thereunder. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, acquisitions, overall financial condition of our Company and restrictive covenants of our financial arrangements. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business. Our Company has adopted a policy on dividend distribution ("**Dividend Policy**") pursuant to a resolution of the Board dated August 9, 2024. Please also see, *"Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements."* on page 62. In terms of the Dividend Policy, the dividend pay-out, if any, shall be determined by the Board after taking into account a number of financial parameters, including the internal factors and external factors, the profitable growth of the Company, earning stability and outlook, accumulated reserves, business cycles, economic environment, and industry outlook.

No dividends have been declared and paid by the Company on the Equity Shares and the Preference Shares as per the Restated Consolidated Financial Information and till the date of filing of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

Independent Auditors Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 and Restated Consolidated Statement of Profits and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other Explanatory Information for years ended March 31, 2024, March 31, 2023 and March 31, 2022 of Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited) (collectively, the "Restated Consolidated Financial Information")

The Board of Directors
Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited)
Office No. 103, Akruti Arcade, J.P. Road,
Opposite A.H. Wadia High School, Andheri West,
Mumbai City, Mumbai,
Maharashtra, India, 400058.

Dear Sirs/ Madams,

1. We, M S K A & Associates, Chartered Accountants, ("We" or "Us" or "Our" or "the Firm") have examined the Restated Consolidated Financial Information of **Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited)** (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group"), its jointly controlled entity which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Restated Consolidated Financial Information"), annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 2 each ("Offer"). The Restated Consolidated Financial Information, which have been approved by the board of directors of the Company (the "Board of Directors") at their meeting held on September 05, 2024, and have been prepared by the Company in accordance with the requirements of:

   a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations");

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note"); and

   d) Email dated October 28, 2021 from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers of India ("SEBI Communication")

2. The Company's Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") in connection with the Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2.1 of the Restated Consolidated Financial Information. The respective Board of Directors of the

Companies included in the Group and its jointly controlled entity are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the respective restated financial information, which have been used for the purpose of preparation of these Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

3. We have examined the Restated Consolidated Financial Information taking into consideration:

a) The terms of reference and our engagement agreed with you vide our engagement letter dated July 1, 2024 in connection with the Offer.

b) The Guidance Note read with SEBI Communication. The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication in connection with the Offer.

4. The Restated Consolidated Financial Information have been compiled by the management from:

a. Audited Ind AS consolidated financial statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2024, prepared in accordance with Indian Accounting Standard (Ind AS), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India (Ind AS Consolidated Financial Statements), and have been approved by the Board of Directors at their meeting held on September 03, 2024.

b. Audited special purpose consolidated financial statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2023, prepared by the management in accordance with the basis of preparation, as set out in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on September 03, 2024; and

c. Audited special purpose consolidated financial statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2022, prepared by the management in accordance with the basis of preparation, as set out in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on September 03, 2024; and

Audited special purpose consolidated financial statement of the Group and its jointly controlled entity as at and for the year ended March 31, 2023, and audited special purpose consolidated financial statement of the Group and its jointly controlled entity as at and for the year ended March 31, 2022, together is referred as "Audited Special Purpose Consolidated Financial Statements".

The Audited Special Purpose Consolidated Financial Statements have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at and for year ended March 31, 2024, in accordance with Ind AS, pursuant to the SEBI Communication.

d. Audited IND AS Consolidated Financial Statements and Special Purpose Consolidated Financial Statements referred to in paragraph (a), (b) and (c) above includes financial statements and other financial information in relation to the Company's subsidiaries, as listed below, which are audited by component auditor;

Name of the Entity	Relationship	Name of the Component Auditor
Signature Smiles Dental Clinic Pvt. Ltd.	Subsidiary	Arvind Baid & Associates
Laxmi Dental Lab USA Inc	Subsidiary	Arvind Baid & Associates
Rich Smile Design LLP	Subsidiary	Arvind Baid & Associates
Diverse Dental Lab LLC	(Subsidiary of Laxmi Dental Lab USA Inc)	Arvind Baid & Associates
Illusion Dental Lab USA Inc.	(Subsidiary of Laxmi Dental Lab USA Inc)	Arvind Baid & Associates
Techlab Consulting LLP*	Subsidiary	Arvind Baid & Associates

*Dissolved in March 2024

5. For the purpose of our examination, we have relied on:

a) Auditor's report issued by us dated September 03, 2024 on the IND AS Consolidated Financial Statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2024 as referred in Para 4(a) above;

b) Auditor's report issued by us dated September 03, 2024 on the special purpose consolidated financial statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2023, as referred in Para 4 (b) above;

c) Auditor's report issued by us dated September 03, 2024 on the special purpose consolidated financial statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2022, as referred in Para 4 (c) above; and

d) As informed to us by the management, Abhay Subhash & Associates ("Predecessor Auditors") resigned as auditor due to pre occupation in other assignments and opportunities Further, as informed to us by the management, they did not hold a valid peer review certificate as issued by the 'Peer Review Board' of the Institute of Chartered Accountants of India and has therefore, expressed their inability to perform any work on restated consolidated financial information for the years ended March 31, 2023, and March 31, 2022. Accordingly, in accordance with SEBI ICDR Regulation, the Guidance Note and SEBI Communication, we have audited special purpose financial statements for the year ended March 31, 2023 and March 31, 2022 referred in 4(b) and 4(c) above and issued our special purpose audit report thereon.

e) The financial statement of the subsidiaries referred in paragraph 4(d) above is audited by the Arvind Baid & Associates (the "Component Auditor") and accordingly reliance is placed on the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 along with the Statement of Material Accounting Policies and other Explanatory Information ("2024/2023/2022 Restated Financial Information of the Components") examined by the Component Auditor. The Component Auditor vide its examination report have confirmed that the 2024/2023/2022 Restated Financial Information of the Components:

- have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed in the audited IND AS Consolidated Financial Statements of the Group and its jointly controlled entity as at and for the year ended March 31, 2024, as more fully described in Annexure VI - Statement of Adjustments to Restated Consolidated Financial Information in the Restated Consolidated Financial Information.

- There are no qualifications in the component auditors' reports on the audited financial statements of the components as at and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, which require any adjustments to the 2024/2023/2022 Restated Financial Information of the Components; and

- 2024/2023/2022 Restated Financial Information of the Components have been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

6. The audit reports issued by us referred in paragraph 5 included following matters:

Emphasis of Matter paragraphs with respect to our audit reports issued by us referred in paragraph 5(a)
We draw attention to Note 53 to the consolidated financial statements which state that trade receivable outstanding from one of it's related parties amounting to INR 151.34 million includes foreign currency receivable amounting to INR 64.97 million outstanding for a period of more than nine months as on March 31, 2024. This has resulted in non-compliances of various regulations, circulars and notifications issued under the Foreign Exchange Management Act, 1999 ("FEMA Regulations"). However, subsequent to March 31, 2024 the Company has collected entire balance outstanding for a period more than 9 months as on March 31, 2024. The aforesaid amount has been eliminated as a consolidation adjustment at the Group level since the amount receivable was from a Foreign Subsidiary of the Holding Company.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements paragraphs with respect to our audit reports issued by us referred in paragraph 5(a)

Reporting on Audit Trail

Based on our examination and based on consideration of report of other auditor on separate financial statements of its subsidiary incorporated in India, the accounting softwares used by the Group for maintaining its books of account during the year ended March 31, 2024 did not have a feature of recording audit trail (edit log) facility.

Other Matter Paragraph with respect to our audit reports issued by us referred in paragraph 5(a)

a) We did not audit the financial statements of six subsidiaries whose financial statements reflect total assets of INR 206.78 million as at March 31, 2024, total revenues of INR 397.69 million and net cash flows amounting to INR 4.13 million for the year ended on that date, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the these subsidiaries is based solely on the reports of the other auditors.

b) The comparative financial information of the Group and its jointly controlled entity for the year ended March 31, 2023 and the transition date opening balance sheet as at April 01, 2022 included in these consolidated financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act audited by the predecessor auditor whose report for the year ended March 31, 2023 and March 31, 2022 dated August 30, 2023 and September 6, 2022 respectively expressed an unmodified audit opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion on the consolidated financial statements is not modified in respect of these matters.

Emphasis of Matters paragraph with respect to our audit report issued by us referred in paragraph 5(b)

1. Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to Special Purpose Consolidated Financial Statements which describes the purpose and basis of accounting the Special Purpose Consolidated Financial Statements. These Special Purpose Consolidated Financial Statements are prepared by the management of the Holding Company and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of restated consolidated

financial information to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") in connection with its proposed initial public offering of equity shares of Holding Company as required by Section 26 of Part I of Chapter III of the Act, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.
Our report is intended solely for the use of Holding Company Board of Directors for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
Our opinion is not modified in respect of this matter.

2. **Compliances under Foreign Exchange Management Act Regulations**

We draw attention to Note 53 to the consolidated financial statements which state that trade receivable outstanding from one of it's related parties amounting to INR 128.39 million includes foreign currency receivable amounting to INR 43.12 million outstanding for a period of more than nine months as on March 31, 2023. This has resulted in non-compliances of various regulations, circulars and notifications issued under the Foreign Exchange Management Act, 1999 ("FEMA Regulations"). However, subsequent to March 31, 2023, the Company has collected entire balance outstanding for a period more than 9 months as on March 31, 2023. The aforesaid amount has been eliminated as a consolidation adjustment at the Group level since the amount receivable was from a Foreign Subsidiary of the Holding Company.
Our opinion is not modified in respect of this matter.

Other Matter Paragraph with respect to our audit reports issued by us referred in paragraph 5(b)

a) The Holding Company has prepared a separate set of Statutory Consolidated Financial Statements for the year ended March 31, 2023, in accordance with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India which were audited by Abhay Subhash & Associates ("Predecessor Auditors") who have issued a unmodified auditor's report to the members of the Holding Company dated August 30, 2023.

b) Since we were not the statutory auditors of the Company for the year ended March 31, 2023, we had not participated in the physical verification of inventories that was carried out by the management as of the year end. Accordingly, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit evidence Specific consideration for selected items" and have obtained sufficient appropriate evidence.

c) We did not audit the financial statements of six subsidiaries whose financial statements reflect total assets of INR 123.16 million as at March 31, 2023, total revenues of INR 370.07 million and net cash flows amounting to INR 0.86 million for the year ended on that date, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

d) As informed to us by the management of the Holding Company, the predecessor auditor do not hold a valid peer review certificate as issued by the 'Peer Review Board' of the ICAI and have therefore, expressed their inability to perform any work on the Restated Consolidated Financial information for the year ended March 31, 2023 to be included in Offer Documents. Accordingly, in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, and pursuant to SEBI Communication, we have audited the Special Purpose Consolidated Financial Statements of the Group for the year ended March 31, 2023.

e) These Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in DRHP in relation to proposed IPO. Hence these Special Purpose Consolidated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information. Accordingly, no comparative figures are also presented in these Consolidated Financial Statements.

   Our opinion is not modified in respect of these matters.

Emphasis of Matters paragraph with respect to our audit report issued by us referred in paragraph 5(c) Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to Special Purpose Consolidated Financial Statements which describes the purpose and basis of accounting the Special Purpose Consolidated Financial Statements. These Special Purpose Consolidated Financial Statements are prepared by the management of the Holding Company and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of restated consolidated financial information to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") in connection with its proposed initial public offering of equity shares of Holding Company as required by Section 26 of Part I of Chapter III of the Act, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

Our report is intended solely for the use of Holding Company Board of Directors for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our opinion is not modified in respect of this matter.

Other Matter Paragraph with respect to our audit reports issued by us referred in paragraph 5(c)

a) The Holding Company has prepared a separate set of Statutory Consolidated Financial Statements for the year ended March 31, 2022 in accordance with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India which were audited by Abhay Subhash & Associates ("Predecessor Auditors") who have issued a unmodified auditor's report to the members of the Holding Company dated September 6, 2022.

b) Since we were not the statutory auditors of the Company for the year ended March 31, 2022, we had not participated in the physical verification of inventories that was carried out by the management as of the year end. Accordingly, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit evidence Specific consideration for selected items" and have obtained sufficient appropriate evidence.

c) We did not audit the financial statements of six subsidiaries whose financial statements reflect total assets of INR 176.94 million as at March 31, 2022, total revenues of INR 353.79 million and net cash outflows amounting to INR 3.26 million for the year ended on that date, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Ind AS Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

d) These Special Purpose Consolidated Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in DRHP in relation to proposed IPO. Hence these Special Purpose Consolidated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information. Accordingly, no comparative figures are also presented in these Consolidated Financial Statements.

Our opinion is not modified in respect of these matters.

7. Based on the above and according to the information and explanations given to us and on reliance placed on examination report of the Component Auditor, we report that Restated Consolidated Financial Information:

    i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/reclassifications retrospectively in the financial years as at and for the years March 31, 2023 and March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024, as more fully described in Note 2.1 to the Restated Consolidated Financial Information;

    ii) does not contain any qualifications requiring adjustments. There are Emphasis of Matter paragraphs (refer paragraph 5(a), 5(b) and 5(c) above), which do not require any adjustment to the Restated Consolidated Financial Information; and

    iii) have been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

8. We have not audited any financial statements of the Group and its jointly controlled entity as at any date or for any period subsequent to March 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group and its jointly controlled entity as at any date or for any period subsequent to March 31, 2024.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

12. Our report is intended solely for use of the Board of Directors and for inclusion in the DRHP to be filed with the SEBI, BSE and NSE, as applicable in connection with the Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on the report.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Nitin Tiwari
Partner
Membership No. 118894
UDIN: 24118894BKGQJJ6447

Place: Mumbai
Date: September 05, 2024

Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
Annexure I
Restated Consolidated Statement of Assets and Liabilities
(All amounts are in INR million except per share data or as otherwise stated)

Particulars	Annexure VI Note	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ASSETS				
I Non-Current Assets				
Property, Plant and Equipment	4	364.26	312.64	299.92
Right of Use Assets	5	72.16	68.87	86.87
Investment property	6	7.49	7.80	8.13
Intangible Assets	8	16.24	11.41	2.83
Investments in joint ventures and associates	9	96.35	7.48	1.46
Financial Assets				
- Other Financial Assets	10	25.59	24.79	25.29
Income Tax Assets (net)	11	0.31	3.71	3.07
Deferred Tax Assets (net)	39	112.62	1.53	1.35
Total Non-Current Assets (A)		695.02	438.23	428.92
II Current Assets				
Inventories	12	247.21	242.26	295.00
Financial Assets				
-Trade Receivables	13	249.00	204.21	203.65
-Cash and Cash Equivalents	14	6.98	9.58	10.51
-Other Bank Balances	15	2.75	6.22	3.82
-Loans	16	2.53	3.23	6.30
-Other Financial Assets	17	14.23	9.39	39.96
Other Current Assets	18	118.50	56.76	39.32
Total Current Assets (B)		641.20	531.66	598.56
Group's Assets classified as held for sale (C)	41	49.81	-	-
Total Assets (A+B+C)		**1,386.03**	**969.89**	**1,027.48**
EQUITY AND LIABILITIES				
I Equity				
- Equity Share Capital	19	3.08	3.08	3.08
- Other Equity	20	421.57	174.84	207.57
Total equity attributable to shareholders of the Group		424.65	177.92	210.65
Non-Controlling Interest		21.07	16.90	18.79
Total Equity (D)		445.72	194.82	229.44
II Liabilities				
Non-Current Liabilities				
Financial Liabilities				
- Borrowings	21	151.40	113.02	103.81
- Lease Liabilities	28	33.80	40.69	62.06
- Other Financial Liabilities	22	8.08	9.54	11.54
Provisions	23	35.36	34.65	26.73
Total Non-Current Liabilities (E)		228.64	197.90	204.14
Current Liabilities				
Financial Liabilities				
-Borrowings	21	268.85	201.37	192.53
-Lease Liabilities	28	43.72	32.03	28.43
-Trade Payables				
i)Total outstanding dues of micro enterprises and small enterprises	24	25.19	16.33	21.10
ii)total outstanding dues of creditors other than micro enterprises and small enterprises	24	132.88	208.75	245.33
-Other Financial Liabilities	25	106.93	55.53	41.44
Other Current Liabilities	26	108.62	61.97	61.58
Short Term Provisions	23	6.40	1.19	3.49
Current Tax Liabilities (net)	27	3.96	-	-
Group's liabilities associated with assets classified as held for sale	41	15.12	-	-
Total Current Liabilities (F)		711.67	577.17	593.90
Total Liabilities (E+F)		940.31	775.07	798.04
Total Equity and Liabilities (D+E+F)		**1,386.03**	**969.89**	**1,027.48**

Note: The above Annexure should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Notes forming part of Restated Consolidated Financial Information in Annexure VI and Statement of adjustments to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
CIN:U51507MH2004PLC147394

Nitin Tiwari
Partner
Membership No: 118894

Place: Mumbai
Date: 05 September 2024

Sameer Merchant
Director
DIN-00679893

Place: Mumbai
Date: 05 September 2024

Rajesh V Khakhar
Director
DIN-00679903

Place: Mumbai
Date: 05 September 2024

Dharmesh Dattani
Chief Financial Officer

Place: Mumbai
Date: 05 September 2024

Nupur Joshi
Company Secretary
Membership Number: 43768

Place: Mumbai
Date: 05 September 2024

Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
Annexure II
Restated Consolidated Statement of Profit and Loss
(All amounts are in INR million except per share data or as otherwise stated)

	Annexure VI Note	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Income				
Revenue from Operations	29	1,935.55	1,616.31	1,368.43
Other Income	30	17.09	22.13	12.27
Total Income (A)		1,952.64	1,638.44	1,380.70
Expenses				
Cost of Raw Materials Consumed	31	464.18	306.28	306.37
Purchase of Stock-in-Trade	32	38.35	100.70	100.58
Changes in Inventory of Finished Goods	33	(17.64)	10.99	(10.39)
Employee Benefits Expense	34	715.11	653.37	530.78
Finance Costs	35	49.54	40.94	35.67
Depreciation and Amortisation Expenses	36	119.36	109.94	83.98
Other Expenses	37	497.65	455.33	386.96
Total Expenses (B)		1,866.55	1,677.55	1,433.96
Exceptional items (C)	38	0.85	3.50	93.87
Profit/ (Loss) before tax D=(A-B-C)		85.24	(42.61)	(147.12)
Income Tax Expense				
Current tax	39	17.85	1.96	-
Adjustment of tax relating to earlier periods	39	(0.14)	0.04	14.51
Deferred tax	39	(111.88)	(0.12)	9.20
Total Income Tax Expense (E)		(94.17)	1.88	23.71
Profit/ (Loss) After Tax F=(D-E)		**179.41**	**(44.49)**	**(170.83)**
Share in Profit After Tax of Joint Venture (G)		88.88	6.02	(1.45)
Profit/(Loss) for the year from continuing operations H=(F+G)		**268.29**	**(38.47)**	**(172.28)**
Loss Before Tax from Discontinuing Operations		**(16.00)**	**(3.16)**	**(14.51)**
Tax Income/(Expenses) from Discontinuing Operations		-	-	-
Loss after tax from discontinuing operations (I)		(16.00)	(3.16)	(14.51)
Profit/(Loss) for the year J=(H+I)		**252.29**	**(41.63)**	**(186.79)**
Other Comprehensive Income from Continuing Operations				
Items that will not be reclassified to Profit or Loss				
Remeasurement Gain/(Loss) of Net Defined Benefit Plan	41	1.14	3.06	9.46
Income Tax effect on above	41	(0.78)	(0.06)	-
Items that will be reclassified to Profit or Loss			-	-
Foreign currency translation difference of foreign operations		(0.96)	0.23	2.25
Income tax effect on above		-	-	-
Other Comprehensive Income from Discontinuing Operations				
Items that will be reclassified to Profit or Loss				
Foreign Currency Translation difference of Foreign Operations		(0.80)	(2.42)	(1.82)
Income Tax effect on above		-	-	-
Other Comprehensive Income/(loss) for the year, net of tax		**(1.40)**	**0.81**	**9.89**
Total Comprehensive Income/(loss) for the year		**250.89**	**(40.82)**	**(176.90)**
Profit/ (Loss) for the year attributable to:				
Owners of the Parent		247.78	(39.73)	(183.65)
Non-Controlling Interests		4.51	(1.90)	(3.14)
Total		**252.29**	**(41.63)**	**(186.79)**
Other Comprehensive Income/(Loss) for the year attributable to:				
Owners of the Parent		(1.06)	0.80	9.88
Non-Controlling Interests		(0.34)	0.01	0.01
Total		**(1.40)**	**0.81**	**9.89**
Total Comprehensive Income/(Loss) for the year attributable to:				
Owners of the Parent		246.73	(38.94)	(173.77)
Non-Controlling Interests		4.16	(1.89)	(3.13)
Total		**250.89**	**(40.82)**	**(176.90)**
Earnings/(Loss) per Equity Share from Continuing Operations:				
Equity shares of par value INR 2 each				
Basic EPS (in INR)	40	5.11	(0.71)	(3.28)
Diluted EPS (in INR)	40	5.11	(0.71)	(3.28)
Loss per equity share from Discontinued Operations:				
Equity shares of par value INR 2 each				
Basic EPS (in INR)	40	(0.31)	(0.06)	(0.28)
Diluted EPS (in INR)	40	(0.31)	(0.06)	(0.28)
Earnings/(Loss) per Equity Share from Continuing Operation and Discontinued Operations:				
Equity shares of par value INR 2 each				
Basic EPS (in INR)	40	4.80	(0.77)	(3.56)
Diluted EPS (in INR)	40	4.80	(0.77)	(3.56)

Note: The above Annexure should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Notes forming part of Restated Consolidated Financial Information in Annexure VI and Statement of adjustments to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

Nitin Tiwari
Partner
Membership No: 118894

Place: Mumbai
Date: 05 September 2024

For and on behalf of the Board of Directors of
Laxmi Dental Limited (formerly known as Laxmi Dental Export Private
CIN:U51507MH2004PLC147394

Sameer Merchant
Director
DIN-00679893

Place: Mumbai
Date: 05 September 2024

Rajesh V Khakhar
Director
DIN-00679903

Place: Mumbai
Date: 05 September 2024

Dharmesh Dattani
Chief Financial Officer

Place: Mumbai
Date: 05 September 2024

Nupur Joshi
Company Secretary
Membership Number: 43768

Place: Mumbai
Date: 05 September 2024

Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
Annexure III
Restated Consolidated Statement of Cash Flows
(All amounts are in INR million except per share data or as otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Cash flow from Operating Activities			
Profit/ (Loss) before Tax	**69.24**	**(45.77)**	**(161.63)**
Continuing Operations	85.24	(42.61)	(147.12)
Discontinued Operations	(16.00)	(3.16)	(14.51)
Adjustments for:			
Depreciation and Amortisation Expenses from Continuing Operations	119.36	109.94	83.98
Depreciation and Amortisation Expenses from Discontinued Operations	0.16	0.06	0.04
Allowances for Expected Credit Losses	15.70	12.73	19.19
Finance Costs from Continuing Operations	49.54	40.94	35.67
Interest Income	(1.70)	(1.72)	(2.54)
Impairment of Goodwill	-	-	93.87
Impairment of Investment in Associate	-	3.50	-
Inventory Written off	0.85	0.39	0.18
Intangible/ Property, Plant & Equipment written off	-	0.14	7.22
Loss on Dissolution of Subsidiary	0.85	-	-
(Gain)/Loss on Sale of Property, Plant & Equipment	(0.86)	-	-
Unrealised Exchange Gain, net	(5.71)	(12.90)	(5.40)
Operating Profit before Working Capital Changes	**247.43**	**107.31**	**70.58**
Adjustments for Increase / Decrease in Working Capital:			
(Increase) in Trade Receivables	(74.12)	(0.40)	(74.71)
(Increase)/ Decrease in Inventories	(22.53)	52.35	(64.73)
(Increase)/ Decrease in Other non-current and current financial assets	(9.04)	29.94	(31.35)
(Increase)/ Decrease in Other non-current and current assets	(61.74)	(17.44)	6.26
Increase / (Decrease) in Trade Payables	(56.66)	(41.35)	46.89
Increase in Other Current Liabilities	47.80	0.39	47.40
(Decrease) in Other Non-Current Financial Liabilities	-	(2.00)	(2.27)
Increase / (Decrease) in Other Current Financial Liabilities	49.94	14.09	(29.37)
Increase in Provisions	7.06	8.67	11.50
Cash (used in)/ Generated from Operations	**128.14**	**151.56**	**(19.80)**
Income Tax Paid (net)	(10.35)	(2.64)	(0.15)
Net Cash (used in)/ Generated from Operating Activities (A)	**117.79**	**148.92**	**(19.95)**
Cash flows from Investing Activities			
Purchase of Property, Plant and Equipment	(139.77)	(89.38)	(93.86)
Purchase of Intangible Assets	(7.80)	(10.45)	(2.25)
Proceeds from disposal of Property, Plant and Equipment	13.07	4.70	112.41
Loans given to Related Party	(10.35)	-	-
Repayment of Loans given to Related Party	-	3.07	12.17
Purchase of Non-Current Investments	-	(3.50)	(0.30)
Interest Received	0.51	1.62	2.25
Net Cash (used in)/ Cash flow from Investing Activities (B)	**(144.34)**	**(93.94)**	**30.42**
Cash Flow from Financing Activities			
Finance cost paid from Continuing Operations	(49.55)	(40.94)	(35.66)
Finance cost paid from Discontinued Operations	-	-	(0.01)
Proceeds from issue of shares of Subsidiary to Non-Controlling Shareholders(Refer note 42)	-	-	15.00
Proceeds from Current Borrowings	44.91	50.52	31.38
Proceeds from Non-Current Borrowings	97.81	35.45	70.77
Repayment of Current Borrowings	(54.15)	-	-
Repayment of Non-Current Borrowings	(27.97)	(34.60)	(99.21)
Principal payment of Lease Liabilities	(37.68)	(29.45)	(22.54)
Net Cash used in Financing Activities (C)	**(26.63)**	**(19.02)**	**(40.27)**
Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	**(53.18)**	**35.96**	**(29.80)**
Effect of Exchange Rate Changes on Cash	(1.76)	(1.18)	(0.37)
Cash and Cash Equivalents at the beginning of the year	(104.14)	(138.92)	(108.75)
Cash and Cash Equivalents at the end of the year	**(159.08)**	**(104.14)**	**(138.92)**

Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
Annexure III
Restated Consolidated Statement of Cash Flows
(All amounts are in INR million except per share data or as otherwise stated)

(i) Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balances with Banks			
- in Current Accounts	4.88	8.82	9.74
- Bank Deposits having original maturity of less than 3 months	-	-	0.33
- Cash on Hand	2.11	0.76	0.44
Other Bank Balances	2.75	6.22	3.82
Less: Bank Overdraft	(168.82)	(119.94)	(153.25)
Balances as per Statement of Cash Flows	**(159.08)**	**(104.14)**	**(138.92)**

(ii) Non-Cash Investing Activities

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Acquisition of Right-of-use Asset	43.85	16.32	14.68

(iii) Change in Liabilities arising from Financing Activities

	As at 1 April 2021	Cash flows	Non-cash changes	As at 31 March 2022
Borrowing	269.14	0.94	26.26	296.34
Lease Liabilities	98.93	(31.95)	23.51	90.49

	As at 31 March 2022	Cash flows	Non-cash changes	As at 31 March 2023
Borrowing	296.34	(14.24)	32.29	314.39
Lease Liabilities	90.49	(38.10)	20.33	72.72

	As at 31 March 2023	Cash flows	Non-cash changes	As at 31 March 2024
Borrowing	314.39	67.93	37.92	420.24
Lease liabilities	72.72	(45.69)	50.50	77.53

Note: The above Annexure should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Notes forming part of Restated Consolidated Financial Information in Annexure VI and Statement of adjustments to Restated Consolidated Financial Information in Annexure VII.

Notes
(i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Cash Flow Statements".
(ii) Disclosure as required by Ind AS 7 - "Cash Flow Statements" - Changes in liabilities arising from financing activities:

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
CIN:U51507MH2004PLC147394

Nitin Tiwari
Partner
Membership No: 118894

Place: Mumbai
Date: 05 September 2024

Sameer Merchant
Director
DIN-00679893

Place: Mumbai
Date: 05 September 2024

Rajesh V Khakhar
Director
DIN-00679903

Place: Mumbai
Date: 05 September 2024

Dharmesh Dattani
Chief Financial Officer

Place: Mumbai
Date: 05 September 2024

Nupur Joshi
Company Secretary
Membership Number: 43768

Place: Mumbai
Date: 05 September 2024

Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
Annexure IV
Restated Consolidated Statement of Changes in Equity
(All amounts are in INR million except per share data or as otherwise stated)

A Equity share capital

	No. of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 01 April 2021	307,914	3.08
Changes in equity share capital during the current year	-	-
Balance as at 31 March 2022	**307,914**	**3.08**
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 31 March 2022	307,914	3.08
Changes in equity share capital during the current year	-	-
Balance as at 31 March 2023	**307,914**	**3.08**
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 31 March 2023	307,914	3.08
Changes in equity share capital during the current year	-	-
Balance as at 31 March 2024	**307,914**	**3.08**

B Other equity

Particulars	Attributable to owners of the parent						Non-Controlling Interest	Total
	Other equity							
	Equity Component of Compulsory Convertible Preference Shares (refer note 19- B)	General Reserve	Securities Premium	Retained Earnings	Foreign Currency Translation Reserve	Total Other Equity		
Balance as at 1 April 2021	**116.24**	**17.00**	**521.88**	**(275.80)**	**2.01**	**381.33**	**21.92**	**403.25**
(Loss) for the year		-	-	(183.65)	-	(183.65)	(3.14)	**(186.79)**
Other Comprehensive Income for the year		-	-	9.46	0.43	9.89	0.01	**9.90**
Total Comprehensive Income/(Loss) for the year	**-**	**-**	**-**	**(174.19)**	**0.43**	**(173.76)**	**(3.13)**	**(176.89)**
Balance as at 31 March 2022	**116.24**	**17.00**	**521.88**	**(449.99)**	**2.44**	**207.57**	**18.79**	**226.36**
Balance as at 1 April 2022	**116.24**	**17.00**	**521.88**	**(449.99)**	**2.44**	**207.57**	**18.79**	**226.36**
Add / (Less): Impact on account of different transition date of 1 April 2022 (Refer note (b) of Annexure VII)		-	-	6.20	-	6.20	-	**6.20**
Loss for the year		-	-	(39.73)	-	(39.73)	(1.90)	**(41.63)**
Other Comprehensive Income/(Loss) for the year		-	-	2.99	(2.19)	0.80	0.01	**0.81**
Total Comprehensive Loss for the year	**-**	**-**	**-**	**(30.54)**	**(2.19)**	**(32.73)**	**(1.89)**	**(34.63)**
Balance as at 31 March 2023	**116.24**	**17.00**	**521.88**	**(480.53)**	**0.25**	**174.84**	**16.90**	**191.74**
Balance as at 1 April 2023	**116.24**	**17.00**	**521.88**	**(480.53)**	**0.25**	**174.84**	**16.90**	**191.74**
Profit for the year		-	-	247.78	-	247.78	4.51	**252.29**
Other Comprehensive Income/(Loss) for the year		-	-	0.70	(1.75)	(1.05)	(0.34)	**(1.39)**
Total Comprehensive Income/(Loss) for the year	**-**	**-**	**-**	**248.48**	**(1.75)**	**246.73**	**4.17**	**250.90**
Balance as at 31 March 2024	**116.24**	**17.00**	**521.88**	**(232.05)**	**(1.50)**	**421.57**	**21.07**	**442.64**

Note: The above Annexure should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Notes forming part of Restated Consolidated Financial Information in Annexure VI and Statement of adjustments to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
CIN:U51507MH2004PLC147394

Nitin Tiwari
Partner
Membership No: 118894

Place: Mumbai
Date: 05 September 2024

Sameer Merchant	**Rajesh V Khakhar**	**Dharmesh Dattani**	**Nupur Joshi**
Director	Director	Chief Financial Officer	Company Secretary
DIN-00679893	DIN-00679903		Membership Number: 43768
Place: Mumbai	Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: 05 September 2024	Date: 05 September 2024	Date: 05 September 2024	Date: 05 September 2024

(All amounts are in INR million except per share data or as otherwise stated)

1 Company overview

Laxmi Dental Limited ('the Company' or 'the Holding Company' or 'the Parent') was incorporated as 'Laxmi Dental Export Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated July 8, 2004, issued by the Assistant Registrar of Companies, Maharashtra at Mumbai. Pursuant to a special resolution passed in the extra-ordinary general meeting of Shareholders held on 18 June 2024, the name of our Company was changed to 'Laxmi Dental Private Limited', and a fresh certificate of incorporation was issued to the Company by the RoC on 24 July 2024, and the Company was converted into a public limited company. Consequently, the name of the Company was further changed to 'Laxmi Dental Limited', and a fresh certificate of incorporation dated 02 August 2024, was issued by the RoC. The registered office of the Company is located at 103, Akruti Arcade , Opposite A H Wadia high School, Near Azad Nagar Metro Station , Andheri (West) , Mumbai - 400053.

The Company and its Subsidiaries ("the Group"), are manufacturer of dental products, with a 20-year history of innovation and service to the dental industry and patients. The Group is primarily engaged in the business of Dental Laboratory Offerings, Aligners Solution, Dental Clinical Services and other related services in relation to dentistry.

The Restated Consolidated Financial Information comprises the restated consolidated financial information of the Group for the year ended 31 March 2024, 31 March 2023 and 31 March 2022.

The list of subsidiaries, associate and joint venture included in the Restated Consolidated Financial Statements are as under:

	Country of Incorporation	% of effective ownership interest held by the Group		
		31 March 2024	31 March 2023	31 March 2022
Subsidiaries				
Bizdent Devices Private Limited [(a)]	India	89.99%	89.99%	89.99%
Rich Smile Design LLP	India	66.00%	66.00%	66.00%
Signature Smiles Dental Clinic Pvt. Ltd.	India	88.88%	88.88%	88.88%
Techlab Consulting LLP [(b)]	India	-	51.00%	51.00%
Laxmi Dental Lab USA Inc	USA	100.00%	100.00%	100.00%
Diverse Dental Lab LLC (Subsidiary of Laxmi Dental Lab USA Inc)	USA	85.00%	85.00%	85.00%
Illusion Dental Lab USA Inc. (Subsidiary of Laxmi Dental Lab USA Inc)	USA	100.00%	100.00%	100.00%
Associate				
ECG Technologies Plus Private Limited	India	41.70%	41.70%	41.70%
Joint Venture				
Kids-E-Dental LLP	India	60.00%	60.00%	60.00%

(a) Acquired in May 2021.
(b) Dissolved in March 2024.

2 Summary of Material Accounting Policies

2.1 Basis of Preparation

(i) Statement of Compliance

The Restated Consolidated Financial Information of Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited) (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") and its jointly controlled entity which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Restated Consolidated Financial Information").

The Restated Consolidated Financial Information have been prepared by the management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus (the "DRHP") to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with the proposed Initial Public Offer of equity shares ("IPO") by the Company.
The Restated consolidated Financial Information have been prepared by the management of the Company to comply with the requirements of:
(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations");
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note"); and
d) Email dated October 28, 2021, from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers of India ("SEBI Communication").

The Restated Consolidated Financial Information have been compiled by the management from:

a. Audited Ind AS consolidated financial statements of the Group as at and for the year ended 31 March 2024, prepared in accordance with Indian Accounting Standard (Ind AS), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India (Ind AS Consolidated financial statements), and have been approved by the Board of Directors at their meeting held on 3 September 2024.

b. Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023, prepared by the management in accordance with the basis of preparation, as set out in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on 3 September 2024; and

c. Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2022, prepared by the management in accordance with the basis of preparation, as set out in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on 3 September 2024; and

Audited special purpose consolidated financial statement of the Group as at and for the year ended March 31, 2023, and audited special purpose consolidated financial statement of the Group as at and for the year ended March 31, 2022, together is referred as "Audited Special Purpose Consolidated Financial Statements".

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Company voluntarily adopted March 31, 2024, as reporting date for first time adoption of Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and consequently April 01, 2022, is the transition date for preparation of its statutory financial statements as at and for the year ended March 31, 2024. Hence, the financial statements as at and for the year ended March 31, 2024, were the first financials, prepared in accordance with Ind AS. Upto the financial year ended March 31, 2023, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounting Standards) Rules, 2021 ("Indian GAAP" or "Previous GAAP") due to which the Audited Special Purpose Consolidated Financial Statements are prepared as per SEBI Communication. Further, these Audited Special Purpose Consolidated Financial Statements are not the statutory financial statements under the Act.

The Audited Special Purpose Consolidated Financial Statements have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at and for year ended March 31, 2024, in accordance with Ind AS, pursuant to the SEBI Communication.

The Audited Special Purpose Consolidated Financial Statements referred above have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in DRHP in relation to proposed IPO. Hence these special purpose financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information.

The Restated Consolidated Financial Statements:
(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively in the year ended March 31, 2022 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024.
(b) do not require any adjustment for modification as there are no modification in the underlying audit reports. There is an items relating to emphasis of matter and other matter which do not require any adjustments.

These Restated Consolidated Financial Information were approved in accordance with a resolution of the Board of Directors on 5 September 2024.

All amounts disclosed in Restated Consolidated Financial Information are reported in nearest millions of Indian Rupees and are been rounded off to the nearest millions, except per share data and unless stated otherwise.

(ii) Basis of measurement

The Restated consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-
i) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
ii) Net Defined Benefit obligations

The Restated consolidated Financial Information have been prepared on a going concern basis.

(iii) Current versus Non-Current classification

All assets and liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in Cash and Cash Equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iv) Use of estimates

The preparation of the Restated Consolidated Financial Information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical Accounting Estimates:

a) Expected credit Losses on trade Receivables

The impairment provision of trade receivables is based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

b) Defined Benefit Plans and Compensated Absences

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116.Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate.

2.2 Basis of Consolidation

The Restated Consolidated Financial Information comprises the Financial Statements of the Company and its Subsidiaries for the year ended 31 March 2024, 31 March 2023 and 31 March 2022.

The Group consolidates entity which are controlled by it.

The Group establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity.

Subsidiaries are consolidated from the date control commences until the date control ceases. The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the Restated Consolidated Balance Sheet separately within equity.

Non-Controlling Interests in the net assets of consolidated subsidiaries consists of:
(a) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiaries is made; and
(b) The non-controlling interests share of movements in equity since the date parent subsidiaries relationship came into existence.

The Net Profit/ (Loss) and Other Comprehensive Income attributable to Non-Controlling Interests of subsidiaries are shown separately in the Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Changes in Equity.

Changes in the company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

If the Group loses control over a subsidiary, it:
(i) Derecognises the assets (including goodwill) and liabilities of the subsidiary
(ii) Derecognises the carrying amount of any non-controlling interests
(iii) Recognises the fair value of the consideration received
(iv) Recognises any surplus or deficit in profit and loss
(v) Reclassifies the parent's share of components previously recognised in OCI to profit and loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 Investments in Joint Ventures and Associates

When the Group has with other entities joint control of the arrangement and rights to the net assets of the joint arrangement, it recognises its interest as joint ventures. Joint control exists when the decisions about the relevant activities (i.e. activities that significantly affects the investee's returns) require unanimous consent of the parties sharing the control. When the Group has significant influence over the other entity, it recognises such interest as investment in associates. Significant influence is the power to participate in the financial and operating policy decisions of the entity but is not control or joint control over the entity.

The results, assets and liabilities of joint ventures and associates are incorporated in the Restated Consolidated Financial Information using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever required.

An investment in joint venture or associate is initially recognised at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the joint venture or associate.

The carrying amount of investment in joint ventures and associates is reduced to recognise impairment, if any, when there is evidence of impairment.

2.4 Common Control Transactions

The transactions between entities under common control accounted for using the pooling of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts recorded in the parent entity's Consolidated Financial Statements with the exception of certain income tax and deferred tax assets. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Company's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these financial statements and the financial statements of the commonly controlled entities are combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented.

2.5 Revenue Recognition

Revenues are derived primarily from the sale of dental products and dental services. Revenue is measured as the amount of consideration the Group expects to receive in exchange for transferring goods or providing services in accordance with Ind AS 115, Revenues from Contracts with Customers. Revenue is recognized when performance obligations are satisfied; this occurs with the transfer of control of products and services to its customers, which for products generally occurs when title and risk of loss transfers to the customer, and for services generally occurs as the customer receives and consumes the benefit.

Revenue also excludes taxes collected from customers.

For the products pertaining to Dental Laboratory Offering and Aligners Solution, the Group transfers control and recognizes revenue when products are shipped from the Group's manufacturing facility or warehouse to the customer. For contracts with customers that contain destination shipping terms, revenue is not recognized until the goods are delivered to the agreed upon destination. As such, the Group's performance obligations related to product sales are satisfied at a point in time as this is when the customer obtains the use of and substantially all of the benefit of the product.

Revenue from Dental Clinical Services is recognized at point in time when the patient's dental treatment is completed.

Revenue from Course Fees is recognised over time as per the course duration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for revenue reduction due to sales returns. Reversal of revenue on account of sales returns is considered as variable consideration. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Estimated revenue reduction is recognised for expected sales returns using most likely amount method.

Contract Balances:

Contract Liability:

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Trade Receivable:

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Other operating income represents income earned from the activities incidental to the business and is recognised when the performance obligation is satisfied and the right to receive the income is established as per the terms of the contract.

Government grants are accounted when there is reasonable assurance that the Group will comply with the conditions attached to them and where there is a reasonable assurance that the grant will be received. The Group receives grants related to income and the same is recognised in the Restated Consolidated Statement of Profit and Loss as “other operating income” (Revenue from Operation).

2.5 Other income

Interest income is accrued on a time basis by reference to the principal amount and the effective interest rate. Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

2.6 Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net Realizable Value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials:
Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Cost is determined on weighted average basis. Raw Materials are valued at lower of cost and net realisable value (NRV).

Finished Goods:
Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. The same is valued at lower of cost and NRV. Cost of Finished goods includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

Traded goods:
Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities),freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.

Provision for inventory:
Provision of obsolescence on inventories is considered on the basis of management’s estimate based on demand and market of the inventories.

2.7 Property, Plant & Equipment

(a) Recognition and Measurement :
Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment loss, if any. Cost includes expenditures directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when discarded/scrapped. All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

(b) Depreciation:
Depreciation is provided, under the Written down value (WDV) basis, pro-rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

The useful lives of the property, plant and equipment are as follows:
a) Building - 60 years
b) Computers - 3 to 6 years
c) Furniture and fixtures - 10 years
d) Office Equipments - 5 years
e) Vehicles - 8 to 10 years
f) Plant & Equipment - 13 to 15 years

2.8 Leases

The Group leases most of its office facilities under operating lease agreements that are renewable on a periodic basis at the option of the lessor and the lessee. The lease agreements contain rent escalation clauses.

The Group assesses whether a contract contains a lease at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset, (ii) the Group has the right to obtain substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a ROU asset and a corresponding lease liability for all lease arrangements under which it is a lessee, except for short-term leases and low value leases. ROU assets represent the Group’s right to use an underlying asset for the lease term and lease liabilities represent the Group’s obligation to make lease payments arising from the lease. The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

The lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and accumulated impairment losses.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The Group uses its incremental borrowing rate (as the interest rate implicit in the lease is not readily determinable) based on the information available at the date of commencement of the lease in determining the present value of lease payments. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment as to whether it will exercise an extension or a termination option.

2.9 Investment Properties

Properties held to earn rentals are classified as investment property and are measured and reported at cost, including transaction costs, in accordance with the Group's accounting policy. Policies with respect to depreciation, useful life and derecognition are on the same basis as stated for 'Property, Plant & Equipment' above.

2.10 Employee benefits

Group's employee benefit obligations include short-term obligations, compensated absences and post-employment obligations which includes gratuity plan and contributions to provident fund.

(a) Short-Term Obligations

Liabilities for salaries, wages and bonus, that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Compensated Absences

The Group provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on number of days of unutilized leave at each balance sheet date based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the year end.

(c) Defined Benefit Plan

Employees are entitled to a defined benefit retirement plan (i.e. Gratuity) covering eligible employees of the Group. The plan provides for a lump-sum payment to eligible employees, at retirement, death, and incapacitation or on termination of employment, of an amount based on the respective employees' salary and tenure of employment. Vesting occurs upon completion of five years of service.

Gratuity liabilities are determined by actuarial valuation, performed by an independent actuary, at each reporting date using the projected unit credit method. The Group recognises the obligation of a defined benefit plan in its balance sheet as a liability in accordance with Ind AS 19 – "Employee Benefits." The discount rate is based on the government securities yield. Re-measurements, comprising actuarial gains and losses are recorded in other comprehensive income in the period in which they arise. Re-measurements recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in Restated Consolidated Statement of Profit and Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognised in profit or loss.

(d) Defined Contribution Plans

The defined contribution plan is a post-employment benefit plan under which the Group contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund and Labour Welfare Fund. The Group's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

2.11 Provisions and Expenses

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions (excluding retirement benefits and compensated absences) are determined at present value based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.12 Financial Instruments

(a) Financial assets:

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit and loss, and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

(ii) Initial Recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However trade receivables that do not contain a significant financing component are measured at transaction price.

(iii) Measurement

Subsequent to initial recognition, financial assets are measured as described below:

Cash and Cash Equivalents:

The Group's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (three months or less from the date of acquisition). For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks (three months or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

Financial Assets carried at Amortised Cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial Assets at Fair Value through Profit or Loss (FVTPL)

A financial asset which does not meet the amortized cost or FVTOCI criteria is measured as FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses on re-measurement recognized in statement of profit or loss. The gain or loss on disposal and interest income earned on FVTPL is recognized.

(iv) Impairment of Financial Assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance.

In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses on a forward looking basis. However, if the credit risk on the financial instruments has increased significantly since the initial recognition, then the Group measures lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain/loss under " Other Expenses" in the Restated Consolidated Statement of Profit and Loss.

(v) Derecognition of Financial Assets

The Group derecognises a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109.

- the Group retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

(b) Financial Liabilities:

(i) Initial Recognition and Measurement

Financial liabilities are classified as financial liabilities at amortised cost. All financial liabilities are recognized initially at fair value, except in the case of borrowings which are recognised at fair value, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, borrowings and lease liabilities.

(ii) Subsequent Measurement

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

(iii) Derecognition

Financial liabilities are derecognised when the contractual obligations are discharged, cancelled or expired. The Group also derecognises financial liabilities when their terms are modified and the cash flows of the modified liabilities are substantially different, in which case new financial liabilities based on the modified terms are recognized at fair value.

2.13 Income Taxes

Income tax comprises of current tax and deferred tax.

(a) Current Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

(b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Restated Consolidated Balance Sheet and their tax bases. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or initial recognition of assets and liabilities(other than in a business combination) in a transaction that affects neither the taxable profit nor the accounting profit.

The Group recognises deferred tax liabilities for all taxable temporary differences except those associated with the investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

2.14 Discontinued Operation

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

The results of operations disposed during the year are included in the Restated Consolidated Statement of Profit and Loss up to the date of disposal.

Discontinued operations are presented in the Restated Consolidated Statement of Profit and Loss as a single line which comprises the post-tax profit or loss of the discontinued operation.

2.15 Asset held for Sale

The Group classifies a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets (or disposal groups) and its sale is highly probable. The Group measures a non-current asset (or disposal group) classified as held for sale at the lower of its carrying amount and fair value less costs to sell.

2.16 Foreign Currencies

The functional currency and presentation currency of the Group is Indian Rupee. Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Group and its foreign operations operate considering the currency in which funds are generated, spent and retained.

Transactions in currencies other than the Group’s functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the closing spot rate. Non- monetary items that are measured in terms of historical cost in foreign currency are not translated. Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss.

Financial statements of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupee as follows:
A. assets and liabilities are translated at the closing rate at the date of that Balance Sheet;
B. income and expenses are translated at average exchange rate for the reporting period; and
C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

3 Recent Accounting Pronouncements:

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Group applied for the first-time these amendments.

(a) Amendments to Ind AS 1 - Disclosure of Accounting Policies

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the consolidated financial statements.

(b) Amendments to Ind AS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12,there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

(c) Amendments to Ind AS 8 - Definition of Accounting Estimates

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

(All amounts are in INR million except per share data or as otherwise stated)

4 **Property, Plant and Equipment**

	Land	Buildings	Office Equipments	Furniture and Fittings	Computers	Plant & Machinery	Vehicles	Total
Gross Block								
Deemed Cost at 1 April 2021	**94.93**	**33.84**	**4.51**	**26.88**	**1.47**	**191.57**	**5.79**	**358.99**
Additions during the year	-	-	19.38	43.60	5.60	43.96	1.18	113.72
Disposals/Adjustments during the year	(94.93)	-	(0.84)	(1.76)	(1.02)	(20.91)	(0.10)	(119.56)
Foreign Exchange Translation Reserve	-	-	(0.00)	0.06	-	0.04	-	0.10
Balance as at 31 March 2022	**-**	**33.84**	**23.05**	**68.78**	**6.05**	**214.66**	**6.87**	**353.25**
Impact on account of different transition date of 01 April, 2022	-	(1.56)	(4.48)	(9.54)	(1.66)	(34.37)	(1.72)	(53.33)
Balance as at 01 April 2022 *	**-**	**32.28**	**18.57**	**59.25**	**4.39**	**180.29**	**5.15**	**299.92**
Additions during the year	-	-	3.70	7.00	11.39	64.93	1.74	88.76
Disposals/Adjustments during the year	-	-	(0.79)	(0.51)	(0.25)	(2.67)	(0.33)	(4.55)
Foreign Exchange Translation Reserve	-	-	0.00	0.15	(0.00)	0.13	-	0.28
Balance as at 31 March 2023	**-**	**32.28**	**21.47**	**65.89**	**15.53**	**242.69**	**6.56**	**384.41**
Additions during the year	-	-	3.67	3.67	20.84	111.91	-	140.09
Disposals/Adjustments during the year	-	-	(1.05)	(0.38)	(1.02)	(9.57)	(0.12)	(12.14)
Reclassified to Non-Current Assets held for Sale	-	-	(0.06)	(0.72)	(0.17)	-	-	(0.95)
Foreign Exchange Translation Reserve	-	-	0.01	0.02	0.00	0.05	-	0.08
Balance as at 31 March 2024	**-**	**32.28**	**24.05**	**68.48**	**35.18**	**345.08**	**6.44**	**511.49**
Accumulated Depreciation								
Balance as at 1 April 2021	-	-	-	-	-	-	-	-
Depreciation charge for the year	-	1.56	4.48	9.54	1.66	34.37	1.72	53.33
Disposals/Adjustments for the year	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	**-**	**1.56**	**4.48**	**9.54**	**1.66**	**34.37**	**1.72**	**53.34**
Impact on account of different transition date of 01 April, 2022	-	(1.56)	(4.48)	(9.54)	(1.66)	(34.37)	(1.72)	(53.34)
Balance as at 01 April 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Depreciation charge for the year	-	1.49	8.92	15.60	6.48	37.52	1.87	71.87
Disposals/Adjustments for the year	-	-	-	-	-	(0.10)	-	(0.10)
Balance as at 31 March 2023	**-**	**1.49**	**8.92**	**15.60**	**6.48**	**37.42**	**1.87**	**71.77**
Depreciation charge for the year	-	1.42	6.19	13.69	8.85	43.99	1.39	75.54
Disposals/Adjustments for the year	-	-	-	(0.00)	-	0.07	-	0.07
Reclassified to Non-Current Assets held for Sale	-	-	(0.01)	(0.12)	(0.02)	-	-	(0.15)
Balance as at 31 March 2024	**-**	**2.90**	**15.12**	**29.18**	**15.30**	**81.48**	**3.26**	**147.23**
								-
Net Block								-
Balance as at 1 April 2021	**94.93**	**33.84**	**4.51**	**26.88**	**1.47**	**191.57**	**5.79**	**358.99**
Balance as at 31 March 2022	**-**	**32.28**	**18.57**	**59.24**	**4.39**	**180.29**	**5.15**	**299.92**
Balance as at 31 March 2023	**-**	**30.80**	**12.55**	**50.29**	**9.06**	**205.27**	**4.68**	**312.64**
Balance as at 31 March 2024	**-**	**29.38**	**8.93**	**39.31**	**19.88**	**263.60**	**3.17**	**364.26**

Notes:

1 The Group has elected to continue with the carrying value of its Property, Plant or Equipment recognised as of 01 April, 2022 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 'First –time Adoption of Indian Accounting Standards'.

2 Property, plant and equipment have been pledged against secured term loan and cash credit facility (Refer note no.21).

(All amounts are in INR million except per share data or as otherwise stated)

5 Right of Use Assets

	Business premises	Total
Gross Block		
As at 01 April 2021	**102.00**	**102.00**
Additions during the year	14.68	**14.68**
Disposals/Adjustments during the year	-	-
Foreign exchange translation reserve	-	-
Balance as at 31 March 2022	**116.68**	**116.68**
Impact on account of different transition date of 01 April, 2022 (refer Annexure VI B (ii)	6.20	**6.20**
Balance as at 01 April 2022	**122.88**	**122.88**
Additions during the year	16.32	16.32
Disposals/ Adjustments during the year	(4.65)	(4.65)
Foreign Exchange Translation Reserve	-	-
Balance as at 31 March 2023	**134.55**	**134.55**
Additions during the year	43.85	43.85
Disposals/ Adjustments during the year	-	-
Foreign exchange translation reserve	(0.02)	(0.02)
Balance as at 31 March 2024	**178.38**	**178.38**
Accumulated Amortisation		
Balance as at 1 April 2021		
Amortisation charge for the year	**29.81**	**29.81**
Disposals/ Adjustments for the year	-	-
Balance as at 31 March 2022	**29.81**	**29.81**
Amortisation charge for the year	36.35	36.35
Disposals/ Adjustments for the year	**(0.48)**	(0.48)
Balance as at 31 March 2023	**65.68**	**65.68**
Amortisation charge for the year	40.54	40.54
Disposals/ Adjustments for the year	-	-
Balance as at 31 March 2024	**106.22**	**106.21**
Net Block		
Balance as at 01 April 2021	**102.00**	**102.00**
Balance as at 31 March 2022	**86.87**	**86.87**
Balance as at 31 March 2023	**68.87**	**68.87**
Balance as at 31 March 2024	**72.16**	**72.16**

(All amounts are in INR million except per share data or as otherwise stated)

6 Investment property

	Building	Total
Gross Block		
Deemed Cost at 1 April 2021	**8.47**	**8.47**
Additions during the year	-	-
Disposals/ Adjustments during the year	-	-
Balance as at 31 March 2022	**8.47**	**8.47**
Impact on account of different transition date of 01 April, 2022	(0.34)	(0.34)
Balance as at 01 April 2022*	**8.13**	**8.13**
Additions during during the year	-	-
Disposals/ Adjustments during the year	-	-
Balance as at 31 March 2023	**8.13**	**8.13**
Additions during the year	-	-
Disposals/ Adjustments during the year	-	-
Balance as at 31 March 2024	**8.13**	**8.13**
Accumulated Depreciation		
Depreciation charge for the year	0.34	**0.34**
Disposals/Adjustments for the year	-	-
Balance as at 31 March 2022	0.34	**0.34**
Impact on account of different transition date of 01 April, 2022	(0.34)	**(0.34)**
Balance as at 01 April 2022	-	-
Depreciation charge for the year	0.33	**0.33**
Disposals/Adjustments for the year	-	-
Balance as at 31 March 2023	**0.33**	**0.33**
Depreciation charge for the year	0.31	**0.31**
Disposals/Adjustments for the year	-	-
Balance as at 31 March 2024	**0.64**	**0.64**
Net Block		
Balance as at 1 April 2021	**8.47**	**8.47**
Balance as at 31 March 2022	**8.13**	**8.13**
Balance as at 31 March 2023	**7.80**	**7.80**
Balance as at 31 March 2024	**7.49**	**7.49**

*The Group has elected to continue with the carrying value of its Investment property recognised as of 01 April, 2022 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 'First –time Adoption of Indian Accounting Standards'.

Information regarding income and expenditure of Investment properties

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Rental income derived from investment properties	8.06	7.21	2.49
Direct operating expenses (including repairs and maintenance) generating rental income	(0.58)	(0.45)	(0.43)
Profit arising from investment properties before depreciation and indirect expenses	**7.48**	**6.76**	**2.06**
Less – Depreciation	(0.31)	(0.33)	(0.34)
Profit arising from investment properties before indirect expenses	**7.16**	**6.43**	**1.72**
Less – Indirect expenses	-	-	-
Profit from investment properties	**7.16**	**6.43**	**1.72**

- The Entity's investment properties consist of commercial properties in India given on lease for a period of 1-5 years.
- The Entity has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

7 Goodwill

The Group's subsidiary, Laxmi Dental Lab USA Inc., conducted an impairment assessment as of 31 March 2022. As a result, goodwill amounting to INR. 27.57 million, related to certain business divisions (Demar Dental Labs & Samuel Fields Dental Labs), was impaired on account of reduction in operations caused by the loss of its customers. Further, the Group carried out impairment of goodwill on consolidation of INR 66.30 million, due to recurring losses up to March 2022. Goodwill on consolidation was created on consolidation of acquired subsidiary Signature Smiles Dental Clinic Private Limited. The above impairment charge has been recognized as an exceptional item in the statement of profit and loss. Please refer to Note 38 for more details on exceptional items.

(All amounts are in INR million except per share data or as otherwise stated)

8 Intangible Assets

	Software	Total
Gross Block		
Balance as at 1 April 2021	**1.15**	**1.15**
Additions during the year	2.25	**2.25**
Disposals/ Adjustments during the year	(0.07)	**(0.07)**
Balance as at 31 March 2022	**3.32**	**3.32**
Impact on account of different transition date of 01 April, 2022	(0.49)	**(0.49)**
Balance as at 01 April 2022	**2.83**	**2.83**
Additions during the year	10.45	10.45
Disposals/ Adjustments during the year	(0.49)	(0.49)
Balance as at 31 March 2023	**12.79**	**12.79**
Additions during the year	7.80	**7.80**
Disposals/ Adjustments during the year	(0.00)	**(0.00)**
Balance as at 31 March 2024	**20.59**	**20.59**
Accumulated Amortisation		
As at 1 April 2021		
Amortisation charge for the year	0.49	**0.49**
Disposals/ Adjustments for the year	-	-
Balance as at 31 March 2022	0.49	0.49
Impact on account of different transition date of 01 April, 2022	(0.49)	(0.49)
Balance as at 01 April 2022	-	-
Amortisation charge for the year	1.38	**1.38**
Disposals/ Adjustments for the year	(0.00)	**(0.00)**
Balance as at 31 March 2023	**1.38**	**1.38**
Amortisation charge for the year	2.97	**2.97**
Disposals/ Adjustments for the year	-	-
Balance as at 31 March 2024	**4.35**	**4.35**
Net Block		
Balance as at 1 April 2021	**1.15**	**1.15**
Balance as at 31 March 2022	**2.83**	**2.83**
Balance as at 31 March 2023	**11.41**	**11.41**
Balance as at 31 March 2024	**16.24**	**16.24**

The Group has elected to continue with the carrying value of its Intangible Assets recognised as of April 1, 2022 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 ‘First –time Adoption of Indian Accounting Standards’.

(All amounts are in INR million except per share data or as otherwise stated)

9 Investments in joint ventures and associates

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
	Amount	Amount	Amount
Investment in Associates:			
67,217 (31st March 2023: 67,217 and 31st March 2022: 65,850) equity shares of ECG Plus Technologies Private Limited (Face value INR 10 each)	5.05	5.05	1.55
Less: Provision for Impairment	(5.05)	(5.05)	(1.55)
	-	-	-
Investment in Joint Venture:			
Kids-e-Dental LLP(refer note no 45(b)(3))	96.35	7.48	1.46
Total	**96.35**	**7.48**	**1.46**

(All amounts are in INR million except per share data or as otherwise stated)

10 Other Financial Assets

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Loan and advances	5.97	6.25	6.32
Fixed deposits with maturity of more than 12 months	13.45	13.30	14.86
Security deposits	6.17	5.24	4.11
Total	**25.59**	**24.79**	**25.29**

11 Income tax assets (net)

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Advance income tax including Tax deducted at source, net of provision for tax	0.31	3.71	3.07
Total	**0.31**	**3.71**	**3.07**

12 Inventories

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Finished Goods- Trading (at cost or net realisable value, whichever is lower)	29.58	46.44	66.14
Stock in transit (mainly at cost)	8.40	2.59	9.14
Raw material (mainly at cost)	155.05	148.98	169.65
Semi finished goods (mainly at cost)	14.56	12.65	-
Stock in Trade (at cost or net realisable value, whichever is lower)	33.43	27.02	45.53
Store and spares parts including packing material (mainly at cost)	6.19	4.58	4.54
Total	**247.21**	**242.26**	**295.00**

13 Trade Receivables

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured - Considered Good			
Trade Receivables	307.49	255.70	255.10
Less: Impairment allowance	(58.49)	(51.49)	(51.45)
Total	**249.00**	**204.21**	**203.65**

Ageing schedule of Trade receivables:

As at 31 March 2024	Outstanding from the due date of payment						
	Not due	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables - considered good	130.83	123.98	16.02	16.17	3.49	1.50	291.99
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	0.30	0.04	15.16	-	-	15.50
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Less: Impairment allowance	-	-	-	-	-	-	(58.49)
Total	**130.83**	**124.28**	**16.06**	**31.33**	**3.49**	**1.50**	249.00

As at 31 March 2023	Outstanding from the due date of payment						
	Not due	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables - considered good	123.45	77.47	0.64	30.16	1.67	1.72	235.11
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	3.59	1.74	15.26	-	-	20.59
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Less: Impairment allowance	-	-	-	-	-	-	(51.49)
Total	**123.45**	**81.06**	**2.38**	**45.42**	**1.67**	**1.72**	204.21

As at 31 March 2022	Outstanding from the due date of payment						
	Not due	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables - considered good	111.85	81.15	13.46	8.71	8.01	5.58	228.76
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	10.74	5.22	10.38	-	-	26.34
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Less: Impairment allowance	-	-	-	-	-	-	(51.45)
Total	**111.85**	**91.89**	**18.68**	**19.09**	**8.01**	**5.58**	203.65

(All amounts are in INR million except per share data or as otherwise stated)

14 Cash and cash equivalents

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cash on hand	2.10	0.76	0.44
Balances with banks :			
- in Current accounts	4.88	8.82	9.74
- Fixed deposits with maturity of less than 3 months	-	-	0.33
Total	**6.98**	**9.58**	**10.51**

15 Other bank balances

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deposits with original maturity for more than 3 months but less than 12 months	2.75	6.22	3.82
Total	**2.75**	**6.22**	**3.82**

16 Loans

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good:			
To Related parties			
Loans (Refer note 48)	0.36	0.12	3.37
To Others			
Loans to employees	2.17	1.21	2.93
Loans to others	-	1.90	-
Total	**2.53**	**3.23**	**6.30**

17 Other financial assets

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Receivable for sale of land	-	-	31.00
Security Deposits	8.20	4.99	6.56
Rent receivable	0.02	-	0.04
Other Receivables	6.01	4.40	2.36
Total	**14.23**	**9.39**	**39.96**

18 Other current assets

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Prepaid expenses	11.70	11.76	6.03
Advance to suppliers	31.22	15.10	18.11
Advance to staff	0.13	0.19	0.03
Advances to other parties	-	1.48	2.16
Balance with government authorities	75.46	28.08	7.32
Export incentive	-	0.15	5.67
Total	**118.50**	**56.76**	**39.32**

(All amounts are in INR million except per share data or as otherwise stated)

19 Equity share capital

Authorised Share Capital

Equity Shares

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
2,460,000 (March 31, 2023 : 2,460,000 & March 31, 2022 : 2,460,000) Equity shares of INR 10/- each	24.60	24.60	24.60
Total	**24.60**	**24.60**	**24.60**

Preference Shares

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
300,000 (March 31, 2023 : 300,000 & March 31, 2022 : 300,000) Compulsorily Convertible	120.00	120.00	120.00
Total	**120.00**	**120.00**	**120.00**
Total Authorized share capital	**144.60**	**144.60**	**144.60**

Issued, subscribed and fully paid up capital

Equity Shares

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
307,914 (March 31, 2023 : 307,914 & March 31, 2022 : 307,914) Equity Shares of INR 10/- each	3.08	3.08	3.08
Total	**3.08**	**3.08**	**3.08**

Equity component of convertible preference shares

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
290,597 (March 31, 2023 : 290,597 & March 31, 2022 : 290,597) Compulsorily Convertible Preference Shares of INR 400/- each	116.24	116.24	116.24
Total	**116.24**	**116.24**	**116.24**
paid up capital	**119.32**	**119.32**	**119.32**

A Equity Shares

(i) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	307,914	3.08	307,914	3.08	307,914	3.08
Add: Issued during the year	-	-	-	-	-	-
Less: Shares bought back	-		-	-	-	-
Outstanding at the end of the year	**307,914**	**3.08**	**307,914**	**3.08**	**307,914**	**3.08**

(ii) Rights, preferences and restrictions attached to the equity shares:

The Company has only one class of equity shares having par value of Rs.10 per share. Each shareholder is entitled to one vote per share held. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2024, the amount of per share dividend recognized as distributions to equity shareholders was Nil (previous year: Nil).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of equity shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

Name of shareholder	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of holding	Number of shares	% of holding	Number of shares	% of holding
Equity shares of INR 10 each fully paid up						
Mr. Rajesh Khakhar	105,457	34.25%	105,457	34.25%	105,457	34.25%
Mr. Sameer Merchant	101,117	32.84%	101,117	32.84%	66,457	21.58%
Ms. Jigna Khakhar	52,020	16.89%	52,020	16.89%	52,020	16.89%
Ms. Alka Merchant	-	0.00%	-	0.00%	34,660	11.26%
Total	**258,594**	**83.98%**	**258,594**	**83.98%**	**258,594**	**83.98%**

Note:

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(iv) Subsequent to 31 March 2024, the Board of Directors passed a resolution at its meeting held on 4 June 2024 approving the sub-division of each equity share of face value of INR 10 each fully paid up into face value of INR 2 each fully paid up. Also, the members in its Extra Ordinary General meeting dated 7 June 2024 have approved increase in the authorised equity share capital from INR 24.60 million divided into 2.46 million equity shares of INR 10 each to INR 130 million divided into 13 million equity shares of INR 10 each. Further, the Board of Directors have also passed a resolution and approved the issue of bonus equity shares in its meeting which was further approved by shareholder in the meeting held on 30 May 2024 in the ratio of 1 equity shares of INR 2 each for every 17 equity share of INR 2 each by capitalization of such sum standing to the credit of free reserves of the Group.

(v) The Company has not bought back any shares during the period of five years immediately preceding the current year end.

(All amounts are in INR million except per share data or as otherwise stated)

19 Equity share capital

Authorised Share Capital

(vi) Details of Shares held by Promoters at the end of the year

	As at 31 March 2024		
	Number of shares	% of holding	% Change during the year
Mr. Rajesh Khakhar	105,457	34.25%	0.00%
Mr. Sameer Merchant	101,117	32.84%	0.00%
	206,574	**67.09%**	**0.00%**

	As at 31 March 2023		
	Number of shares	% of holding	% Change during the year
Mr. Rajesh Khakhar	105,457	34.25%	0.00%
Mr. Sameer Merchant	101,117	32.84%	52.15%
	206,574	**67.09%**	**52.15%**

	As at 31 March 2022		
	Number of shares	% of holding	% Change during the year
Mr. Rajesh Khakhar	105,457	34.25%	0.00%
Mr. Sameer Merchant	66,457	21.58%	0.00%
	171,914	**55.83%**	**0.00%**

B Preference shares

(i) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	290,597	116.24	290,597	116.24	290,597	116.24
Outstanding at the end of the year	**290,597**	**116.24**	**290,597**	**116.24**	**290,597**	**116.24**

(ii) Rights, preferences and restrictions attached to the equity shares:

- Each shareholder is eligible to vote in the ratio of their shareholding. The holders of CCPS shall be entitled to vote on all such matters which affect their rights directly or indirectly.

- The Investor Shares shall rank senior to the preference shares and other instruments that are outstanding and which may be issued by the Company from time to time in all respects including but not limited to voting rights, dividends and liquidation/ liquidity preference and bonus issuances. The holders of Series A CCPS shall be entitled to all superior rights or other rights that may be given to any other investor, if any, in the future.
- The Series A CCPS shall carry a pre-determined cumulative dividend rate of 0.0001% (zero point zero zero zero one per cent) per annum. In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0.0001% (zero point zero zero zero one per cent) per annum, the holders of the Series A CCPS shall be entitled to dividend at such higher rate.
- The holder of the Series A CCPS shall have the right to be first paid, in priority to the other Shareholders and all other classes of preference shareholders, any declared but accrued and unpaid dividends.
- The holders of Investor CCPS shall, at any time prior to 19 (nineteen) years from the date of issuance of the same, be entitled to call upon the Company to convert all or any of the Investor CCPS and if not converted earlier, shall automatically convert into Equity Shares at the fixed conversion rate (1:0.9147), (i) on latest permissible date prior to the issue of Shares to the public in connection with the occurrence of a Public Offer under Applicable Law, or (ii) on the day following the completion of 19 (nineteen) years from the date of issuance of the same.

(iii) Details of equity shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

Name of shareholder	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of holding	Number of shares	% of holding	Number of shares	% of holding
Preference shares of INR 400 each fully paid up						
Orbimed Asia II Mauritius Investments Limited	290,597	100.00%	290,597	100.00%	290,597	100.00%
Total	**290,597**	**100.00%**	**290,597**	**100.00%**	**290,597**	**100.00%**

Note:

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(All amounts are in INR million except per share data or as otherwise stated)

20 Other Equity

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Equity Component of Compulsory Convertible Preference Shares (refer note 19- B)	116.24	116.24	116.24
General Reserve	17.00	17.00	17.00
Securities Premium	521.88	521.88	521.88
Retained earnings	(232.04)	(480.53)	(449.99)
Foreign Currency Translation Reserve	(1.51)	0.25	2.44
Total	**421.57**	**174.84**	**207.57**

(A) General Reserve

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	17.00	17.00	17.00
Add : Shares issued during the year	-	-	-
Less : Transaction costs on shares issued	-	-	-
Balance at the end of the year	**17.00**	**17.00**	**17.00**

(B) Securities Premium

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	521.88	521.88	521.88
Add : Shares issued during the year	-	-	-
Less : Transaction costs on shares issued	-	-	-
Balance at the end of the year	**521.88**	**521.88**	**521.88**

(C) Retained Earnings

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	(480.52)	(449.99)	(275.80)
Add : Impact on account of different transition date	-	6.20	-
Contribution	-	-	-
Withdrawl	-	-	-
Add : Profit/(loss) for the year	247.78	(39.73)	(183.65)
Add : Other comprehensive income recognised directly in retained earnings	0.70	2.98	9.46
Balance at the end of the year	**(232.04)**	**(480.53)**	**(449.99)**

(D) Foreign Currency Translation Reserve

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	0.25	2.44	2.01
Add : Addition during the year	(1.76)	(2.19)	0.43
Balance at the end of the year	**(1.51)**	**0.25**	**2.44**

Nature and purpose of various items in other equity:

Equity component of compulsory convertible preference shares - The compulsory convertible preference shares have been classified as equity in accordance with Ind AS 32 'Financial Instruments: Presentation' (Refer note 19 (B)).

Retained Earnings - Retained earnings comprises of prior years and current year's undistributed earnings/accumulated losses after tax.

General reserve - There was no movement in general reserves.
General Reserve represents accumulated profits and is created by transfer of profits from Retained Earnings and it is not an item of Other Comprehensive Income and the same shall not be subsequently reclassified to Statement of Profit and Loss.

Securities premium - There was no movement in securities premium. Securities premium is used to record the premium on issue of shares. Security premium can to be utilized in accordance with Companies Act 2013.

Foreign Currency Translation Reserve - This reserves is used to record exchange differences arising on translation of financial statements of foreign subsidiary of Group ,i.e., Laxmi Dental Lab USA Inc.

(All amounts are in INR million except per share data or as otherwise stated)

21 Borrowings

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(A) Non-Current Borrowing			
(I) Secured			
(i) Term loans			
- From Banks	18.14	77.57	103.06
- From NBFC	88.06	-	-
Total	**106.20**	**77.57**	**103.06**
(II) Unsecured			
(i) Term loans			
- From Banks	-	0.00	0.75
(ii) From Related Parties	45.20	35.45	-
Total	**45.20**	**35.45**	**0.75**
Total of Non-Current Borrowing (A)	**151.40**	**113.02**	**103.81**
(B) Current Borrowing			
(I) Secured			
(i) Bank Overdraft	168.82	119.94	151.70
(ii) Term loans			
- Current maturities of long term borrowings (refer note 21.1)	31.41	39.79	36.24
(iii) Working capital demand loans	60.00	40.00	-
Total	**260.23**	**199.73**	**187.94**
(II) Unsecured			
(i) Overdraft & Cash Credit	-	-	1.55
(ii) Term loans			
- Current maturities of long term borrowings (refer note 23.1)	0.12	1.07	3.03
(iii) From Related Parties	8.50	-	-
(iv) From others	-	0.57	
Total	**8.62**	**1.64**	**4.58**
Total of Current Borrowing (B)	**268.85**	**201.37**	**192.53**
Total Borrowings (A+B)	**420.25**	**314.39**	**296.34**

Notes:

21.1 Current maturities of long term borrowings

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Secured			
(A) Term Loan			
- From Banks	17.78	39.79	36.24
- From NBFC	13.63		-
Total of Secured Term Loans (A)	**31.41**	**39.79**	**36.24**
Unsecured			
(A) Term Loan			
- From Banks	-	0.75	2.65
(B) From Related Parties	8.50	-	-
(C) From others	-	0.57	-
Total of Unsecured Term Loans (B)	**8.50**	**1.31**	**2.65**
Total (A+B)	**39.91**	**41.10**	**38.89**

21.2 Non-current Borrowings

Name of Lender	Type	Note	Term of Repayment	Rate of Interest p.a.	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
IndusInd Bank - Term Loan	Secured	a(i)	24 monthly instalment of 0.87 millions each from 07 November 2016 to 07 October 2018, 85 monthly instalment (including 6 months moratorium period from 07 March 2020 to 07 August 2020) of 0.84 million each from 07 November 2018 to 07 November 2025 and 1 instalment of 0.54 millions on 07 December 2025.	10.75%	-	23.94	31.20
IndusInd Bank - Term Loan	Secured	a(ii)	207 Monthly instalment of 0.24 millions each from 07 November 2021 to 07 November 2038 and 1 instalment of 0.05 on 07 December 2028.	Spread rate 4% + Repo rate 4.75%	-	22.59	23.17
IndusInd Bank - Term Loan	Secured	a(iii)	11 monthly instalment of 0.06 millions each from 07 November 2021 to 07 September 2022 and 36 monthly instalment of 0.26 millions each from 07 October 2022 to 07 September 2025	Spread rate 1% + * EBLR 7.75%	-	7.11	8.35
Tata Capital Financial Services Ltd - Term Loan	Secured	a(viii)	71 Monthly instalment of 2.09 millions each from 15 November 2023 to 15 September 2029 and 1 instalment of 2.13 millions on 15 October 2029.	11.35%	101.69	-	-
ICICI Bank - Term Loan	Secured	a(ix)	60 Monthly instalment of 0.70 millions each from 30 September 2019 to 30 August 2024.	Spread rate 1.6% + * MCLR 8.65%	7.05	15.46	23.88
Standard Chartered Term Loan	Secured	a(x)	180 Monthly instalment of 0.15 millions each from 10 May 2022 to 10 April 2037.	Spread rate 3.25% + Repo rate 4%	15.18	15.46	-
ICICI Yenadent LC - Term Loan	Secured	a(xi)	20 Quarterly instalment of 0.57 millions from 31 March 2021 to 31 December 2025.	15% - 6%**	3.93	6.18	8.43
ICICI Bank Limited (Vehicle Loan)	Secured	a(v)	60 Monthly instalment of 0.03 millions each from 01 November 2021 to 01 October 2026.	7.60%	0.76	1.01	1.25

(All amounts are in INR million except per share data or as otherwise stated)

Name of Lender	Type	Note	Term of Repayment	Rate of Interest p.a.	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ICICI Bank Limited (Vehicle Loan)	Secured	a(vi)	3 instalment moratorium, 61 Monthly instalment of 0.12 millions each from 15 March 2020 to 15 June 2025 and 1 instalment of 0.09 million on 15 July 2025.	9.00%	1.83	3.10	4.25
ICICI Bank limited (Vehicle loan)	Secured	a(vii)	60 Monthly instalment of 0.03 millions each from 07 May 2022 to 07 April 2027.	8.25%	0.89	1.13	-
Yes Bank (Vehicle loan)	Secured		42 monthly instalment of 0.01million each from 15 November 2018 to 15 April 2022	10.75%	-	-	0.00
ICICI bank limited - Cash credit facility	Secured	f(i)	Loan repayable on demand	Spread rate 4% + Repo rate 6.50%	137.16	112.89	144.70
ICICI Bank (OD)	Secured	d(ii)	Loan repayable on demand	6.50%	5.97	7.05	7.01
ICICI bank limited - Packing Credit in Foreign Currency Loan	Secured	a(xii)	Loan repayable on demand	Spread rate 3.75% + Repo rate 6.50%	-	-	2.28
ICICI Bank limited (Emergency Credit Line guarantee scheme)	Secured	b(i)	48 Monthly instalment of 1.26 millions each from 30 September 2021 to 30 August 2025.	Spread rate 0.55% + * EBLR 7.70%	6.29	21.39	36.50
Capsave Finance Pvt. Ltd. (Working capital demand loan)	Secured	e(i)	12 Months	* BLR 22.92% - 10.54%	20.00	-	-
ICICI bank limited (Working capital demand loan)	Secured	e(ii)	Loan repayable on demand	Spread rate 4% + Repo rate 6.50%	40.00	40.00	-
ICICI Bank Ltd	Secured	d(i)	Loan repayable on demand	Spread rate 4 % + Repo rate 6.5%	25.69	-	-
IDFC First Bank - Term Loan	Unsecured	c(i)	18 Monthly instalment of 0.26 millions each from 02 January 2022 to 02 June 2023.	16.00%	-	0.75	3.39
TATA Capital Financial Services ltd. - Dropline over draft	Unsecured	g(i)	36 Months	15.50%	-	-	1.55
Loan from Fund Box (OD)	Unsecured		12 Weekly instalment of 3.01 millions each from 01 February 2024 to 01 May 2024.	14.74%	-	0.57	-
Amrish Desai	Unsecured	h(i)	Loan repayable on demand	10.50%	1.64	1.75	-
Rajesh Khakhar	Unsecured	h(i)	Loan repayable on demand	10.50%	26.56	25.70	-
Hasmukh Khakhar	Unsecured	h(i)	Loan repayable on demand	10.50%	6.00	6.00	-
Sameer Merchant	Unsecured	h(i)	Loan repayable on demand	10.50%	11.00	2.00	-
Bajaj finance	Unsecured		36 monthly instalment from 02 January 2022 to 02 December 2024	15.50%	-	-	0.00
Sameer Merchant	Unsecured	h(iii)	Loan repayable on demand	-	8.50	-	-
ICICI Bank (ECLGS)	Unsecured		4 (four) years from the June 5, 2020 of disbursement.	7.70%	0.12	0.32	0.39
Total					**420.25**	**314.38**	**296.35**

21.3 Non-current Borrowings

a. Secured Term Loans

(i) Term loan from bank as on 31 March 2023 amounting to INR 23.94 millions (31 March 2022: INR 31.20 millions) was taken from IndusInd bank limited which is secured against the property of the Company situated at office no 103 on 1st floor, Wing C in the building known as Akruti Arcade C.H.S. limited, Andheri(west), Mumbai-400053.

(ii) Term loan from bank as on 31 March 2023 amounting to INR 22.59 millions (31 March 2022: INR 23.17 millions) was taken from IndusInd bank limited which is secured against the property of the Company situated at office no 103 on 1st floor, Wing C in the building known as Akruti Arcade C.H.S. limited, Andheri(west), Mumbai-400053.

(iii) Term loan from bank as on 31 March 2023 amounting to INR 7.11 millions (31 March 2022: INR 8.35 millions) was taken from IndusInd bank limited which is secured against the property of the Company situated at office no 103 on 1st floor, Wing C in the building known as Akruti Arcade C.H.S. limited, Andheri(west), Mumbai-400053.

(iv) On 23 October 2023, the Company has repaid the entire outstanding term loans of IndusInd Bank before maturity. Accordingly, the gain on extinguishment of financial liability has been recorded in profit and loss account.

(v) Car loan from bank as on 31 March 2024 amounting to INR 0.76 millions (31 March 2023: INR 1.01 millions) was taken Vehicle Loan from ICICI bank limited. The loan is secured by hypothecation of the said vehicle.

(vi) Car loan from bank as on 31 March 2024 amounting to INR 1.83 millions (31 March 2023: INR 3.10 millions) was taken Vehicle Loan from ICICI bank limited. The loan is secured by hypothecation of the said vehicle.

(vii) Car loan from bank as on 31 March 2024 amounting to INR 0.89 millions (31 March 2023: INR 1.13 millions) was taken Vehicle Loan from ICICI bank limited. The loan is secured by hypothecation of the said vehicle.

(viii) Term loan from NBFC as on 31 March 2024 amounting to INR 101.69 millions was taken from Tata capital financial services limited which is secured against the following properties:
-'Industrial gala No 202 and part of Industrial gala No 203 on second floor in the building known as Shreyas Industrial Estate situated at Off link road, Andheri(west) Mumbai-400053 owned by Mr. Parth Rajesh Khakhar, Mr. Kunal Kamlesh Merchant and Mrs. Bhavi Sameer Merchant.
-'Part of Industrial gala No 203 on second floor in the building known as Shreyas Industrial Estate situated at Off link road, Andheri(west) Mumbai-400053 owned by Mr. Parth Rajesh Khakhar, Mr. Kunal Kamlesh Merchant and Mrs. Bhavi Sameer Merchant.
-'Office no 103 on 1st floor, Wing C in the building known as Akruti Arcade C.H.S. limited, Andheri(west), Mumbai-400053.

(ix) Term Loan from bank as on 31 March 2024 amounting to INR 7.05 millions (31 March 2023: INR 15.46 millions) was taken from ICICI bank which is secured against the following:
-Survey No 18 , Ghodbunder , Bhayander (E) , Thane ,MAHARASHTRA , India ,401107
-Current Assets of Company with the Personal Guarantee of 1) Jigna Khakhar, 2) Rajesh Khakhar, 3) Sameer Merchant

(x) Term Loan from bank as on 31 March 2023 amounting to INR 15.18 millions (31 March 2023: 15.46 millions) was taken from standard chartered bank against the security of property of Director situated at Flat No 88, Tarapore garden CHSL, Off New Link Road, Oshiwara, Andheri West Mumbai - 400053.

(xi) Term Loan from bank as on 31 March 2024 amounting to INR 3.93 millions (31 March 2023: INR 6.18 millions) was taken from ICICI bank which is secured against the following:
- Gala No 105/106/107 Shreyas Industrial Estate, off link road, Andheri West, Mumbai - 400053
-410/411 , 4th floor , Akruti arcade , Opp A H Wadia School , Mumbai ,Maharashtra , India , 400053
-601-609 , 6th floor , Akruti arcade , Opp A H Wadia School , Mumbai, Maharashtra , India ,400053
-Survey No 18 , Ghodbunder , Bhayander (E) , Thane ,MAHARASHTRA , India ,401107
-Current Assets of Company with the Personal Guarantee of 1) Jigna Khakhar, 2) Rajesh Khakhar, 3) Sameer Merchant
-Corporate Guarantee of ASY Properties LLP

(xii) *PCFC loan from bank on 31 March 2022 amounting to INR 2.28 millions was taken from ICICI bank limited which is secured against the following:
-Gala No 105/106/107 Shreyas Industrial Estate, off link road, Andheri West, Mumbai - 400053
-410/411 , 4th floor , Akruti arcade , Opp A H Wadia School , Mumbai ,Maharashtra , India , 400053
-601-609 , 6th floor , Akruti arcade , Opp A H Wadia School , Mumbai, Maharashtra , India ,400053
-Survey No 18 , Ghodbunder , Bhayander (E) , Thane ,MAHARASHTRA , India ,401107
-Current Assets of Company with the Personal Guarantee of 1) Jigna Khakhar, 2) Rajesh Khakhar, 3) Sameer Merchant
-Corporate Guarantee of ASY Properties LLP

b. Secured Emergency credit line (ECL)

(i) * ECLGS Term Loan as on 31 March 2024 amounting to INR 6.29 millions (31 March 2023: INR 21.39 millions) was taken from ICICI Bank Limited which is secured against the existing securities created in favor of ICICI bank limited.

c. Unsecured Term Loans

(i) Term Loan from bank as on 31 March 2023 amounting to INR 0.75 million (31 March 2022: INR 3.39 millions) taken from IDFC first Bank .

(All amounts are in INR million except per share data or as otherwise stated)

21.4 Current Borrowings

d. Overdraft facility (Secured)

(i) Overdraft from bank as on 31 March 2024 amounting to INR 25.96 millions was taken from ICICI bank against the security of property and current assets of the Company having exclusive charge of bank over the same.

(ii) Secured against hypothecation of the company's entire stock of raw materials, semi-finished and finished goods, consumable stores and such other movables including book-debts and receivables in favor of the Bank Unconditional and irrevocable personal guarantee of Mr. Rajesh Khakhar and Mr. Sameer Merchant (KMPs)

e. Working Capital demand loan (Secured)

(i) Working capital demand loan from NBFC as on 31 March 2024 amounting to INR 20 millions was taken from Capsave Finance Private limited secured against * NACH mandate and 3 * UDC for an amount equal to sanction amount, 10% cash collateral in form of non-interest bearing security deposit and personal guarantee of Mr. Rajesh Khakhar and Mr. Sameer Merchant.

(ii) Working capital demand loan from bank on 31 March 2024 amounting to INR 40 millions (31 March 2023: 40 millions) was taken from ICICI bank limited which is secured against the following:

-Gala No 105/106/107 Shreyas Industrial Estate, off link road, Andheri West, Mumbai - 400053
-410/411 , 4th floor , Akruti arcade , Opp A H Wadia School , Mumbai ,Maharashtra , India , 400053
-601-609 , 6th floor , Akruti arcade , Opp A H Wadia School , Mumbai, Maharashtra , India ,400053
-Survey No 18 , Ghodbunder , Bhayander (E) , Thane ,MAHARASHTRA , India ,401107
-Current Assets of Company with the Personal Guarantee of 1) Jigna Khakhar, 2) Rajesh Khakhar, 3) Sameer Merchant
-Corporate Guarantee of ASY Properties LLP

f. Cash Credit facility (Secured)

(i) Cash Credit from bank as on 31 March 2024 amounting to INR 137.16 millions (31 March 2023: INR 112.89 millions and 31 March 2022 : INR 144.69 Millions) was taken from ICICI bank limited which is secured against the following:

-Gala No 105/106/107 Shreyas Industrial Estate, off link road, Andheri West, Mumbai - 400053
-410/411 , 4th floor , Akruti arcade , Opp A H Wadia School , Mumbai ,Maharashtra , India , 400053
-601-609 , 6th floor , Akruti arcade , Opp A H Wadia School , Mumbai, Maharashtra , India ,400053
-Survey No 18 , Ghodbunder , Bhayander (E) , Thane ,MAHARASHTRA , India ,401107
-Current Assets of Company with the Personal Guarantee of 1) Jigna Khakhar, 2) Rajesh Khakhar, 3) Sameer Merchant
-Corporate Guarantee of ASY Properties LLP

g. Overdraft facility (Unsecured)

(i) Overdraft from NBFC as on 31 March 2022 amounting to INR 1.55 millions taken from tata capital finance service limited.

h. Unsecured loan from related parties

(i) Loan from director as on 31 March 2024 amounting :

-Amrish Desai INR 1.64 millions (31 March 2023: INR1.75 millions)
-Rajesh Khakhar INR 26.56 millions (31 March 2023: INR 25.70 millions)
-Hasmukh Khakhar INR 6.00 millions (31 March 2023: INR 6.00 millions)
-Sameer Merchant INR 11.00 millions (31 March 2023: INR 2.00 millions)

(ii) Loan from Kids-e dental as on 31 March 2024 amounting to INR 1 million.

(iii) Loan from Sameer Merchant(director) as on 31 March 2024 amounting to INR 8.5 millions.

* PCFC :Pre - Shipment Credit in Foreign Currency
ECLGS : Emergency Credit Line Guarantee Scheme
NACH : National Automated Clearing House
UDC : Undated Cheque
EBLR : External Benchmark Lending Rate
MCLR : Marginal Cost of Funds Based Lending Rate
BLR : Base Lending Rate

**** Range is at decreasing rate as per sanction letter.**

22 Other financial liabilities

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Security Deposits	8.08	9.54	11.54
Total	**8.08**	**9.54**	**11.54**

23 Provisions

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-Current			
Provision for employee benefits (Refer note 43)			
- Gratuity	32.67	30.50	26.71
- Compensated absences	2.69	4.15	0.02
Total (A)	**35.36**	**34.65**	**26.73**
Current			
Provision for employee benefits (Refer note 43)			
- Gratuity	4.60	0.07	0.05
- Compensated absences	1.80	1.12	3.44
Total (B)	**6.40**	**1.19**	**3.49**
Total (A+B)	**41.76**	**35.83**	**30.22**

24 Trade Payables

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of Micro and Small Enterprises	25.19	16.33	21.10
Total outstanding dues of creditors other than Micro and Small Enterprises	132.88	208.75	245.33
Total	**158.07**	**225.08**	**266.43**

24.1 The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (herein after referred to as "MSMED Act, 2006") has been determined to the extent such parties have been identified on the basis of information available with the Group. The same has been relied upon by the auditors. The amount of principal and interest outstanding during the year is given below :

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
a) The principal amount and the interest due			
- Principal amount due to micro and small enterprises	24.86	15.90	20.28
- Interest due on above	0.33	0.43	0.82
b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	0.33	0.43	0.82
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-	-

(All amounts are in INR million except per share data or as otherwise stated)

24.2 Ageing schedule as at 31 March 2024

	Outstanding for following period from the date of payment						
	Unbilled	Not due	Less than a year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed -MSME	-	1.61	23.55	0.03	-	-	25.19
(ii) Undisputed -Others	16.15	31.06	82.73	2.15	0.35	0.44	132.88
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
Total	**16.15**	**32.67**	**106.28**	**2.18**	**0.35**	**0.44**	**158.07**

Ageing schedule as at 31 March 2023

	Outstanding for following period from the date of payment						
	Unbilled	Not due	Less than a year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed -MSME	-	1.52	14.44	0.37	-	-	16.33
(ii) Undisputed -Others	8.04	27.93	144.01	1.21	13.32	14.25	208.75
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
Total	**8.04**	**29.45**	**158.45**	**1.58**	**13.32**	**14.25**	**225.08**

Ageing schedule as at 31 March 2022

	Outstanding for following period from the date of payment						
	Unbilled	Not due	Less than a year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed -MSME	-	0.65	19.12	0.19	1.14	-	21.10
(ii) Undisputed -Others	26.75	25.04	142.87	32.13	17.89	0.65	245.33
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
Total	**26.75**	**25.69**	**161.99**	**32.32**	**19.03**	**0.65**	**266.43**

25 Other financial liabilities

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Interest accrued but not due on borrowings	0.74	0.34	0.44
Employee benefit payable	57.77	45.88	39.65
Payable to joint venture (Refer note no 45)	40.80	4.51	-
Payable to Non-controlling interest (Refer note no 45)	7.62	4.80	1.35
Total	**106.93**	**55.53**	**41.44**

26 Other current liabilities

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Contract liabilities*	75.11	52.98	54.31
Statutory dues payable	32.51	8.99	7.24
Total	**108.62**	**61.97**	**61.58**

* Contract Liabilities comprises of advance received from customer and advance billing.

27 Current tax liabilities (net)

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Income tax liability (net of advance tax and tax deducted at source)	3.96	-	-
Total	**3.96**	**-**	**-**

(All amounts are in INR million except per share data or as otherwise stated)

28 Leases

The Group has lease contracts for Office Premises used in its operations. Lease terms generally ranges between 1 and 5 years.
The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

A Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movement during the year:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	72.72	90.49	98.93
Additions during the year	42.51	15.86	14.10
Cash outflows:			
Principal payment of lease liabilities	(37.68)	(29.45)	(22.54)
Interest payment on lease liabilities	(7.98)	(8.65)	(9.41)
Non-cash adjustments:			
Disposals /Adjustments during the year	-	(4.17)	-
Interest accrued	7.98	8.65	9.41
Balance at the end of the year	**77.55**	**72.72**	**90.49**

B The following is the break-up of Lease Liability as at reporting date:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current	43.72	32.03	28.43
Non-current	33.80	40.69	62.06
Total	**77.52**	**72.72**	**90.49**

C The Undiscounted lease liabilities of continuing operations by maturity are as follows

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Less than one year	50.91	37.71	30.72
One to five years	35.02	43.48	69.96
After five years	-	-	-
Total	**85.93**	**81.19**	**100.69**

D Lease Expenses recognised in statement of Profit and Loss not included in the measurement of lease liabilities :

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Expense relating to short-term leases (included in other expenses) refer note 37	10.40	23.68	20.60
Total	**10.40**	**23.68**	**20.60**

(All amounts are in INR million except per share data or as otherwise stated)

29 Revenue from operations

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Sales & services:			
- Dental Products and Related Services	1,850.48	1,531.96	1,273.55
- Dental Clinical Services	64.02	57.45	21.23
Sub Total	1,914.50	1,589.41	1,294.78
Other operating income:			
Government Grants:			
-Export Incentive	-	1.58	10.58
-Duty drawback	0.16	0.48	0.23
Covid-19 subsidy	-	-	25.40
Miscellaneous income	20.89	24.84	37.43
Sub Total	21.05	26.90	73.65
Total	**1,935.55**	**1,616.31**	**1,368.43**

A Disaggregation of revenue

In the following table, revenue is disaggregated by type of business and the geography.

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
(A) Based on nature of business:			
- Laboratory Offerings	1,239.59	1,055.10	932.13
- Aligners Solutions	538.44	350.63	229.71
- Dental Clinical Services	64.02	57.45	21.23
- Course Fees	12.56	17.83	8.31
- Technology Solutions	0.22	0.21	-
- Distribution Business	59.67	108.19	103.40
Total	**1,914.50**	**1,589.41**	**1,294.78**
(B) Based on geographical markets			
- India	1,291.58	1,088.20	754.61
- USA	371.68	295.34	367.23
- UK	137.48	115.96	81.15
- Others	113.76	89.91	91.79
Total	**1,914.50**	**1,589.41**	**1,294.78**

B Contract Balances

The following table provides information about receivables and contract liabilities from contracts with customers. There are no contract assets.

	Year ended 31 March 2024	Year ended 31 March 2023	For the year ended 31 March 2022
Trade Receivables (Refer note no 13)	249.00	204.21	203.65
Contract Liabilities (Refer note no 26)			
-Advance billings	41.75	32.22	38.79
-Payment in advance of goods	33.36	20.76	15.52

C Reconciliation of revenue recognised vis-à-vis contracted price

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Revenue as per contracted price	1,914.50	1,589.41	1,294.78
Adjustments	-	-	-
Total	**1,914.50**	**1,589.41**	**1,294.78**

30 Other Income

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Interest income	1.70	1.72	2.54
Rental income	8.06	7.21	2.49
Foreign exchange gain	5.71	12.90	5.40
Gain on sale of Property, Plant & Equipment	0.86	-	-
Others	0.76	0.30	1.84
Total	**17.09**	**22.13**	**12.27**

(All amounts are in INR million except per share data or as otherwise stated)

31 Cost of raw materials consumed

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Opening inventory	152.45	173.72	153.71
Add: Purchases	474.57	285.40	326.56
	627.02	459.12	480.27
Less: Inventories written off	0.85	0.39	0.18
Less: Inventory at the end of the year	161.99	152.45	173.72
Total	**464.18**	**306.28**	**306.37**

32 Purchase of stock-in-trade

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Traded goods	38.35	100.70	100.58
Total	**38.35**	**100.70**	**100.58**

Purchase includes custom duty of INR 36.82 (FY 23 : INR 27.60; FY 22 : INR 27.61)

33 Changes in inventory of finished goods

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Decrease / (Increase) in Stocks			
Closing stock*	85.21	67.57	78.56
Less:- Opening stock	67.57	78.56	68.17
Total	**(17.64)**	**10.99**	**(10.39)**

*Closing stock include stock in transit INR 8.40 millions (FY 2022-23 INR 2.59 millions and FY 2021-22 INR 9.14 millions)

34 Employee benefits expense

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Salaries, wages, bonus and other benefits	647.74	595.89	480.09
Contribution to provident and other funds	25.64	21.70	18.13
Gratuity expense	7.80	6.76	8.07
Staff welfare expense	33.93	29.02	24.49
Total	**715.11**	**653.37**	**530.78**

35 Finance cost

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Interest on borrowings from banks	36.57	31.07	25.63
Interest on borrowings from others	0.02	0.17	0.11
Interest on borrowings from related parties	4.97	1.05	0.52
Interest on lease liabilities	7.99	8.65	9.41
Total	**49.54**	**40.94**	**35.67**

36 Depreciation and amortisation expenses

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation of property, plant and equipment (Refer note 4)	75.54	71.87	53.34
Amortisation of right-of-use assets (Refer note 5)	40.54	36.36	29.81
Depreciation of investment property (Refer note 6)	0.31	0.33	0.34
Amortisation of intangible assets (Refer note 8)	2.97	1.38	0.49
Total	**119.36**	**109.94**	**83.99**

(All amounts are in INR million except per share data or as otherwise stated)

37 Other expenses

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Freight charges	36.97	29.01	50.17
Bank charges	5.90	3.71	5.13
Office expenses	9.71	8.15	6.22
Commission	9.94	3.89	3.88
Power and fuel expense	34.32	29.49	27.43
Credit card processing charges	5.04	5.44	2.18
Audit Fees	3.15	0.70	0.61
Business promotion expenses	93.97	99.78	26.48
Rent expenses	10.40	23.68	20.60
Insurance charges	4.44	3.31	3.23
Electricity and water	8.65	4.35	1.68
Telephone expenses	7.02	6.20	5.52
Insurance charges	0.13	0.12	0.11
Subscription fees	0.50	1.35	0.76
Software Expenses	7.97	6.57	4.34
Legal and professional charges	81.02	76.47	60.28
Travel and conveyance	40.94	37.17	33.39
Repair & maintenance	22.08	20.45	20.15
Inventory Written off	1.65	0.51	0.18
Printing & stationary	6.38	7.89	7.96
Subcontract charges	38.53	24.64	32.46
Dentist Professional - Contractual	-	8.24	3.65
Dental Laboratory Cost	0.40	0.39	-
Courier charges	24.65	20.39	18.96
Recruitment Charges	1.06	1.98	0.78
Rates and taxes	9.74	5.76	5.90
Impairment allowance of expected credit loss	15.70	12.73	19.19
Intangible/Property, plant and equipment written off	3.00	0.14	7.22
Security Charges	3.75	3.36	3.36
Miscellaneous expense	10.64	9.45	15.16
Total	**497.65**	**455.33**	**386.96**

37.1 Payment to Auditors

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
As Auditor			
Statutory Audit Fees	3.04	0.56	0.49
Tax Audit Fees	0.11	0.15	0.12
Total	**3.15**	**0.70**	**0.61**

38 Exceptional items

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Loss on dissolution of a subsidiary (refer Note a below)	0.85	-	-
Impairment of goodwill (refer note 7)	-	-	93.87
Impairment of Investment in Associate (refer note 45)	-	3.50	-
Total	**0.85**	**3.50**	**93.87**

(a) The Group has received consideration INR 0.05 millions against the dissolution of subsidiary Techlab Consulting LLP accordingly, the Group has recognised the loss of INR 0.85. Techlab Consulting LLP has been dissolved as on 31 March 2024.

(All amounts are in INR million except per share data or as otherwise stated)

39 Tax Expense

(A) Income tax expense:

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Current tax			
Continuing Operations	17.85	1.96	-
Adjustment of tax relating to earlier year			
Continuing Operations	(0.14)	0.04	14.51
Deferred tax			
Continuing Operations	(111.88)	(0.12)	9.20
Income tax expense reported in the statement of profit or loss	**(94.17)**	**1.88**	**23.71**

(B) Income tax gain charged to Other Comprehensive income (OCI)

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Items that will not be reclassified to statement of profit or loss			
Remeasurement of net defined benefit liability	(0.78)	(0.06)	-
Income tax charged to OCI	**(0.78)**	**(0.06)**	**-**

(C) Reconciliation of estimated income tax to income tax expense

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Profit before tax	85.25	(42.60)	(147.08)
Enacted income tax rate applicable to the Company	27.82%	27.82%	27.82%
Income tax expense at above rate	**23.72**	**(11.85)**	**(40.92)**
Losses on which deferred taxes not recognised	-	(1.34)	24.66
Non-deductible expenses for tax purposes	1.97	-	-
Brought Forward Business loss set off	(10.26)	-	-
Brought Unabsorbed Depreciation set off	(3.63)	-	-
Deferred tax on Unabsorbed depreciation	(58.55)	-	-
Deferred tax relating to previous years	(42.35)	-	-
Losses on which deferred tax not recognised	-	-	0.56
Items subject to differential tax rate	(5.88)	0.11	1.13
Tax on distributed earning relating to subsidiaries and joint ventures	(0.03)	(0.04)	18.44
Tax effect of current year losses on which no deferred tax asset is recognized	3.70	13.25	6.74
Adjustmnt of tax related to earlier year (Current Tax)	(0.14)	0.04	14.51
Others	(2.48)	15.07	(1.43)
Income tax expense	**(94.17)**	**1.87**	**23.70**

(D) Deferred Tax Assets (net)

The Group has recognized deffered tax on temprory deductible difference which are probable to be available against future taxable profits.

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deferred tax assets	125.19	3.43	1.35
Deferred tax liability	12.57	1.90	-
Deferred tax assets (net)	**112.62**	**1.53**	**1.35**

(E) Movement in deferred tax assets/ (liabilities)

Particulars	As at 31 March 2023	(Charged) / Credited in Profit & Loss	Credited to OCI	As at 31 March 2024
(i) Deferred tax assets in relation to:				
Gratuity	0.26	10.03	(0.78)	9.52
Leave encashment	0.06	1.08	-	1.14
Lease Liability	2.06	11.71	-	13.78
Impairment allowance (ECL)	0.02	10.49	-	10.51
Borrowings	-	(0.41)	-	(0.41)
Unabsorbed depreciation	-	58.55	-	58.55
Difference in carrying amount of Property, Plant and Equipment as per books of account and tax books	0.98	24.45	-	25.42
Other Intangible assets	-	(1.02)	-	(1.02)
Security deposits	0.05	0.31	-	0.36
MAT credit	-	7.36	-	7.36
Total of deferred tax assets	**3.43**	**122.54**	**(0.78)**	**125.19**
(ii) Deferred tax liabilities in relation to:				
Right-of-use assets	(1.90)	(10.67)	-	(12.57)
Total of deferred tax liabilities	**(1.90)**	**(10.67)**	**-**	**(12.57)**
Deferred tax asset (net)	**1.52**	**111.88**	**(0.78)**	**112.62**

(All amounts are in INR million except per share data or as otherwise stated)

Particulars	As at As at 31 March 2022	(Charged) / Credited in Profit & Loss	Credited to OCI	As at 31 March 2023
(i) Deferred tax assets in relation to:				
Gratuity	0.23	(0.03)	0.06	0.26
Leave encashment	0.03	0.03	-	0.06
Revenue recognition	-	-	-	-
Lease Liability	0.29	1.78	-	2.06
Impairment allowance (ECL)	-	0.02	-	0.02
Employee Stock Compensation Expense			-	-
Borrowings	-		-	-
Security deposits	(0.01)	0.06	-	0.05
Excess provision made			-	-
Difference in carrying amount of Property, Plant and Equipment as per books of account and tax books	1.09	(0.12)	-	0.98
Total of deferred tax assets	**1.63**	**1.74**	**0.06**	**3.43**
(ii) Deferred tax liabilities in relation to:				
Right-of-use assets	(0.28)	(1.62)	-	(1.90)
Total of deferred tax liabilities	**(0.28)**	**(1.62)**	**-**	**(1.90)**
Deferred tax asset (net)	**1.35**	**0.12**	**0.06**	**1.52**

Particulars	As at 1 April 2021	(Charged) / Credited in Profit & Loss	Credited to OCI	As at As at 31 March 2022
(i) Deferred tax assets in relation to:				
Gratuity	-	0.23	-	0.23
Leave encashment	-	0.03	-	0.03
Lease Liability	-	0.29	-	0.29
Security deposits	-	(0.01)	-	(0.01)
Difference in carrying amount of Property, Plant and Equipment as per books of account and tax books	10.55	(9.45)	-	1.09
Total of deferred tax assets	**10.55**	**(8.92)**	**-**	**1.63**
(ii) Deferred tax liabilities in relation to:				
Right-of-use assets	-	(0.28)	-	(0.28)
Total of deferred tax liabilities	**-**	**(0.28)**	**-**	**(0.28)**
Deferred tax asset (net)	**10.55**	**(9.20)**	**-**	**1.35**

(All amounts are in INR million except per share data or as otherwise stated)

40 Earnings per share (EPS)

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Basic earnings / (loss) per share			
Restated Profit / (Loss) for the year (from continued operations) (A)	263.78	(36.57)	(169.14)
Restated Loss for the year (from discontinued operations) (B)	(16.00)	(3.16)	(14.51)
Weighted Average Number of equity shares at the beginning of the year	573,719	573,719	573,719
Add: Split of shares subsequent to period end considered for calculation of earnings per share for current period and previous years (Note 1)	2,294,876	2,294,876	2,294,876
Add: Bonus shares issued subsequent to period end considered for calculation of earnings per share for current period and previous years (Note 2)	48,766,115	48,766,115	48,766,115
Weighted Average Number of equity shares at the end of the year (Note 3)(C)	**51,634,710**	**51,634,710**	**51,634,710**
Basic earnings / (loss) per share from continued operations in INR (D=A/C)	**5.11**	**(0.71)**	**(3.28)**
Basic loss per share from discontinued operations in INR (D=B/C)	**(0.31)**	**(0.06)**	**(0.28)**
Basic earnings / (loss) per share from continued operations and discontinued operations in INR (D=A+B/C)	**4.80**	**(0.77)**	**(3.56)**
Diluted earnings per share			
Restated Profit / (Loss) for the year (from continued operations) (A)	263.78	(36.57)	(169.14)
Restated Loss for the year (from discontinued operations) (B)	(16.00)	(3.16)	(14.51)
Weighted Average Number of equity shares at the end of the year (Note 1)(C)	51,634,710	51,634,710	51,634,710
Diluted earnings / (loss) per share from continued operations in INR (D=A/C)	**5.11**	**(0.71)**	**(3.28)**
Diluted loss per share from discontinued operations in INR (D=B/C)	**(0.31)**	**(0.06)**	**(0.28)**
Diluted earnings / (loss) per share from continued operations and discontinued operations in INR (D=A+B/C)	**4.80**	**(0.77)**	**(3.56)**

Note:

1 Subsequent to 31 March 2024, the Board of Directors at their meeting held on 4 June 2024 approved the sub-division of each equity share of face value of INR 10 each fully paid up into face value of INR 2 each fully paid up.

2 Further, the Board of Directors have also approved the issue of bonus equity shares in its meeting held on 4 June 2024 in the ratio of 1 equity shares of INR 2 each for every 17 equity share of INR 2 each by capitalization of such sum standing to the credit of free reserves of the Group.

3 Weighted average number of equity shares includes 2,90,597 Compulsorily Convertible Preference Shares (CCPS) convertible in the ratio of 1:0.9147 .i.e. 2,65,805 equity shares. Each CCPS is a compulsorily and fully convertible preference share, convertible into Equity Shares, as per the terms and conditions as laid out in agreement with CCPS holder. Therefore, CCPS were classified in accordance with Ind AS 32 as equity.

(All amounts are in INR million except per share data or as otherwise stated)

41 Disclosure pursuant to Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations"

a The Group's has a business division in USA, i.e.,"Alvy Dental Supply" which is primarily engaged in the business of Dental Laboraties, Dental Consumables and Dental Machinery. The same has been classified as "Held for Sale" as per Ind AS 105. This business division was loss making and therefore management decided to sale this business division in November 2023. The management was actively seeking potential buyer since then. The Group entered into a Contract For Sale of Business dated 16 August, 2024 to sell this business division. As on 31 March, 2024, the assets and liabilities in this division are classified as "Held for Sale".

"Alvy Dental Supply" business division represents the separate major line of business of the Group as per Ind AS 105 – "Non-current assets held for sale and discontinued operations". Accordingly, it has been treated as discontinued operations and accounted for in accordance with the stipulations of Ind AS 105. The corresponding numbers in the Restated Consolidated Financial Information for the previous years have been presented as if these operations were discontinued in the prior years as well.

b The Group has following assets and liabilities recognized as held for sale:

	As at 31 March 2024
Non-current	
Property, Plant and Equipment	0.79
Current assets	
Inventories	16.73
Financial Assets	
- Trade Receivables	19.35
- Cash and Cash Equivalents	1.89
- Loans	11.05
Assets classified as held for sale	**49.81**
Current liabilities	
Financial Liabilities	
Borrowings	3.63
Trade payables	10.35
Other current liabilities	1.14
Liabilities classified as held for sale	**15.12**

c Loss from Discontinued Operations:

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from operations	86.75	105.50	103.79
Expenses other than finance costs	100.36	108.66	118.30
Finance costs	2.39	-	-
Loss before tax	**(16.00)**	**(3.16)**	**(14.51)**
Tax (expense)/credit	-	-	-
Loss after tax	**(16.00)**	**(3.16)**	**(14.51)**
Other Comprehensive loss		**(3.16)**	
Items that will be reclassified subsequently to profit & loss			
Exchange differences in translating the financial statements of foreign operations	(0.74)	(2.42)	(1.82)
Other comprehensive loss for the year (net of tax)	**(0.74)**	**(2.42)**	**(1.82)**
Total comprehensive loss for the year	**(16.74)**	**(5.58)**	**(16.33)**

d Cash flows from Discontinued Operations

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Net cash inflow from operating activities	1.75	0.42	2.41
Net cash outflow from investing activities	(0.53)	(0.16)	(0.07)
Net cash inflow/(outflow) from financing activities	0.20	-	(2.23)
Net increase in cash generated from discontinued operations	**1.42**	**0.26**	**0.11**

(All amounts are in INR million except per share data or as otherwise stated)

42 Non Controlling Interest of Bizdent Devices Private Limited

Pursuant to agreement dated 8 July 2021, the company entered into agreement with two investors to issue 10% shareholding (no of equity share 2,23,334) of Bizdent Devices Private Limited. This transaction resulted cash inflow from issue of shares of subsidiary to non-controlling interest amounting to INR 15 million (face value of INR 10 per share, issued at premium of INR 57.17).

43 Employee Benefits Obligations

(I) Defined contributions plans -Provident fund and others

The Group makes contribution towards employees' Provident Fund and other defined contribution plans. Under the schemes, the Group is required to contribute a specified percentage of payroll cost, as specified in the rules of the schemes, to these defined contribution schemes.

a) During the year the Group has recognized the following amounts in the Statement of profit and loss:

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Provident Fund (incl. admin charges)	18.66	15.70	12.93
Labour Welfare Fund	0.09	0.08	0.10
Total	**18.75**	**15.78**	**13.03**

(II) Defined Benefit plans
(A) Gratuity

The Group offers to its employees partially funded defined-benefit plan in the form of a gratuity scheme. Benefits under the unfunded defined-benefit plans are based on years of service and the employees' compensation (immediately before retirement). Benefits payable to eligible employees of the Group with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date.

a) This plan typically exposes the Group to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest Risk
A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

Mortality Risk
Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Salary Risk
The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Asset Liability Matching Risk
The plan faces the ALM risk as to the matching cash flow. entity has to manage pay-out based on pay as you go basis from own funds.

a) Statement of Assets and Liabilities:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Changes in the Present Value of Obligation			
Present value of obligation as at the beginning of the year	34.24	31.28	32.69
Current service cost	5.58	4.94	6.29
Interest cost	2.61	2.25	2.22
Benefits paid	(0.49)	(0.94)	(0.42)
Re-measurement (or actuarial) (gain) / loss arising from:	-	-	-
- change in demographic assumptions	(4.74)	0.00	-
- change in financial assumptions	6.79	(0.84)	(0.95)
- experience variance (i.e. actual experiences vs assumptions)	(3.08)	(2.45)	(8.55)
Present value of obligation as at the end of the year	**40.91**	**34.24**	**31.28**

Bifurcation of present value of obligation at the end of the year

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Classification of provisions			
Current	4.60	0.07	0.05
Non current	32.67	30.50	26.71
Amounts recognized in balance sheet	**37.27**	**30.57**	**26.76**

b) Statement of Profit and Loss:

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Expenses recognised in the Statement of Profit and Loss			
Current service cost	5.58	4.94	6.29
Net interest cost	2.34	1.93	1.92
Total expenses recognised in the Statement of Profit and Loss	**7.92**	**6.87**	**8.22**
(Gain)/Loss recognised in the Other Comprehensive Income			
Re-measurement (or actuarial) (gain) / loss arising from:			
- change in demographic assumptions	(4.74)	0.00	-
- change in financial assumptions	6.79	(0.84)	(0.95)
- experience variance (i.e. actual experiences vs assumptions)	(3.08)	(2.45)	(8.55)
- return on plan assets (excluding Interest)	(0.11)	0.23	0.04
Components of defined benefit income recognised in Other Comprehensive Income	**(1.14)**	**(3.06)**	**(9.46)**

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Change in Fair value of Plan Assets during the Period			
Fair value of Plan Assets, Beginning of Period	3.67	4.52	4.52

(All amounts are in INR million except per share data or as otherwise stated)

Interest Income Plan Assets	0.27	0.32	0.30
Actuarial Gains/(Losses)	0.11	(0.23)	(0.04)
Benefits Paid from Fund	(0.41)	(0.94)	(0.25)
Fair value of Plan Assets, End of Period	**3.64**	**3.67**	**4.52**

(All amounts are in INR million except per share data or as otherwise stated)

c) The principal assumptions used in determining gratuity for the Group's plans are shown below:

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Discount rate	7.09%	7.31% - 7.37%	6.98% - 7.48%
Salary growth rate	5% - 10%	7.00%	7.00%
Age of retirement	58 years	58 years	58 years
Attrition / Withdrawal rates, based on age: (per annum)	15% - 30%	10.00%	10.00%
Mortality (table)	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

The discount rate assumed for current and previous year, is determined by reference to market yield at the Balance sheet date on government bonds. The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

d) Maturity Profile of Defined Benefit Obligation

	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Projected benefits payable in future years from the date of reporting			
1st Following Year	8.53	3.38	3.39
2nd Following Year	6.75	3.25	2.82
3rd Following Year	6.19	3.13	2.90
4th Following Year	5.94	3.39	2.79
5th Following Year	4.82	3.98	3.01
Sum of 6 to 10 years	14.83	15.07	14.15
More than 10 years			

e) Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation (DBO) are discount rate, salary growth rate, attrition rate and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

	Sensitivity Level	Year ended 31 March 2024		Year ended 31 March 2023	
		Decrease	Increase	Decrease	Increase
Discount rate	1% Increase/ Decrease	1.52	(1.38)	2.72	(2.51)
Salary growth rate	1% Increase/ Decrease	(1.58)	1.70	(2.66)	2.94
Withdrawal rate	1% Increase/ Decrease	0.13	(0.13)	(0.05)	0.03
Attrition rate	1% Increase/ Decrease	-	-	0.04	(0.04)

	Sensitivity Level	For the year ended 31 March 2022	
		Decrease	Increase
Discount rate	1% Increase/ Decrease	2.51	(2.18)
Salary growth rate	1% Increase/ Decrease	(2.27)	2.54
Withdrawal rate	1% Increase/ Decrease	0.01	(0.02)
Attrition rate	1% Increase/ Decrease	-	-

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet. The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(B) Compensated absences

The obligation for compensated absences as at year end amounts to INR 4.46 million (31 March 2023: INR 5.24 million & 31 March 2022: INR 3.45 million).

(All amounts are in INR million except per share data or as otherwise stated)

44 Additional Information required under Schedule III to the Companies Act, 2013 of entities consolidated as Subsidiaries

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Laxmi Dental Export Private Limited								
31 March 2024	119.29%	531.69	54.07%	136.41	(274.37%)	3.84	55.90%	140.26
31 March 2023	200.91%	391.42	(13.47%)	5.61	357.50%	2.91	(20.87%)	8.52
31 March 2022	164.21%	376.76	39.11%	(73.06)	94.52%	9.35	36.01%	(63.71)
Indian Subsidiaries								
Bizdent devices Private Limited								
31 March 2024	15.61%	69.60	19.78%	49.90	218.65%	(3.06)	18.67%	46.83
31 March 2023	9.01%	17.56	(5.33%)	2.22	6.99%	0.06	(5.57%)	2.27
31 March 2022	6.51%	14.93	2.49%	(4.66)	0.00%	-	2.63%	(4.66)
Rich Smile Design LLP								
31 March 2024	0.94%	4.18	(0.33%)	(0.84)	(1.23%)	0.02	(0.33%)	(0.82)
31 March 2023	2.85%	5.56	4.98%	(2.07)	0.61%	0.01	5.07%	(2.07)
31 March 2022	(0.32%)	(0.74)	0.72%	(1.34)	0.00%	-	0.76%	(1.34)
Signature Smiles Dental Clinic Pvt. Ltd.								
31 March 2024	(0.68%)	(3.05)	1.49%	3.77	6.79%	(0.10)	1.46%	3.67
31 March 2023	(3.68%)	(7.17)	0.54%	(0.22)	1.31%	0.01	0.52%	(0.21)
31 March 2022	(3.02%)	(6.93)	2.74%	(5.13)	0.99%	0.10	2.84%	(5.03)
Techlab Consulting LLP								
31 March 2024	0.00%	-	(0.45%)	(1.14)	0.00%	-	(0.46%)	(1.14)
31 March 2023	(0.05%)	(0.10)	2.38%	(0.99)	0.00%	-	2.43%	(0.99)
31 March 2022	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Foreign Subsidiaries								
Laxmi Dental Lab USA Inc								
31 March 2024	(22.02%)	(98.14)	(11.62%)	(29.31)	125.67%	(1.76)	(12.39%)	(31.08)
31 March 2023	(34.55%)	(67.31)	121.13%	(50.43)	(267.68%)	(2.18)	128.88%	(52.61)
31 March 2022	(6.34%)	(14.54)	16.96%	(31.68)	4.37%	0.43	17.66%	(31.24)
Non-Controlling Interest in all subsidiaries								
31 March 2024	4.73%	21.07	1.79%	4.51	24.50%	(0.34)	1.66%	4.16
31 March 2023	8.67%	16.90	4.57%	(1.90)	1.26%	0.01	4.64%	(1.89)
31 March 2022	8.19%	18.79	1.68%	(3.14)	0.12%	0.01	1.77%	(3.13)
Eliminations & Consolidation adjustments								
31 March 2024	(17.87%)	(79.63)	35.28%	89.00	0.00%	-	35.47%	89.00
31 March 2023	(83.16%)	(162.02)	(14.80%)	6.16	0.00%	-	(15.09%)	6.16
31 March 2022	(69.23%)	(158.84)	36.29%	(67.79)	0.00%	-	38.32%	(67.79)
Total								
31 March 2024	100.00%	445.72	100.00%	252.29	100.00%	(1.40)	100.00%	250.89
31 March 2023	100.00%	194.83	100.00%	(41.63)	100.00%	0.81	100.00%	(40.82)
31 March 2022	100.00%	229.44	100.00%	(186.82)	100.00%	9.89	100.00%	(176.93)

Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
Annexure VI Notes Forming part of the Restated Consolidated Financial Information
(All amounts are in INR million except per share data or as otherwise stated)

45 Disclosure pursuant to Ind AS 112 "Disclosure of interest in other entities":

Refer Note 1 - Company overview for the list of subsidiaries, associate and joint venture included in the Restated Consolidated Financial Statements and percentage of ownership interest /voting power

(a) Subsidiaries

Disclosure of subsidiaries having material non-controlling interest:

(1) **Summarised Restated Consolidated Balance Sheet**

Particulars	Signature Smiles Dental Clinic Pvt. Ltd.			Bizdent Devices Pvt. Ltd.			Rich Smile Design LLP		
	31 March 2024	31 March 2023	31 March 2022	31 March 2024	31 March 2023	31 March 2022	31 March 2024	31 March 2023	31 March 2022
Non-current assets	13.86	9.51	14.12	111.68	37.79	6.08	2.06	1.63	1.55
Current assets	5.39	4.74	9.75	105.30	46.92	33.52	4.35	6.82	4.45
Total assets	19.25	14.25	23.87	216.97	84.70	39.60	6.41	8.44	6.00
Non-current liabilities	5.01	1.16	3.43	17.92	7.48	0.55	0.18	0.15	0.08
Current liabilities	17.29	20.26	27.37	129.46	59.68	24.11	2.05	2.73	6.66
Total liabilities	22.30	21.42	30.80	147.38	67.16	24.66	2.23	2.89	6.74
Net assets	(3.05)	(7.17)	(6.93)	69.59	17.55	14.93	4.18	5.56	(0.74)
Accumulated non-controlling interest	(9.61)	(9.20)	(9.22)	(20.06)	(15.83)	(14.61)	2.56	2.09	0.66

(2) **Summarised Restated Consolidated Statement of Profit and Loss**

Particulars	Signature Smiles Dental Clinic Pvt. Ltd.			Bizdent Devices Pvt. Ltd.			Rich Smile Design LLP		
	31 March 2024	31 March 2023	31 March 2022	31 March 2024	31 March 2023	31 March 2022	31 March 2024	31 March 2023	31 March 2022
Revenue	64.02	57.45	25.68	375.77	186.99	49.53	14.59	20.10	8.46
Profit for the year	4.24	(0.25)	(5.76)	55.44	2.46	(5.18)	(1.27)	(3.14)	(2.04)
Other Comprehensive Income	(0.11)	0.01	0.11	(3.40)	0.06	-	0.03	0.01	-
Total Comprehensive Income	4.13	(0.24)	(5.65)	52.04	2.53	(5.18)	(1.24)	(3.13)	(2.04)
Profit / (loss) allocated to non-controlling interest	0.45	(0.03)	(0.62)	5.20	0.25	(0.52)	(0.42)	(1.07)	(0.69)

(3) **Summarised Restated Consolidated Statement of Cash Flows**

Particulars	Signature Smiles Dental Clinic Pvt. Ltd.			Bizdent Devices Pvt. Ltd.			Rich Smile Design LLP		
	31 March 2024	31 March 2023	31 March 2022	31 March 2024	31 March 2023	31 March 2022	31 March 2024	31 March 2023	31 March 2022
Cash flows from operating activities	11.36	13.30	(3.11)	41.30	29.75	(14.48)	1.49	(8.34)	0.92
Cash flows from investing activities	(0.74)	0.14	0.72	(66.17)	(25.17)	15.80	(1.21)	(1.09)	(1.62)
Cash flows from financing activities	(10.63)	(13.83)	2.40	(1.93)	(4.31)	(0.36)	(0.26)	9.31	1.30
Net Increase/(Decrease) in cash and cash equivalents	(0.01)	(0.39)	0.01	(26.79)	0.27	0.97	0.02	(0.13)	0.59

(b) Associate and Joint Venture

(1) **Summarised Balance Sheet**

Particulars	Associate - ECG Plus Technologies Private Limited *			Joint Venture - Kids E Dental		
	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-24	31-Mar-23	31-Mar-22
Current Assets	0.93	0.79	0.60	70.76	24.27	37.65
Current Liability	3.74	2.61	2.58	25.99	41.97	39.63
Net Current Assets	(2.81)	(1.82)	(1.98)	44.77	(17.70)	(1.98)
Non-current Assets	0.48	0.70	0.16	51.42	26.09	4.11
Non-current Liabilities	3.02	1.27	6.95	4.22	4.54	0.35
Net Non-current Assets	(2.54)	(0.58)	(6.80)	47.20	21.55	3.76
Net Assets	(5.35)	(2.40)	(8.78)	91.97	3.84	1.78
Group's share in %	41.70%	41.70%	41.70%	60.00%	60.00%	60.00%
Group's share	0.00	0.00	0.00	55.18	2.31	1.07

(All amounts are in INR million except per share data or as otherwise stated)

(2) **Summarised Statement of Profit & Loss**

Particulars	Associate - ECG Plus Technologies Private Limited *			Joint Venture - Kids E Dental		
	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-24	31-Mar-23	31-Mar-22
Revenue from contract with customer	8.43	5.91	4.96	265.86	79.28	22.38
Cost of raw material and component consum	0.12	0.97	0.67	29.96	3.91	6.39
Other expenses	11.24	11.57	6.94	86.71	58.50	12.77
Finance cost	0.01	-	0.45	0.72	0.25	0.01
Profit before tax	(2.94)	(6.62)	(3.09)	148.47	16.60	3.22
Income tax	-	-	-	0.34	6.57	1.29
Profit for the year	(2.94)	(6.62)	(3.09)	148.13	10.04	1.92
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	(2.94)	(6.62)	(3.09)	148.13	10.04	1.92
Group's share in %	41.70%	41.70%	41.70%	60.00%	60.00%	60.00%
Group's share	-	-	-	88.88	6.02	1.15

(3) **Carrying amount of investments in joint ventures/associates:**

Particulars	Associate - ECG Plus Technologies Private Limited *			Joint Venture - Kids E Dental		
	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-24	31-Mar-23	31-Mar-22
Opening Balance	-	-	-	7.48	1.45	0.30
Group's share in Profit & Loss	-	-	-	88.88	6.02	1.15
Closing Balance	-	-	-	96.35	7.48	1.45

* The Group has impaired the investment in Associate - ECG Plus Technologies Private Limited

(All amounts are in INR million except per share data or as otherwise stated)

46 Fair Value Measurement

A The Carrying Value of Financial Assets by Categories is as follows:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Financial assets valued at amortized cost			
Loan and advances	5.97	6.25	6.32
Fixed deposits with maturity of more than 12 months	13.45	13.30	14.86
Security deposits	6.17	5.24	4.11
Advance to staff	0.13	0.19	0.03
Advances to other parties	-	1.48	2.16
Receivable for sale of land	-	-	31.00
Security Deposits	8.20	4.99	6.56
Trade receivables	249.00	204.21	203.65
Rent receivable	0.02	-	0.04
Other receivables	6.01	4.40	2.36
Loans	2.53	3.23	6.30
Other bank balances	2.75	6.22	3.82
Cash and cash equivalents	6.98	9.58	10.51
Total	**301.22**	**259.10**	**291.73**

B The Carrying Value of Financial Liabilities by Categories is as follows:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Financial Assets measured at amortized cost			
Borrowings	420.24	314.39	296.34
Lease liabilities	77.53	72.72	90.49
Security Deposits	8.08	9.54	11.54
Trade Payables	158.07	225.08	266.43
Other Financial liabilities	106.93	55.53	41.44
Total financial liabilities measured at amortised cost	**770.86**	**677.26**	**706.22**

As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the financial instruments.

(All amounts are in INR million except per share data or as otherwise stated)

47 Contingent Liabilities and Commitments

A Contingent Liabilities

(a) Description on matters considered as contingent liabilities:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
In respect of:			
Corporate Guarantees (Note 47.1)	6.00	1.07	1.07
Total	6.00	1.07	1.07

Note

47.1 Details of corporate guarantees issued by the Group and liability outstanding against corporate guarantees as on 31 March 2024

Facility Availed By	Purpose of corporate guarantee	Guarantee given to	Corporate Guarantee amount	Liability Outstanding against Corporate Guarantees issued
Bhavi Merchant	Cash Credit	Tata Capital financial services limited	6.00	6.00

47.2 Tax litigation

On 7 April 2023, the Group received a notice under Section 148A of the Income Tax Act, 1961, from the Deputy Commissioner of Income Tax, Mumbai, regarding transactions by Illusion Dental Laboratory Private Limited, which merged with the Group on 1 April 2017. The notice highlighted that the Transferor Group continued transactions in its own name post-merger, raising concerns about the taxability of these transactions for the assessment year 2019-20. As a result, the tax authorities are reopening the assessment proceedings, but no demand notice has yet been issued to the Group.

B Commitments

There is no such Commitment existing as on 31 March 2024, 31 March 2023 and 31 March 2022.

(All amounts are in INR million except per share data or as otherwise stated)

48 Financial risk management

In the course of its business, the Group is exposed primarily to liquidity risk, interest rate fluctuation risk, credit risk and foreign exchange fluctuation risk.

A Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation. Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses and service financial obligations.

(i) Maturities of financial liabilities

The table below summarises the maturity profile of the Group's financial liabilities based on contractual payments at each reporting date:

As at 31 March 2024	On demand	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-current					
Borrowings	-	-	138.33	13.07	151.40
Lease liabilities	-	-	33.80	-	33.80
Other financial liabilities	-	-	8.08	-	8.08
Current					
Borrowings	177.32	91.53	-	-	268.85
Lease Liabilities	-	43.72	-	-	43.72
Trade payables	-	158.07	-	-	158.07
Other financial liabilities	-	106.93	-	-	106.93
Total	**177.32**	**400.26**	**180.21**	**13.07**	**770.86**

As at 31 March 2023	On demand	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-current					
Borrowings	-	-	99.46	13.56	113.02
Lease liabilities	-	-	40.69	-	40.69
Other financial liabilities	-	-	9.54	-	9.54
Current					
Borrowings	119.94	81.43	-	-	201.37
Lease Liabilities	-	32.03	-	-	32.03
Trade payables	-	225.08	-	-	225.08
Other financial liabilities	-	55.53	-	-	55.53
Total	**119.94**	**394.08**	**149.68**	**13.56**	**677.26**

As at 31 March 2022	On demand	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-current					
Borrowings	-	-	84.95	18.86	103.81
Lease liabilities	-	-	62.06	-	62.06
Other financial liabilities	-	-	11.54	-	11.54
Current					
Borrowings	151.70	40.83	-	-	192.53
Lease Liabilities	-	28.43	-	-	28.43
Trade payables	-	266.43	-	-	266.43
Other financial liabilities	-	41.44	-	-	41.44
Total	**151.70**	**377.12**	**158.54**	**18.86**	**706.22**

B Interest Rate Risk

The Group's exposure to interest rate risk arises from borrowings which have a floating rate of interest, which is MCLR.The risk is managed by the Group by maintaining an appropriate mix of fixed and floating rate borrowings. The costs of floating rate borrowings may be affected by the fluctuations in the interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Exposure to interest rate risk

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Variable rate borrowings	359.14	266.20	276.74
Fixed rate borrowings	61.10	48.18	19.60

Interest rate sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sensitivity			
1% increase in MCLR	(3.59)	(2.66)	(2.77)
1% decrease in MCLR	3.59	2.66	2.77

(All amounts are in INR million except per share data or as otherwise stated)

C Credit Risk

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk is managed through periodic assessment of the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of trade receivables. Other financial instruments that are subject to credit risk includes cash and cash equivalents, bank deposits, loans and security deposits.

The maximum exposure to credit risk at the reporting date is primarily from trade receivables which amounted to Rs 257.16, Rs 204.20 and Rs. 203.65 millions as at 31 March 2024, 31 March 2023 and 31 March 2022 respectively. The Group provides loss allowance using the ECL model on trade receivables by following simplified approach. An impairment analysis is performed at each reporting date on an individual customer basis.

The credit risk on cash and cash equivalents and bank deposits is limited because the counterparties are banks with high credit ratings.

The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group does a credibility check on the landlords before taking any property on lease and hasn't had a single instance of non-refund of security deposit on vacating the leased property. The Group also in some cases ensure that the notice period rentals are adjusted against the security deposits and only differential, if any, is paid out thereby further mitigating the non-realization risk.

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	**51.49**	**51.45**	**38.24**
Charged to profit and loss account	15.70	12.73	19.18
Written off against bed debt	(5.33)	(13.51)	(6.70)
Exchange rate difference	0.29	1.21	0.73
Balance at the end of the year	**58.49**	**51.49**	**51.45**

D Foreign currency risk

The Group has limited international transactions and thus its exposure to foreign exchange risk arising from its operating activities is low. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency. To mitigate the Group's exposure to foreign currency risk, non-INR Cash Flows are monitored in accordance with the Group's risk management policies.

Foreign currency risk exposure:

As at 31 March 2024	USD	EUR	AED	Swiss Frank	CHF	SGD	GBP
Financial Assets							
Trade Receivables	2.70	0.05	0.01	-	-	-	-
Financial Liability							
Trade payable	0.38	0.40	-	-	0.01	-	0.00
Total	**3.08**	**0.46**	**0.01**	**-**	**0.01**	**-**	**0.00**

As at 31 March 2023	USD	EUR	AED	Swiss Frank	CHF	SGD	GBP
Financial Assets							
Trade Receivables	1.99	0.03	0.01	-	-	-	-
Financial Liability							
Trade payable	0.41	0.93	-	-	0.00	-	-
Total	**2.40**	**0.96**	**0.01**	**-**	**0.00**	**-**	**-**

As at 31 March 2022	USD	EUR	AED	Swiss Frank	CHF	SGD	GBP
Financial Assets							
Trade Receivables	1.75	0.03	-	0.00	-	-	-
Financial Liability							
Trade payable	0.33	1.06	-	-	0.00	0.00	-
Total	**2.08**	**1.08**	**-**	**0.00**	**0.00**	**0.00**	**-**

(All amounts are in INR million except per share data or as otherwise stated)

49 Related Party Disclosure

The list of related parties as identified by the Management is as under:-

(i) Subsidiaries
Laxmi Dental Lab USA INC
Signature Smiles Dental Clinic Pvt. Ltd.
Bizdent Devices Pvt. Ltd.
Rich Smile Design LLP
Tech lab consulting LLP
Diverse Dental Lab LLC (Subsidiary of Laxmi Dental Lab USA Inc)
Illusion Dental Lab USA Inc. (Subsidiary of Laxmi Dental Lab USA Inc)

(ii) Associate entity
ECG Plus Technologies Pvt. Ltd.

(iii) Joint Venture
Kids E Dental LLP

(iv) Key Management Personnel (KMP)
Mr. Rajesh Khakhar - Whole time Director & Chairman
Mr. Sameer Merchant - CEO and Managing Director
Mrs. Jigna R. Khakhar - Director (upto 20-Apr-2024)
Mr. Amrish Desai - Director (upto 27-Apr-2024)
Mr. Parag Bhimjiyani - Director (upto 20-Apr-2024)
Mr. Hasmukh Khakhar - Director (upto 20-Apr-2024)
Mrs. Anjana Grewal (From 20-Jul-2024) - Independent Director
Mr. Devesh G Chawla (From 20-Jul-2024) - Independent Director
Mr. Rajesh S Dalal (From 20-Jul-2024) - Independent Director
Mr. Dharmesh Dattani - Chief Finance Officer
Mr. Kartik Shah - Company Secretory and Compliance Officer (Upto 19-Jul-24)
Mrs. Nupur Joshi - Company Secretory and Compliance Officer (From 20-Jul-24)

(v) Relatives of KMP
Mrs. Rupal Bhimjiyani
Mr. Kunal Merchant
Mr. Parth Khakhar
Mrs.Varsha Khakhar
Mrs. Bhavna Dattani
Mrs. Sonal Desai
Mrs. Devika Khakhar
Mrs. Neepa Dattani
Mr. Prithvi Khakhar
Mr. Sanjay Khakhar
Mr. Manan Khakhar
Ms. Siddhi Khakhar
Ms. Shubh Sanjay Khakhar
Mrs. Bhavi Merchant
Mr. Rishi Amrish Desai

(vi) Entities in which KMP / relatives of KMP can exercise significant influence
ASY Properties LLP
Siddhileela Properties
Laxmi Dental International Pvt. Ltd.

a) Key Management Person Compensation

	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Managerial remuneration			
Mr. Rajesh Khakhar	4.50	3.26	4.05
Mr. Sameer Merchant	4.50	3.56	4.05
Mr. Amrish Desai (upto 27-Apr-2024)	10.90	2.99	2.59
Mr. Hasmukh Khakhar (upto 20-Apr-2024)	1.38	1.20	1.24
Mr. Parag Bhimjiyani (upto 20-Apr-2024)	8.24	7.45	2.70
Mrs. Jigna R. Khakhar (upto 20-Apr-2024)	4.92	3.66	4.43
Mr. Dharmesh Dattani	3.90	3.46	2.80
Total Managerial Remuneration	**38.35**	**25.57**	**21.85**

(All amounts are in INR million except per share data or as otherwise stated)

b) Transactions with related parties

	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Salary Expense			
Relatives of Directors and KMP			
Mr. Parth Khakhar	2.81	3.48	3.53
Mr. Pritvi Khakhar	0.00	1.75	0.94
Mr. Sanjay Khakhar	1.20	1.00	1.08
Mr. Manan Khakhar	1.49	1.09	0.84
Mrs. Bhavi Merchant	4.70	3.40	3.51
Mrs. Bhavna Dattani	1.62	1.17	0.63
Mrs. Devika Khakhar	1.57	0.85	0.86
Mrs. Neepa Dattani	1.68	1.37	1.14
Mrs. Rupal Bhimjiyani	4.63	3.31	2.06
Mrs. Sonal Desai	2.32	1.95	1.57
Ms. Shubh Sanjay Khakhar	0.44	0.15	0.00
Ms. Varsha Khakhar	0.36	0.31	0.32
Mr. Rishi Amrish Desai	0.05	0.37	0.38
Ms. Siddhi Khakhar	1.58	3.65	2.40
Ms. Kunal Merchant	11.18	9.42	11.19
Rent Paid			
Key Managerial Personnel			
Mr. Rajesh Khakhar	0.66	0.67	0.59
Relatives of Key Managerial Personnel			
Mrs. Rupal Bhimjiyani	-	-	0.18
Entities in which KMP / relatives of KMP can exercise significant influence			
ASY Properties LLP	0.50	6.00	6.00
Sales			
Jointly controlled Entity			
Kids E Dental LLP	47.79	29.65	10.13
Purchase			
Jointly controlled Entity			
Kids E Dental LLP	0.04	-	-
Interest Income			
Associate			
ECG Plus Technologies Pvt. Ltd.	-	-	0.36
Rental Income			
Jointly controlled Entity			
Kids E Dental LLP	0.06	0.06	0.04
Interest Paid			
Key Managerial Personnel			
Mr. Rajesh Khakhar	3.53	0.71	-
Mr. Sameer Merchant	0.62	0.01	-
Mr. Amrish Desai	0.18	0.18	-
Mr. Hasmukh Khakhar	0.63	0.15	-
Share of Profit/(Loss) in LLP			
Jointly controlled Entity			
Kids E Dental LLP	90.67	8.55	0.87
Withdrawal Partners' Current Account			
Kids E Dental LLP	36.00	4.80	-
Loans Given during the Year			
Associate			
ECG Plus Technologies Pvt. Ltd.	-	-	0.65
Loans Repayment received during the Year			
Associate			
ECG Plus Technologies Pvt. Ltd.	-	4.06	0.10
Directors & Key Managerial Personnel			
Mr. Rajesh Khakhar	12.94	1.00	-
Mr. Sameer Merchant	3.00	-	-
Mr. Amrish Desai	0.11	0.25	-

(All amounts are in INR million except per share data or as otherwise stated)

Loans Received during the Year			
Directors & Key Managerial Personnel			
Mr. Rajesh Khakhar	13.80	26.70	-
Mr. Sameer Merchant	20.50	2.00	-
Mr. Amrish Desai	-	2.00	-
Mr. Hasmukh Khakhar	-	6.00	-
Professional Fees			
Associate			
ECG plus Technologies Pvt. Ltd.	-	0.04	0.04
Software Charges			
Associate			
ECGplus Technologies Pvt. Ltd.	0.05	-	-

c) Outstanding balances of related parties

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Account Receivables			
Entities in which KMP / relatives of KMP can exercise significant influence			
Kids E Dental LLP	1.91	1.88	-
Other Payable			
Jointly controlled Entity			
Kids E Dental LLP	-	-	0.54
Other Current Assets			
Entities in which KMP / relatives of KMP can exercise significant influence			
ASY Properties LLP	-	-	31.00
Unsecured loan (Liability)			
Directors & Key Managerial Personnel			
Mr. Rajesh Khakhar	26.56	25.70	-
Mr. Sameer Merchant	19.50	2.00	-
Mr. Amrish Desai	1.64	1.75	-
Mr. Hasmukh Khakhar	6.00	6.00	-
Other receivable			
Jointly controlled Entity			
Kids E Dental LLP	59.29	4.62	0.87
Control Account (Receivable)			
Jointly controlled Entity			
Kids E Dental LLP	-	0.29	-
Investment			
Jointly controlled Entity			
Kids E Dental LLP	0.30	0.30	0.30
Loans Given			
Associate			
ECG Plus Technologies Pvt. Ltd.	0.31	0.31	4.37
Managerial Remuneration Payable			
Mr. Rajesh Khakhar - Whole time Director & Chairmen	0.38	0.38	0.38
Mr. Sameer Merchant - CEO and Managing Director	0.38	0.38	0.38
Mrs. Jigna R. Khakhar - Director (upto 20-Apr-2024)	0.41	0.41	0.41
Mr. Amrish Desai - Director (upto 27-Apr-2024)	-	0.32	0.24
Mr. Parag Bhimjiyani - Director (upto 20-Apr-2024)	-	-	-
Mr. Hasmukh Khakhar - Director (upto 20-Apr-2024)	0.12	0.12	0.12
Mr. Dharmesh Dattani - Chief Finance Officer	0.33	0.30	0.25

(All amounts are in INR million except per share data or as otherwise stated)

Salary Expense Payable			
Relatives of Directors and KMP			
Mr. Parth Khakhar	0.12	0.40	0.36
Mr. Prithvi Khakhar	-	-	0.10
Mr. Sanjay Khakhar	0.10	0.10	0.10
Mr. Manan Khakhar	0.15	0.12	0.08
Mrs. Bhavi Merchant	0.40	0.35	0.30
Mrs. Bhavna Dattani	0.14	0.15	0.05
Mrs. Devika Khakhar	0.14	0.08	0.08
Mrs. Neepa Dattani	0.14	0.15	0.10
Mrs. Rupal Bhimjiyani	-	-	-
Mrs. Sonal Desai	-	0.21	0.15
Mr. Shubh Sanjay Khakhar	0.05	0.03	-
Ms. Varsha Khakhar	0.03	0.03	0.03
Mr. Rishi Amrish Desai	0.03	0.04	0.04
Ms. Siddhi Khakhar	0.14	0.39	0.28
Corporate guarantees Amount			
Provided to Relatives of Directors and KMP			
Bhavi Merchant	6.00	-	-
Personal Guarantee provided by Directors & KMP			
Joint Guarantee provided by Rajesh Khakkar and Sameer Merchant	249.90	235.90	195.90
Rajesh Khakkar	4.52	-	-
Advance from customers			
Related Party			
Kids-e-Dental LLP	0.72	-	-
Loans & advances Given by Foreign Subsidiary			
Kunal Merchant	4.71	4.64	4.55

d) Transactions with related parties: (these balances got eliminated in Restated Consolidated Financial Information)

	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
In books of Laxmi Dental Limited			
Rent Income			
Subsidiary			
Rich Smile Design LLP	0.12	0.12	-
Interest Income			
Subsidiary			
Signature Smiles Dental Clinic Pvt. Ltd.	0.28	0.60	0.58
Other Income			
Subsidiary			
Laxmi Dental Lab USA INC	9.38	9.31	9.22
Signature Smiles Dental Clinic Pvt. Ltd.	-	0.73	-
Bizdent Devices Pvt. Ltd.	24.01	39.09	7.47
Rich Smile Design LLP	2.40	3.75	1.68
Sales			
Subsidiary			
Laxmi Dental Lab USA INC	110.28	107.65	96.54
Signature Smiles Dental Clinic Pvt. Ltd.	5.25	4.26	2.35
Bizdent Devices Pvt. Ltd.	60.22	45.99	14.58
Rich Smile Design LLP	2.64	4.16	1.93
Purchases			
Subsidiary			
Laxmi Dental Lab USA INC	30.67	23.95	38.69
Bizdent Devices Pvt. Ltd.	17.49	7.78	0.91
Rich Smile Design LLP	0.07	0.01	0.12
Other Expenses			
Subsidiary			
Bizdent Devices Pvt. Ltd.	0.17	3.23	-
In Books of Bizdent Devices Pvt. Ltd.			

<u>**Other Income**</u>			
Holding Company			
Laxmi Dental Limited	0.17	3.23	-
Fellow Subsidiary			
Rich Smile Design LLP	-	0.53	-
<u>**Sales**</u>			
Holding Company			
Laxmi Dental Limited	17.49	7.78	0.91
Fellow Subsidiary			
Signature Smiles Dental Clinic Pvt. Ltd.	0.95	0.87	0.43
Rich Smile Design LLP	0.05	0.03	-
<u>**Purchases**</u>			
Holding Company			
Laxmi Dental Limited	60.22	45.99	14.58
Fellow Subsidiary			
Laxmi Dental Lab USA INC	2.21	1.33	-
<u>**Other Expenses**</u>			
Holding Company			
Laxmi Dental Limited	24.01	39.09	7.47
In Books of Rich Smile Design LLP			
<u>**Sales**</u>			
Holding Company			
Laxmi Dental Limited	0.07	0.01	0.12
Fellow Subsidiary			
Signature Smiles Dental Clinic Pvt. Ltd.	1.97	2.26	0.03
<u>**Purchases**</u>			
Holding Company			
Laxmi Dental Limited	2.64	4.16	1.93
Fellow Subsidiary			
Bizdent Devices Pvt. Ltd.	0.05	0.03	-
<u>**Other Expenses**</u>			
Holding Company			
Laxmi Dental Limited	2.40	3.75	1.68
Fellow Subsidiary			
Bizdent Devices Pvt. Ltd.	-	0.53	-
<u>**Rent Expense**</u>			
Holding Company			
Laxmi Dental Limited	0.12	0.12	-
In Books of Signature Smiles Dental Clinic Pvt. Ltd.			
<u>**Interest Expense**</u>			
Holding Company			
Laxmi Dental Limited	0.28	0.60	0.58
<u>**Other Expenses**</u>			
Holding Company			
Laxmi Dental Limited	5.25	4.99	2.35
Fellow Subsidiary			
Rich Smile Design LLP	1.97	2.26	0.02
Bizdent Devices Pvt. Ltd.	0.95	0.87	0.43
In Books of Laxmi Dental Lab USA INC			
<u>**Sales**</u>			
Holding Company			
Laxmi Dental Limited	30.67	23.95	38.69

(All amounts are in INR million except per share data or as otherwise stated)

Fellow Subsidiary			
Bizdent Devices Pvt. Ltd.	2.21	1.33	-
Purchases			
Holding Company			
Laxmi Dental Limited	12.41	19.52	-
Other Expenses			
Holding Company			
Laxmi Dental Limited	107.24	97.44	105.75

e) **Amounts due (to)/ from related parties: (these balances got eliminated in Restated Consolidated Summary information)**

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
In books of Laxmi Dental Limited			
Accounts Payable			
Subsidiary			
Laxmi Dental Lab USA INC	-	3.49	2.09
Bizdent Devices Pvt. Ltd.	2.92	1.12	8.17
Rich Smile Design LLP	-	0.00	-
Accounts Receivable			
Subsidiary			
Laxmi Dental Lab USA INC	159.90	135.07	90.15
Signature Smiles Dental Clinic Pvt. Ltd.	0.33	0.25	0.24
Bizdent Devices Pvt. Ltd.	18.70	24.75	11.32
Rich Smile Design LLP	0.74	0.38	4.54
Loan given to related party			
Subsidiary			
Signature Smiles Dental Clinic Pvt. Ltd.	-	3.93	11.99
Advance to supplier			
Subsidiary			
Laxmi Dental Lab USA INC	1.82		
In Books of Bizdent Devices Pvt. Ltd.			
Accounts Payable			
Holding Company			
Laxmi Dental Limited	18.70	24.75	11.32
Fellow Subsidiary			
Rich Smile Design LLP	-	0.19	0.03
Accounts Receivable			
Holding Company			
Laxmi Dental Limited	0.64	0.45	0.06
Fellow Subsidiary			
Signature Smiles Dental Clinic Pvt. Ltd.	0.10	0.03	0.08
Rich Smile Design LLP	0.05	0.36	-
Advance to supplier			
Holding Company			
Laxmi Dental Limited	2.29	0.67	8.11
In Books of Rich Smile Design LLP			
Accounts Payable			
Holding Company			
Laxmi Dental Limited	0.79	0.38	4.54
Fellow Subsidiary			
Bizdent Devices Pvt. Ltd.	-	0.36	-
Accounts Receivable			
Holding Company			
Laxmi Dental Limited	-	0.00	-

(All amounts are in INR million except per share data or as otherwise stated)

Fellow Subsidiary			
Signature Smiles Dental Clinic Pvt. Ltd.	0.00	0.19	0.01
Bizdent Devices Pvt. Ltd.	-	0.19	0.03
In Books of Signature Smiles Dental Clinic Pvt. Ltd.			
<u>Accounts Payable</u>			
Holding Company			
Laxmi Dental Limited	0.35	0.25	0.26
Fellow Subsidiary			
Rich Smile Design LLP	-	0.20	-
Bizdent Devices Pvt. Ltd.	0.08	0.03	0.07
<u>Loan taken from related party</u>			
Holding Company			
Laxmi Dental Limited	-	3.93	11.99
In Books of Laxmi Dental Lab USA INC			
<u>Accounts Payable</u>			
Holding Company			
Laxmi Dental Limited	159.90	135.07	90.15
<u>Advance from customer</u>			
Holding Company			
Laxmi Dental Limited	1.82		
<u>Accounts Receivable</u>			
Holding Company			
Laxmi Dental Limited	-	3.48	2.09

(All amounts are in INR million except per share data or as otherwise stated)

50 Disclosures pursuant to securities and exchange board of India (Listing obligations and disclosure requirements) Regulations, 2015 and section 186 of the Companies Act 2013:

Loans to related parties (refer note 49)

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ECG Plus Technologies Pvt. Ltd			
Balance including accrued interest as at the year end	0.31	0.31	4.37
Maximum amount outstanding at anytime during the year	0.31	3.87	4.37
Loan Interest Rate	-	-	8%

(ECG Plus Technologies Pvt. Ltd has utilized this loan for working capital purpose. The loan was repayable on demand and at 8% Interest rate p.a upto 31-Mar-2022)

(All amounts are in INR million except per share data or as otherwise stated)

51 Segment information

A The Group has the following reportable segments:

Laboratory Business : This segment comprises of Dental Prosthesis such as metal free crowns & bridges, Porcelain Fused to Metal ("PFM") Crowns and Bridges Dentures.
Aligners Business : This segment comprises of Dental Aligners, Retainers, Raw Materials for Aligners, Sport Guards, Night Guards, Sleep Apnea Devices.
Other Business : This segment comprises of Dental distribution products used in Dental Laboratory, Dental Clinical Services and Dental Educational Courses.

B Identification of segments:

The chief operational decision maker (CODM) monitors the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements. Operating segments have been identified on the basis of the nature of products / services and have been identified as per the quantitative criteria specified in the Ind AS 108.

C Segment revenue and results

The expenses and incomes which are not directly attributable to any business segment are shown as unallowable expenditure (net of unallocated income).

D Segment assets and liabilities:

The CODM does not monitor operating assets used by the operating segment. Therefore, disclosures of segment assets, liabilities and capital expenditure have not been given.

E Inter segment transfer:

Inter segment prices are normally negotiated amongst segments with reference to the costs, market price and business risks. Profit or loss on inter segment transfers are eliminated at the Group level.

Summary of the segmental information as at and for the year ended 31 March 2024 is as follows:

	Laboratory Business	Aligners Business	Other Business	Eliminations/ Unallocable	Total
Revenue					
External Revenue	1,239.59	538.44	136.48	-	**1,914.50**
Add: Inter segment revenue	153.38	45.99	32.40	(231.78)	**-**
Total Revenue from sales and services	**1,392.97**	**584.43**	**168.88**	**(231.78)**	**1,914.50**
Segment results before exceptional items	76.19	119.77	5.01	36.93	**237.90**
Add: Other income	-	-	-	-	**17.09**
Less: Depreciation and amortisation					**119.36**
Less: finance cost	-	-	-	-	**49.54**
Profit after finance cost but before exceptional items and tax					**86.09**
Exceptional items (net)					0.85
Profit before tax					**85.24**
Add: Tax credit/(expense)					94.17
Add: Share in profit after tax of joint venture (net)					88.88
Net profit for the year from continuing operations					**268.29**
Profit/(loss) after Tax from discontinued operations					(16.00)
Profit for the year					**252.29**
Other information:					
Non-cash items other than depreciation and amortisation	13.83	0.80	(0.12)	-	14.51

Summary of the segmental information as at and for the year ended 31 March 2023 is as follows:

	Laboratory Business	Aligners Business	Other Business	Eliminations/ Unallocable	Total
Revenue					
External Revenue	1,055.10	350.63	183.68	-	**1,589.41**
Add: Inter segment revenue	145.24	26.85	26.21	(198.29)	**-**
Total Revenue from sales and services	**1,200.34**	**377.47**	**209.89**	**(198.29)**	**1,589.41**
Segment results before exceptional items	(13.33)	46.97	(2.65)	58.65	**89.64**
Add: Other income					**22.13**
Less: Depreciation and amortisation					**109.94**
Less: finance cost					**40.94**
Profit after finance cost but before exceptional items and tax					**(39.11)**
Exceptional items (net)					3.50
Profit before tax and share of profit of joint venture					**(42.61)**
Add: Tax credit/(expense)					(1.88)
Add: Share of profit of joint venture					6.02
Net profit for the year from continuing operations					**(38.47)**
Profit(loss) after Tax from discontinued operations					(3.16)
Profit for the year					**(41.63)**
Other information:					
Non-cash items other than depreciation and amortisation	11.85	0.00	(0.18)	-	11.67

(All amounts are in INR million except per share data or as otherwise stated)

Summary of the segmental information as at and for the year ended 31 March 2022 is as follows:

	Laboratory Business	Aligners Business	Other Business	Eliminations/ Unallocable	Total
Revenue					
External Revenue	932.13	229.71	132.94	-	1,294.78
Add: Inter segment revenue	115.39	1.34	38.83	(155.57)	-
Total Revenue from sales and services	**1,047.53**	**231.05**	**171.77**	**(155.57)**	**1,294.78**
Segment results before exceptional items	(15.26)	44.65	5.57	19.17	**54.13**
Add: Other income					**12.27**
Less: Depreciation and amortisation					**83.99**
Less: finance cost					**35.67**
Profit after finance cost but before exceptional items and tax					**(53.25)**
Exceptional items (net)					93.87
Profit before tax and share of profit of joint venture					**(147.12)**
Add: Tax expense					(23.71)
Add: Share of profit of joint venture					(1.45)
Net profit for the year from continuing operations					**(172.28)**
Profit(loss) after Tax from discontinued operations					(14.51)
Profit for the year					**(186.79)**
Other information:					
Non-cash items other than depreciation and amortisation	18.44	(0.01)	(0.14)	-	18.29

(All amounts are in INR million except per share data or as otherwise stated)

52 Capital management policies and procedures

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maintain a strong capital base to ensure sustained growth in business and to maximize the shareholders value and to ensure the Group's ability to continue as a going concern. The capital management focuses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Group has not distributed any dividend to its shareholders. The Group monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing and current borrowing from Banks and NBFCs. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The amount managed as capital by the Group are summarized as follows:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total Equity (i)	**445.72**	**194.82**	**229.44**
Total borrowings	420.25	314.39	296.34
Less: Cash and bank balances (including deposits with banks)	(9.73)	(15.80)	(14.33)
Total debt (ii)	**410.52**	**298.59**	**282.00**
Overall financing (iii)= (i)+(ii)	**856.23**	**493.41**	**511.44**
Gearing ratio (ii)/(iii)	**47.94%**	**60.52%**	**55.14%**

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 24, 31 March 2023 and 31 March 2022.

(All amounts are in INR million except per share data or as otherwise stated)

53 Ratios

Ratio Variance Analysis for the year ended 31 March, 2024

	Ratios	Numerator	Denominator	31-Mar-24	31-Mar-23	31-Mar-22
				Ratio	Ratio	Ratio
(a)	Current Ratio (times)	Current Assets	Current Liabilities	0.90	0.92	1.01
(b)	Debt-Equity Ratio (times)	Total debt	Total equity	0.94	1.61	1.29
(c)	Debt Service Coverage Ratio (times)	Earning for debt service	Debt Service	2.06	1.01	-0.33
(d)	Return on Equity Ratio (%)	Profit after tax less pref. Dividend	Average total equity	78.77%	-19.62%	-60.47%
(e)	Inventory Turnover Ratio (times)	Cost of Goods Sold	Average Inventory	0.08	0.42	0.34
(f)	Trade Receivables Turnover Ratio (times)	Credit Sales	Average Trade Receivables	8.54	7.93	7.90
(g)	Trade Payables Turnover Ratio (times)	Credit Purchases	Average Trade Payables	0.20	0.41	0.41
(h)	Net Capital Turnover Ratio (times)	Revenue from operations	Average Working Capital	-33.37	-79.11	293.65
(i)	Net Profit Ratio (%)	Net profit after tax	Revenue from operations	13.03%	-2.58%	-13.65%
(j)	Return on Capital Employed (%)	EBIT	Capital employed	15.56%	-0.33%	-21.20%

Ratio	% Variance in ratio between 31 March 2024 and 31 March 2023	Reason for variance in excess of 25%
Current Ratio (times)	(2.19%)	Variance less then 25%
Debt-Equity Ratio (times)	(41.57%)	Total Equity has increased by 246.67mn due to better profitability. This has resulted in improvement of ratio
Debt Service Coverage Ratio (times)	102.96%	Increase in Earnings for Debt Service from 56.98mn to 421.32mn has improved this ratio. Company's strategy to bring growth and achieve profitability in all business segment has lead to this improvement
Return on Equity Ratio (%)	(501.56%)	IN FY23 company was in loss and in FY 24 it has turned positive resulting in change in this ratio
Inventory Turnover Ratio (times)	(79.65%)	Due to significant decrease in cost of material consumed in FY 24.
Trade Receivables Turnover Ratio (times)	7.77%	Variance less then 25%
Trade Payables Turnover Ratio (times)	(51.15%)	Longer time for making payment to creditors
Net Capital Turnover Ratio (times)	(57.82%)	Result of Efficient usage of Working capital. Growth in Current liabilities is higher than Current Assets
Net Profit Ratio (%)	(606.01%)	Improvement in Margins with Growth in Sales and PAN India penetration of business
Return on Capital Employed (%)	(4,840.72%)	Company has turned profitable during the year with increase in revenue and better cost management. Share of Profit from Kids-e has added 88.88mn additional

(All amounts are in INR million except per share data or as otherwise stated)

Ratio	% Variance in ratio between 31 March 2023 and 31 March 2022	Reason for variance in excess of 25%
Current Ratio (times)	(8.60%)	Variance less then 25%
Debt-Equity Ratio (times)	24.95%	Reduction in Equity is due is to loss incurred during FY23 and conseuqnt increase in ratio
Debt Service Coverage Ratio (times)	(411.61%)	Revenue has increased from 1343 in FY22 to 1616 in FY 23, resulting in improved earnings for debt service
Return on Equity Ratio (%)	(67.56%)	Mainly attributable to reduction in loss in FY23 as compare to FY22
Inventory Turnover Ratio (times)	21.13%	Variance less then 25%
Trade Receivables Turnover Ratio (times)	0.31%	Variance less then 25%
Trade Payables Turnover Ratio (times)	(1.01%)	Variance less then 25%
Net Capital Turnover Ratio (times)	(126.94%)	Result of Efficient usage of Working capital. Growth in Current liabilities is higher than Current Assets
Net Profit Ratio (%)	(81.13%)	Loss during the year has reduced in line with increase in Revenue
Return on Capital Employed (%)	(98.45%)	Company has turned profitable during the year with increase in revenue and better cost management. Share of Profit from Kids-e has added 6.02 mn additional

(All amounts are in INR million except per share data or as otherwise stated)

54 Additional regulatory information

i. Title deeds of Immovable Properties not held in name of the Company

Immovable properties held by a the Company or its subsidiaries are in the name of the Company or its subsidiaries. Immovable properties where the Company or its subsidiaries is the lessee, the lease agreements are duly executed in favour of the lessee.

ii. Details of loans given, investment made and guarantee given covered u/s 186(4) of the Companies Act, 2013

Loans given by the Company

Sno.	Name of the Company	Rate of Interest	Due date	Secured/Unsecured	Purpose of loan	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
1	ECG Plus Technologies Pvt. Ltd. - Loan	8.00% p.a	Repayable on demand	Unsecured	For Business / Operation Purpose	0.31	0.31	4.37

iii. Utilisation of Borrowed funds

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

iv. Revaluation of property, plant and equipment (including right-of-use assets) and intangible assets

The Company has not revalued its property, Plant and Equipment (including Right of use Assets) and intangible assets, thus valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

v. Details of benami property held

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

vi. Wilful Defaulter

The Company has not defaulted nor been declared wilful defaulter by any bank or financial institution or other lender.

vii. Quarterly Returns

The Company has availed loans from banks on the basis of security of current assets. The Company files statement of current assets with the bank on periodical basis. Reconciliation of quarterly returns or statements of current assets filed with banks or financial institutions

Quarter	Name of the Bank	Particulars	As per books	Amount as reported in the Quarterly Return/Statement	Discrepancy	Reason for Material Discrepancy
Jun-23	ICICI BANK LTD	Stock	201.09	219.89	(18.80)	
Sep-23	ICICI BANK LTD	Stock	216.57	246.57	(30.00)	
Dec-23	ICICI BANK LTD	Stock	229.05	229.04	0.01	
March-24	ICICI BANK LTD	Stock	227.12	254.44	(27.32)	
Jun-23	ICICI BANK LTD	Receivable	313.19	357.84	(44.65)	
Sep-23	ICICI BANK LTD	Receivable	295.07	305.40	(10.33)	*Refer Note 1*
Dec-23	ICICI BANK LTD	Receivable	293.87	320.12	(26.25)	
March-24	ICICI BANK LTD	Receivable	335.18	356.21	(21.03)	
Jun-23	ICICI BANK LTD	Payable	91.16	90.73	0.43	
Sep-23	ICICI BANK LTD	Payable	67.76	72.84	(5.09)	
Dec-23	ICICI BANK LTD	Payable	55.37	61.77	(6.40)	
March-24	ICICI BANK LTD	Payable	104.26	75.93	28.33	

Note 1:

The reason for reconciliation between quarterly returns or statements of current assets filed with banks are as follows:

1) Inventories:

a. Adjustments arising from the application of sales cut-off procedures.
b. Provision for slow moving, non-moving

2) Trade Receivables:

a. Loss allowance made for trade receivables
b. Adjustments to trade receivables due to period-end cut-off procedures
c. Remeasurement of balances due to foreign exchange rate fluctuations,
d. Offsetting advance from customers against trade receivables

3) Trade Payables:

a. Offsetting advance to suppliers against trade payable

viii. Relationship with struck off companies

The Company does not have any transactions with the Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

ix. Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

x. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

xi Compliance with approved Scheme(s) of Arrangements

The Company has not entered into any scheme of arrangements as approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013, thus, the disclosures relating to compliance with approved scheme of arrangements is not applicable to the Company.

xii Undisclosed income

The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961.

xiii Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

55 Events occurred after Balance Sheet Date

i Conversion of the Company from Private Limited to Public Limited

Pursuant to resolution passed by the shareholders in the Extraordinary General Meeting dated June 18, 2024, the Company has been converted from Private Limited Company into a Public Limited Company and the name of the Company was changed to 'Laxmi Dental Limited' from 'Laxmi Dental Exports Private Limited.

ii Sale of business division

The Group's business division in USA, i.e.,"Alvy Dental Supply" which is primarily engaged in the business of Dental Laboratories, Dental Consumables and Dental Machinery. The Group entered into a Contract for Sale of Business dated 16 August, 2024 to sell this business division.

iii ESOP scheme 2024

The Board of Directors authorized the "Laxmi Dental Stock Option Scheme, 2024 ("ESOP Scheme 2024") on August 9, 2024, and the Shareholders adopted it on August 16, 2024. The Scheme officially came into effect on August 16, 2024. Under this Scheme, the total number of equity shares that may be allocated through options granted by the company is capped at 1% of the diluted paid-up equity shares.

As on the date of the Financials Statement, the Company has not granted any options under the ESOP Scheme.

Iv Sale of property

The Group vide agreement dt: 07 May 2024 sold the property situated at 105/106/107, Shreyas Industrial Estate to M/s Siddhileela Properties for total consideration of INR 101 millions.

56 Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS and as required by Schedule III of the Act.

57 The amounts in '0.00' represents the figures below INR 10,000.

58 The Group used Labguru Software for the purpose of maintaining books of accounts for the financial year 31 March 2024, the software did not have a feature of recording audit

59 These financial statements have been approved for issue by the board of directors at its meeting held on **05 September 2024.**

A Statement of restatement adjustments

For periods up to and including the year ended 31 March 2023, the Group prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) notified under section 133 of the Companies Act, 2013. The Restated Consolidated Financial Information have been compiled from the Audited Consolidated Financial Statements of the Group as at and for the year ended 31 March 2024 and the Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2023 & 31 March 2022 (refer basis of preparation para under Note 2.1).

In preparing these financial statements, the Group's opening balance sheet was prepared as at 01 April 2022, the Group's date of transition to Ind AS. This note explains the principal adjustments made by the Group in restating its IGAAP financial statements, including the balance sheet as at 01 April 2022 and the financial statements as at and for the year ended 31 March 2023 and how the transition from IGAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

There is no difference between Restated Consolidated Financial Information, Audited Consolidatd Financial Statements and Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as referred above. Reconciliations between the Restated Consolidated Financial Information and Audited Financial Statements (IGAAP) of the Group are set out in the following tables and notes.

In preparing the Restated Consolidated Financial Information, the Group has applied the below mentioned exemptions:

A.1 Ind AS optional exemptions

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has accordingly applied the following exemptions:

(i) Deemed Cost – Property, plant & equipment, Investment property and Intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying amount of its property, plant & equipment, investment property and intangible assets as recognized in the financial statement as at the date of transition to Ind AS, measured as per previous GAAP and used that as its deemed cost as at the date of transition after making necessary adjustment for decommissioning liabilities. Accordingly, the Group has elected to measure all of its property, plant & equipment, investment property and intangible assets at their previous GAAP carrying amont as at transition date. For the purpose of Restated Consolidated Financial Information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Group has provided the depreciation and amortisation based on the estimated useful life of respective years.

(ii) Fair value measurement of financial assets or financial liabilities at initial recognition

Ind AS 101 provides the option to apply the requirements in paragraph B5.1.2A (b) of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind AS. The Group elected to apply the Ind AS 109 prospectively to financial assets and financial liabilities after its transition date.

(iii) Leases

The Group has applied the modified retrospective approach in applying Ind AS 116.

(iv) Business combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Group elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

A.2 Ind AS mandatory exceptions

(i) Estimates

On assessment of the estimates made under the previous GAAP financial statements, the Group has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under previous GAAP are made by the Group for the relevant reporting dates reflecting conditions existing as at that date. Key estimates considered in preparation of financial statements that were not required under the previous GAAP are listed below:

- Determination of the discounted value for financial instruments carried are amortized cost.
- Determination of impairment allowance (ECL) on trade receivables.

(ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets and liabilities on the basis of facts and circumstances existing as at the date of transition. Further, the standard permits measurement of financial assets and liabilities accounted at amortized cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Group has determined the classification of financial assets and liabilities based on facts and circumstances that exist on the date of transition. Measurement of financial assets and liabilities accounted at amortized cost has been done retrospectively except where the same is impracticable.

(All amounts are in INR million except per share data or as otherwise stated)

B Reconciliations between the Restated Consolidated Financial Information and Audited Financial Statements (IGAAP) of the Group

(a) Reconciliation of total Equity as at 1 April 2021, 31 March 2022 and as at 31 March 2023
(b) Reconciliation of total comprehensive income for the year ended 31 March 2023
(c) Impact of Ind AS adoption on the statement of cash flows for the year ended 31 March 2023

(i) Reconciliation of total equity as at 31 March 2023, 31 March 2022 and 01 April 2021

	As at 31 March 2023	As at 31 March 2022	As at 01 April 2021
Total equity (shareholder's funds) as per Indian GAAP	287.67	366.64	444.63
Minority interest	9.58	4.79	(0.13)
Adjusted Equity under previous GAAP	**297.25**	**371.43**	**444.50**
Adjustments:			
Adjustment to revenue due to change in timing of revenue recognition (Ind AS 115)	(11.51)	(2.85)	(0.64)
Impact on account of adoption of Ind AS 109			
- Impairment loss	(62.25)	(14.13)	-
- Others	1.14	(0.16)	0.20
Impact on account of adoption of Ind AS 116	(6.09)	(6.20)	(0.08)
Impact on account of equity method of accounting	(1.37)	0.29	-
Deferred Tax on Ind AS Adjustments	0.22	0.03	-
Adjustments to rectify errors in previous GAAP	(22.58)	(118.96)	(55.57)
Total equity (shareholder's funds) as per Ind AS	**194.82**	**229.44**	**388.41**

(ii) Restatement adjustments on account of transition to Ind AS w.e.f 1 April 2021

The below table provides reconciliation of impact on account of transition date considered as 1 April 2021 being different from statutory transition date of 1 April 2022. (Refer note 2.1 - Basis of preparation and presentation)

	Amount
Other Equity balance as at 31 March 2022	223.24
Adjustment on account of transition as per IND AS 101	
Adjustment on account of transition to Ind AS 116	6.20
Deferred tax on Ind AS adjustments	-
Other Equity balance as at 1 April 2022	**229.44**

(ii) Reconciliation of total comprehensive income

	Year ended 31 March 2023	Year ended 31 March 2022
Loss After Tax As Per Indian GAAP	**(79.32)**	**(87.00)**
Adjustments:		
Adjustment to revenue due to change in timing of revenue recognition (Ind AS 115)	(8.90)	(1.95)
Impact on account of adoption of Ind AS 109		-
- Impairment loss	(17.59)	(14.36)
- Others	(0.21)	0.19
Impact on account of adoption of Ind AS 116	(5.96)	(6.43)
Impact on account of equity method of accounting	(2.53)	(2.53)
Deferred Tax on Ind AS Adjustments	0.19	0.03
Adjustment on account of remeasurement of defined employee benefit plans as per Ind AS 19	(2.88)	(9.61)
Adjustments to rectify errors in previous GAAP	75.57	12.79
Total Adjustments	**37.68**	**(99.78)**
Profit After Tax As Per Ind As	**(41.64)**	**(186.79)**
Other Comprehensive Income		
Remeasurement Loss of net defined benefit plan	2.91	9.35
Others	(2.10)	0.54
Other Comprehensive Income as per Ind AS	**0.81**	**9.89**
Total Comprehensive Income for the year as per Consolidated Financial Statements and Restated Consolic	**(40.83)**	**(176.90)**

(iii) Impact of Ind AS adoption on the statement of cash flows for the year ended 31 March 2023

	Previous GAAP	Adjustment on Transition to Ind AS	Ind AS
Net cash flow from operating activities	27.21	103.89	131.11
Net cash flow used in investing activities	(28.50)	(49.01)	(74.17)
Net cash flow used in financing activities	(0.23)	(18.88)	(14.42)
Net increase/(decrease) in cash and cash equivalents	**(1.52)**	**36.00**	**42.52**
Cash and cash equivalents as at 1 April 2022	**14.32**	**(146.25)**	**(131.93)**
Cash and cash equivalents as at 31 March 2023	**15.65**	**(112.83)**	**(97.18)**

Notes To First-Time Adoption:

(i) Revenue from contract with customer (Ind AS 115)

Under Previous GAAP, the Group accounted for revenue once the goods are shipped from the Group's premises. As per Ind AS 115, revenue is recognized when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

(ii) Impairment allowance for expected credit losses

Under Previous GAAP, the Group applied the incurred loss model for creating provision for doubtful debts. Under Ind AS, impairment loss has been determined as per Expected Credit Loss (ECL) model. The difference between the provision amount as per previous GAAP and Ind AS (i.e. ECL) has been recognized in retained earnings on date of transition and subsequently in the restated consolidated statement of profit and loss.

(iii) Security Deposit

Under previous GAAP, interest free security deposits under lease agreement (that are refundable in cash on completion of the term as per the contract) are recorded at their transaction value. Under Ind AS, such financial assets are required to be recognised initially at their fair value and subsequently at amortised cost. Difference between the fair value and transaction value of the security deposit has been recognised as Right of Use Asset. The unwinding of security deposit happens by recognition of a notional interest income in Statement of Profit and Loss at effective interest rate. The Right of Use Asset gets amortised on a straight line basis over the lease.

(iv) Leases (Ind AS 116)

Under Previous GAAP, a lease is classified as a finance lease or an operating lease. Operating lease payments are recognised as an operating expense in the statement of profit or loss on a straight-line basis over the lease term. Under Ind AS 116, a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets and recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At the date of transition to Ind AS, the Group applied the modified retrospective approach and measured lease liabilities at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate at the date of transition to Ind AS. Right-of-use assets were measured at the amount equal to the lease liabilities.

(v) Defined benefit liabilities

Under Ind AS, remeasurements on defined benefit plans i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurements were forming part of the profit and loss for the year. There is no impact on total equity.

(vi) Investment in joint venture

Investment in joint venture is recognized using equity method of accounting in restated consolidated financial information as per Ind AS 28. However under previpus GAAP, joint venture was consolidated. Impact has been given to de-consolidate the joint venture previously consolidated and record the investment using equity method of accounting.

(vii) Tax impact on adjustments

Retained earnings and statement of profit and loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

(viii) Adjustments to rectify errors in previous GAAP

The Group has made certain errors in the adoption of accounting policies majorly related to measurement of depreciation, inventory, goodwill, employee benefit expenses, etc. Upon transition to Ind AS, the Group has rectified these errors.

C Non adjusting events

1 There are no audit qualifications in auditor's report for the financial year ended 31 March 2024, 31 March 2023 and 31 March 2022.

2 Emphasis of matters (EOM) which do not require any adjustments in the restated consolidated financial information are as follows:

For the financial year ended 31 March, 2024

As at 31 March 2024, the Company had trade receivable outstanding from one of it's related parties amounting to INR 151.34 million (31 March 2023 : INR 128.39 million) including foreign currency receivable amounting to INR 64.97 million (31 March 2023 : INR 43.12 million) outstanding for a period of more than nine months. This has resulted in non-compliances of various regulations, circulars and notifications issued under the Foreign Exchange Management Act, 1999 ("FEMA Regulations"), which require the receivables to be settled within 9 months. However, subsequent to March 31, 2024 the Company has collected entire balance outstanding for a period more than 9 months as on March 31, 2024. The aforesaid amount has been eliminated as a consolidation adjustment at the Group level since the amount receivable was from a Foreign Subsidiary of the Holding Company.

For the financial year ended 31 March, 2023

As at 31 March 2023, the Company had trade receivable outstanding from one of it's related parties amounting to INR 128.39 million including foreign currency receivable amounting to INR 43.12 million outstanding for a period of more than nine months. This has resulted in non-compliances of various regulations, circulars and notifications issued under the Foreign Exchange Management Act, 1999 ("FEMA Regulations"), which require the receivables to be settled within 9 months. However, subsequent to March 31, 2023 the Company has collected entire balance outstanding for a period more than 9 months as on March 31, 2023. The aforesaid amount has been eliminated as a consolidation adjustment at the Group level since the amount receivable was from a Foreign Subsidiary of the Holding Company.

As per our report of even date attached
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

Nitin Tiwari
Partner
Membership No: 118894

Place: Mumbai
Date: 05 September 2024

For and on behalf of the Board of Directors of
Laxmi Dental Limited (formerly known as Laxmi Dental Export Private Limited)
CIN:U51507MH2004PLC147394

Sameer Merchant
Director
DIN-00679893

Place: Mumbai
Date: 05 September 2024

Rajesh V Khakhar
Director
DIN-00679903

Place: Mumbai
Date: 05 September 2024

Dharmesh Dattani
Chief Financial Officer

Place: Mumbai
Date: 05 September 2024

Nupur Joshi
Company Secretary
Membership Number: 43768

Place: Mumbai
Date: 05 September 2024

OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million other than share data)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated earnings per Equity Share (in ₹) – Basic[(i)]	4.80	(0.77)	(3.56)
Restated earnings per Equity Share (in ₹) - Diluted[(ii)]	4.80	(0.77)	(3.56)
Return on Net Worth (%)[(iii)]	78.77%	(19.62%)	(60.47%)
Net asset value per Equity Share (in ₹)[(iv)]	8.63	3.77	4.44
EBITDA[(v)]	237.90	89.64	54.13
Adjusted EBITDA[(vi)]	326.78	95.66	52.68
Gross Margin[(vii)]	74.95%	74.14%	71.02%
Return on Equity[(viii)]	78.77%	(19.62%)	(60.47%)
Return on Capital Employed[(ix)]	19.97%	(0.33%)	(19.40%)

Notes:

(i) Basic Earnings per Equity Share (₹) = Net profit after tax of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year. Earnings per Equity Share denotes total earnings per share from Continuing Operation and Discontinued Operations.

(ii) Diluted Earnings per Equity Share (₹) = Net Profit after tax of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year. Earnings per Equity Share denotes total earnings per share from Continuing Operation and Discontinued Operations.

(iii) Return on net worth is calculated as restated net profit after tax divided by average total equity (net worth).

(iv) Net assets value per share is calculated as Equity attributable to equity holders divided by weighted average number of equity shares outstanding during the period/ year as adjusted for the bonus shares, split shares and CCPS.

(v) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.

(vi)Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.

(vii) Gross Margin = (Revenue from operations – COGS) / Revenue from operations.

(viii) ROE = Restated net profit after tax and adjustments, available for equity shareholders / Avg. shareholders equity.

(ix) ROCE = EBIT / Avg. Capital Employed, where EBIT = PBT + Finance Costs; Avg. Capital Employed = (Opening capital employed + closing capital employed) / 2; Capital Employed = Total Equity + Net Debt.

Non-GAAP Financial Measures

This section includes Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of Non-GAAP Financial Measures

Reconciliation for the various Non-GAAP Financial Measures included in this Draft Red Herring Prospectus are given below:

Reconciliation for EBITDA

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
Profit / (Loss) before tax	85.24	(42.61)	(147.12)
Add: Exceptional item	0.85	3.50	93.87
Profit before exception item	**86.09**	**(39.11)**	**(53.25)**
Add:			

Finance costs	49.54	40.94	35.67
Depreciation and amortization expenses	119.36	109.94	83.98
Less:			
Other Income	17.09	22.13	12.27
EBITDA^	**237.90**	**89.64**	**54.13**

^EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.

Reconciliation for EBITDA Margin

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
EBITDA*	237.90	89.64	54.13
Share of profit of associates, net of tax	88.88	6.02	(1.45)
Adjusted EBITDA^	**326.78**	**95.66**	**52.68**

^Adjusted EBITDA - Adjusted EBITDA is calculated by adjusting share of profit / (loss) of Jointly Controlled Entity to EBITDA
** EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*

Reconciliation for Gross Margin

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from Operation (a)	1,935.55	1,616.31	1,368.43
Less:			
Cost of material consumed	464.18	306.28	306.37
Purchase of stock-in-trade	38.35	100.70	100.58
Change in inventories of finished goods	(17.64)	10.99	(10.39)
Gross Profit (a)-(b)=(c)	1,450.66	1,198.34	971.87
Gross Margin (c)/(a)^	**74.95%**	**74.14%**	**71.02%**

^Gross Margin = (Revenue from operations – COGS) / Revenue from operations

Reconciliation for Return on Net Worth

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
Profit/ (Loss) for the year	252.29	(41.63)	(186.79)
Average Shareholder's equity	320.27	212.13	308.92
Return on Net Worth^	**78.77%**	**(19.62%)**	**(60.47%)**

^ Return on net worth is calculated as restated net profit after tax divided by average total equity (net worth)

Reconciliation for Return on Equity

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
Profit/ (Loss) for the year	252.29	(41.63)	(186.79)
Average Shareholder's equity	320.27	212.13	308.92

ROE^	**78.77%**	**(19.62%)**	**(60.47%)**

^ROE = Restated net profit after tax and adjustments, available for equity shareholders / Avg. shareholders equity

Reconciliation for Return on Capital Employed

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
EBIT	134.78	(1.67)	(111.45)
Average capital employed	674.82	502.43	574.39
ROCE^	**19.97%**	**(0.33%)**	**(19.40%)**

^ROCE = EBIT / Avg. Capital Employed, where EBIT = PBT + Finance Costs; Avg. Capital Employed = (Opening capital employed + closing capital employed) / 2; Capital Employed = Total Equity + Net Debt

Reconciliation for Net Asset Value per Equity Share

Particular's (Amount in Rs. Million)	FY 2023-24	FY 2022-23	FY 2021-22
Equity attributable to Equity Holders (A)	445.72	194.82	229.44
Weighted average number of equity shares including potential equity shares outstanding during the year adjusted for the bonus/ split/ convertibles (B)	5,16,34,710	5,16,34,710	5,16,34,710
Net Asset Value per Share (C=A/B)^	8.63	3.77	4.44

^Net assets value per share is calculated as Equity attributable to equity holders divided by weighted average number of equity shares outstanding during the period/ year as adjusted for the bonus shares, split shares and CCPS.

Audited Financial Statements

In accordance with the Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited standalone financial statements as at and for Fiscals 2024, 2023, and 2022, respectively ("**Audited Financial Statements**") of our Company and the subsidiaries which are considered 'material' in terms of the aforesaid provision of the SEBI ICDR Regulations are available at https://www.laxmidentallimited.com/investor_relations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider while subscribing to or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any of the BRLMs or Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Related Party Transactions

For details of the related party transactions during the Fiscals 2024, 2023, and 2022 as per the requirements under Ind AS 24 see "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" on page 382.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the Financial Years 2024, 2023 and 2022, including the related notes, schedules and annexures on page 329. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS, Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Global and Indian Dental Labs and Branded Products" dated September 11, 2024 (the "**F&S Report**") prepared and issued Frost & Sullivan (India) Private Limited, pursuant to an engagement letter dated April 12, 2024. The F&S Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. A copy of the F&S Report will be available on the website of our Company at www.laxmidentallimited.com/Investor_Relations from the date of the filing of the Red Herring Prospectus. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular Fiscal/ Calendar Year refers to such information for the relevant Fiscal/ Calendar Year. Frost & Sullivan (India) Private Limited is not a related party as per the definition of "related party" under the Companies Act, 2013 or the SEBI LODR Regulations to our Company or any of our Directors, Promoters, Key Managerial Personnel or Senior Management or the Book Running Lead Managers. For further information, see "Risk Factors - Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 77.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "Restated Consolidated Financial Information" on page 329. Please note that the financial information with respect to our Jointly Controlled Entity has been consolidated in the Restated Consolidated Financial Information only as a Jointly Controlled Entity as per Indian Accounting Standard - 28. The separate financial information disclosed in this section in respect of our Jointly Controlled Entity has been included from its special purpose financial statement read with corresponding auditor's report dated September 3, 2024 issued by M S K A & Associates, Chartered Accountants. For further information, see "Restated Consolidated Financial Information" and "Risk Factors – Kids-e-Dental LLP in which we hold 60% of the total equity share capital is classified as a Jointly Controlled Entity, respectively, in our Restated Consolidated Financial Information in accordance with Ind AS 28. Consequently, the impact of its consolidation on our financial statements is limited." on pages 329 and 75.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward-looking Statements" and "Risk Factors" on pages 19 and 39, respectively.

Overview

We are India's only end-to-end integrated dental products company as at March 31, 2024, offering a comprehensive portfolio of dental products *(Source: F&S Report)*. Our offerings include custom-made crowns and bridges, branded dental products such as clear aligners, thermoforming sheets and aligner related products as a part of aligner solutions, and paediatric dental products. We have a brand presence of more than 20 years and according to the F&S Report, we are amongst the top two largest dental laboratories in India based on revenue for the Fiscal 2023. We are a vertically integrated dental aligner company, and the largest and most profitable indigenous B2B2C dental aligner company in terms of revenue from operations and PAT Margin respectively for the Fiscal 2023. *(Source: F&S Report)* We manufacture our dental products across our six manufacturing facilities spread across 146,804.42 square feet.

Laboratory offerings

As per the F&S Report, in terms of retail sales, the Indian market for custom-made crowns and bridges is estimated to grow from USD 1.4 billion in 2023 to USD 3.1 billion in 2030 at a higher rate of 11.8% compared to the global market which is estimated to grow from USD 71 billion in 2023 to USD 121.6 billion in 2030 at a rate of 8.0%. The Indian dental laboratories market is characterised by the presence of fragmented and unorganized dental laboratories with less than ten technicians and a dearth of quality management standard compliant dental products. *(Source: F&S Report)* Changing regulatory requirements in the medical devices sector is expected to transition the fragmented and unorganized dental products and consumables market to organized and consolidated market dominated by companies focusing on quality, operational efficiency, and consumer experience. *(Source: F&S Report)*

We are amongst the top two largest dental laboratories in India by revenue for Fiscal 2023 *(Source: F&S Report)* catering to domestic markets and international markets including USA, UK and Europe. Among the Indian dental labs, we are the largest exporter in terms of export revenue for the Fiscal 2023, for custom made dental prosthesis, catering primarily to US and UK. *(Source: F&S Report)* We are the preferred partner for one of the largest DSO in the USA with more than 1,650 clinics in the USA *(Source: F&S Report)*. Having evolved from a dental laboratory with a few members to an integrated dental products company, we now have a presence of 20 years in the dental laboratories business with a reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024 ("**Dental Network**").

Primary dental products offered by our laboratory include custom made dental prosthesis such as metal free crowns and bridges, including our range of branded premium zirconia crowns and bridges "Illusion Zirconia", porcelain fused to metal ("**PFM**") crowns, bridges, and dentures. Metal-free products contributed to 53.70% of the total revenue from our dental laboratory business catering to the Indian market and to 36.31% of total revenue from our dental laboratory business catering to international markets respectively in Fiscal 2024. We have launched iScanPro, branded intraoral scanners for digital dentistry. Dental restoration units prepared using digital impression constituted 48.61%, by volume, of the total units sold by our domestic laboratory business and constituted 55.48%, by volume, of the total units sold by our international laboratory business in Fiscal 2024. Our facilities in Boisar are in compliance with the quality system regulations enforced by the United States Food and Drug Administration ("**US FDA**") and our manufacturing facilities in Mira Road and Boisar have received certifications for ISO 13485:2016 compliance, an internationally recognized standard for medical device quality.

Aligner Solutions

As per the F&S Report, in terms of retail sales, the Indian clear aligner market is estimated to grow from USD 133.6 million in 2023 to USD 569.0 million in 2030 at a much higher rate of 23.0% compared to the global market which is estimated to grow from USD 20.7 billion in 2023 to USD 54.9 billion in 2030 at a rate of 15.0%. Increasing number of patients are opting for clear aligner treatment compared to traditional braces for malocclusion, which refers to misalignment of the upper and/or lower teeth measurable enough to interfere with the person's ability to bite properly. *(Source: F&S Report)*. Increased treatment adoption among kids and adults alike, especially adults with poor treatment rate in the past, is one of the key factors driving adoption of clear aligners. *(Source: F&S Report)*. Growth in Indian clear aligner market is further expected to be driven by factors such as growing emphasis of Indian consumers on dental aesthetics (driving the adoption of clear aligners as alternative to braces), increasing number of general practitioners providing care for malocclusion, rising disposable income and propensity to spend on health products with cosmetic elements, and increased awareness through social media. *(Source: F&S Report)*. The global clear aligner market is sizable, and the Indian clear aligner market is expected to grow very rapidly over the next few years. *(Source: F&S Report)*.

We have a more focussed approach towards capturing the Indian aligner market share and we launched clear aligners under our brand Illusion Aligners which is the first Indian brand to receive 510(k) clearance from US FDA in 2021 to market clear aligners *(Source: F&S Report)*. We have adopted B2B2C business model for sale of our customised clear aligner solutions while offering a flexible 'pay as you go' model along with the upfront payment model, making our aligners more affordable to the end customers. Adoption of a B2B2C model involves sale of clear aligners through our Dental Network who in turn offer our dental products to end customers, which has helped us grow rapidly owing to our already established Dental Network with reach of over 20,000 dental clinics, dental companies and dentists between Fiscals 2022 to 2024. We are able to leverage our Dental Network, which has been built through our laboratory business, to scale up our offerings across metropolitan and non-metropolitan cities in a short span of time. Below table sets forth contribution of customers of our aligner solutions from tier I, tier II, and tier III cities to total customers served for aligners in Fiscals 2024, 2023, and 2022.

	Percentage of total customers served for aligners in Fiscal		
	2024	2023	2022
Tier I	47.09%	51.33%	50.37%
Tier II	35.58%	32.20%	34.53%
Tier III	17.33%	16.48%	15.11%

Note: Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1(Population of 50 lakh and above) Y – Tier 2 (Population of 5 to 50 lakh) and Z – Tier 3 (Population below 5 lakh) – Notification No. 2/5/17-E II(B), 7th July 2017. (Source: F&S Report).

We are the only aligner company in India which is fully vertically integrated having end-to end capabilities from raw material to distribution, enabling significant control on the supply chain. *(Source: F&S Report)*. We are one of the very few companies in India to manufacture and supply thermoforming sheets, thermoforming machines, dental consumables, biocompatible resins for 3D printing under our brand 'Taglus' tailored for manufacturing of clear aligners. *(Source: F&S Report)*. Our thermoforming machines, thermoforming sheets, and biocompatible resins have also received certificate of conformity under Regulation EU 2017/745.

Paediatric dental products

As per the F&S Report, in terms of retail sales, the Indian paediatric dental crown market is estimated to grow from USD 63.9 million in 2023 to USD 164.8 million in 2030 at a higher rate of 14.5% compared to the global market which is estimated to grow from USD 2.1 billion in 2023 to USD 3.5 billion in 2030 at a rate of 7.5%. We entered the paediatric dental market through our Jointly Controlled Entity Kids-E-Dental LLP by acquiring a 60% stake in 2021. We are one of the leading paediatric dental product brands in India in terms of revenue from operations as of March 31, 2024. *(Source: F&S Report)* Kids-E-Dental LLP is the only Indian company specialized in paediatric dental products and manufacturing of pre-formed metal free paediatric dental crowns. *(Source: F&S Report)* We offer a comprehensive range of paediatric products, including pre-formed branded paediatric crowns, Silver Diamide Fluoride ("**SDF**"), space maintainers, fissure sealant, reinforced splint and mineral trioxide aggregate. We are the only Indian manufacturer of US FDA approved SDF. *(Source: F&S Report)* We have been granted a design registration on "Bioflx", a semi-flexible tooth coloured pre-formed dental crown for children in India. Further, we have partnered with a leading paediatric dental company for distribution of Bioflx crowns manufactured by us globally across 81 countries. *(Source: F&S Report)*

Set forth below is a breakup of our revenue across our various product offerings for Fiscals 2024, 2023 and 2022:

Revenue Segment	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sale of goods and services (in ₹ million)	Percentage of Revenue from sale of goods and services	Revenue from sale of goods and services (in ₹ million)	Percentage of Revenue from sale of goods and services	Revenue from sale of goods and services (in ₹ million)	Percentage of Revenue from sale of goods and services
Laboratory	1,239.59	64.75%	1,055.10	66.38%	932.13	71.99%
Aligner solutions	538.44	28.12%	350.63	22.06%	229.71	17.74%
Others	136.47	7.13%	183.69	11.56%	132.95	10.27%
Total	**1,914.50**	**100.00%**	**1,589.41**	**100.00%**	**1,294.78**	**100.00%**

The following table sets forth our revenues from sales and services for the periods indicated:

Product category*	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sales and services (in ₹ million)	Percentage of revenue from Operations	Revenue from sales and services (in ₹ million)	Percentage of revenue from Operations	Revenue from sales and services (in ₹ million)	Percentage of revenue from Operations
Branded dental products	740.89	38.28%	463.21	28.66%	239.42	17.50%

**Represents revenue from sale of goods derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, Taglus.*

In addition to our above revenue from operations, set forth below is a table depicting revenues from sale of branded and non-branded paediatric dental products by Kids-E-Dental LLP in the last three fiscals:

Product category*	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Paediatric	Percentage of Revenue from	Revenue from Paediatric	Percentage of Revenue from	Revenue from	Percentage of Revenue from

	Operations (in ₹ million)	Paediatric Operations	Operations (in ₹ million)	Paediatric Operations	Operations (in ₹ million)	Paediatric Operations
Branded paediatric dental products	266.71	100.00%	79.28	100.00%	21.81	100.00%

Management and operations

Our Company is promoted by Rajesh Vrajlal Khakhar, our Founder, Chairperson and Whole-Time Director, Sameer Kamlesh Merchant, our Managing Director and Chief Executive Officer and Dharmesh Bhupendra Dattani, the Chief Financial Officer of our Company. Rajesh Vrajlal Khakhar founded our Company as a dental laboratory business on July 8, 2004, and expanded its reach domestically and internationally. He manages business partnerships with leading international customers and oversees business development activities. He has more than 30 years of experience. Sameer Kamlesh Merchant has more than 20 years of experience and he has contributed in diversifying the offerings of our Company. He also oversees digital initiatives and technology transformation in our Company. Dharmesh Bhupendra Dattani has more than 15 years of experience. The growth story of our Company has also benefitted from our private equity investor OrbiMed Asia II Mauritius FDI Investments Limited since amalgamated into OrbiMed Asia II Mauritius Limited, a healthcare-focused fund associated with us since 2015, which has provided us continuous support through our growth in business. We have benefited significantly from the vision and leadership of our Promoters and investors, and they along with our board of directors and the senior management, have been instrumental in formulating and executing the core strategy of our Company.

As of March 31, 2024, we have six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, two in Boisar, Mumbai Metropolitan Region, Maharashtra and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in Bengaluru, Delhi, and Ahmedabad with manufacturing capabilities. Our manufacturing facilities in Boisar and one of our manufacturing facilities in Mira Road have been certified by the US FDA, and all of our manufacturing facilities in Mira Road and Boisar have been certified by ISO (International Organization for Standardization). Further, we have also obtained registration from ANVISA (Brazilian health regulatory agency) in relation to thermoforming sheets, offered by us.

Performance track record

Our leadership position (in terms of the parameters discussed in this section) and scale of operations have translated to our track record of consistent financial performance. The table below sets out some of our financial and other metrics as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, based on our Restated Consolidated Financial Information:

Sr. No.	Particulars	Unit	As at and for the Financial Years ended March 31,		
			2024	2023	2022
Financial					
1.	Net Revenue				
(a)	Laboratory business				
(i)	*Domestic*[(1)]	₹ million	804.09	681.18	584.49
(ii)	*International*[(2)]	₹ million	435.50	373.93	347.64
(b)	Aligners				
(i)	*Bizdent*[(3)]	₹ million	357.29	178.30	48.19
(ii)	*Vedia*[(4)]	₹ million	181.15	172.32	181.52
(c)	Paediatric				
(i)	*Kids-E-Dental*[(5)]	₹ million	266.71	79.28	21.81
(d)	Others[(6)]	₹ million	136.47	183.69	132.95

2.	Revenue from Operations[7]	₹ million	1,935.55	1,616.31	1,368.43
3.	EBITDA[8]	₹ million	237.90	89.64	54.13
4.	Adjusted EBITDA[9]	₹ million	326.78	95.66	52.68
5.	PBT[10]	₹ million	85.24	(42.61)	(147.12)
6.	PAT[11]	₹ million	252.29	(41.63)	(186.79)
7.	PAT Margin[12]	%	13.03%	(2.58%)	(13.65%)
8.	Return on Capital Employed[13]	%	19.97%	(0.33%)	(19.40%)
9.	Return on Equity[14]	%	78.77%	(19.62%)	(60.47%)
10.	Asset Turnover[15]	%	164.31%	161.84%	128.46%
Operational					
16.	**Domestic lab**				
(a)	Total units[16]	Number	452,330	393,163	361,166
(b)	Digital units[17]	Number	219,887	142,958	101,514
(c)	Digital units penetration[18]	%	48.61	36.36	28.11
(d)	Product categories (volume)				
(i)	Metal-free[19]	Number	186,958	149,781	105,249
(ii)	Metal-free revenue share[20]	%	53.70	53.19	47.59
17.	**International Lab**[]				
(a)	Total units[21]	Number	198,920	155,998	145,350
(b)	Digital units[22]	Number	110,360	43,584	17,985
(c)	*Digital units penetration*[23]	%	55.48	27.94	12.37
(d)	Product Categories (Volume)				
(i)	Metal-free[24]	Number	54,874	42,732	51,537
(ii)	Metal-free revenue share[25]	%	36.31	34.43	39.59
18.	**Aligners & Allied Products**				
(a)	Total aligner cases[26]	Number	17,978	10,791	4,254
(b)	Customers served	Number	4,986	4,109	2,039
(i)	*Tier I*[27]	%	47.09	51.33	50.37
(ii)	*Tier II*[27]	%	35.58	32.20	34.53
(iii)	*Tier III*[27]	%	17.33	16.48	15.11
19.	**Kids-E-Dental**				
(a)	Total units[28]	Number	538,638	86,339	22,132
(b)	Revenue share (geography)				

(i)	*Domestic*[29]	%	24.16	45.93	74.08
(ii)	*International*[30]	%	75.84	54.07	25.92
20.	**Consolidated**				
(a)	Number of employees[31]	Number	2,299	2,013	1,925
(b)	Branded sales as a percentage of revenue from operations [32]	%	38.28	28.66	17.50

Notes:

1. *Net revenue for domestic laboratory business refer to revenue from dental lab catering to the Indian market.*
2. *Net revenue for international laboratory business refers to dental lab catering to international markets.*
3. *Net revenue for Aligners from Bizdent refers to revenue from aligners sold by Bizdent Devices Private Limited.*
4. *Net revenue for Aligners from Vedia refers to revenue from other aligner related products sold by Vedia Solutions – a division of Laxmi Dental Limited.*
5. *Net revenue for paediatric division from Kids-E refers to revenue of jointly controlled entity Kids-E Dental LLP.*
6. *Other net revenue refers to other diversified revenue of the Company and its Subsidiaries.*
7. *Revenue from operations is total revenue generated by the Company from the sales and services and other operating income.*
8. *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as restated profit before income tax and exceptional items added with finance cost, depreciation, and amortization, and deducted by other income.*
9. *Adjusted EBITDA is calculated by adjusting share of profit/(loss) of Jointly Controlled Entity to EBITDA.*
10. *PBT (Profit/(loss) before tax) is calculated as total income minus total expenses minus exceptional items of the Company for the year.*
11. *PAT (Profit for the year) means the profit for the year as appearing in the Restated Financial Statement.*
12. *PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.*
13. *Return on capital employed is calculated as EBIT divided by average capital employed where EBIT is calculated as sum of profit before tax, and finance costs; and average capital employed is calculated as average of the opening capital employed and closing capital employed; capital employed is calculated as sum of total Equity and net debt; net debt is calculated as total borrowings less cash and cash equivalents and other bank balances.*
14. *Return on equity is calculated as restated net profit after tax divided by average total equity (net worth).*
15. *Asset Turnover Ratio is calculated as revenue from operations divided by average total assets.*
16. *Total units of domestic lab refer to number of units sold by domestic lab where domestic labs refer to dental lab catering to the Indian market.*
17. *Digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
18. *Digital units penetration for domestic lab is computed as digital units sold by domestic lab divided by total units sold by domestic lab; where digital units of domestic lab refer to number of units sold by domestic lab from digital impressions.*
19. *Metal free units of domestic lab refer to number of units sold by domestic lab of zirconia, lithium disilicate and other metal free materials.*
20. *Metal free revenue share for domestic lab is calculated as revenue from metal free units divided by total revenue from domestic lab.*
21. *Total units of international lab refer to number of units sold by international lab where international lab refers to dental lab catering to international markets.*
22. *Digital units of international lab refer to number of units sold by international lab from digital impressions.*
23. *Digital units penetration for international lab is computed as digital units sold by international lab divided by the total units sold by international lab, where digital units of international lab refer to number of units sold by international lab from digital impressions.*
24. *Metal free units of international lab refer to number of units sold by international lab of zirconia, lithium disilicate and other metal free materials.*
25. *Metal free revenue share for international lab is computed as revenue from metal free units divided by total revenue from international lab.*
26. *Total aligner cases refer to total number of cases of aligners sold by Subsidiary, Bizdent Devices Private Limited.*
27. *Customers served refer to total dental clinics, dental companies and dentists served by Subsidiary, Bizdent Devices Private Limited. This represents locations of customers served by the Subsidiary, Bizdent Devices Private Limited across tier I,II and III cities Classification of Tiers as per Ministry of Finance (Government of India) HRA classification of X – Tier 1 (Population of 50 Lakh and above), Y – Tier 2 (Population of 5 to 50 Lakh) and Z – Tier 3 (Population below 5 Lakh) – Notification No. 2/5/17-E II(B), 7th July 2017.*
28. *Kids-E refers to paediatric dental products business through our Jointly Controlled Entity, Kids-E-Dental LLP. Total units for Kids-E refers to number of units sold by Kids-E Dental LLP*
29. *Domestic revenue share for Kids-E refers to number of units sold in India market by Kids-E Dental LLP.*
30. *International revenue share for Kids-E refers to number of units sold in international market by Kids-E Dental LLP.*
31. *Number of employees means the number of employees of the Company as on March 31 of the respective Fiscal.*
32. *Branded Sales as a percentage of revenue from operations is computed as revenue from sale of own brand products divided by total revenue from operations. Represents revenue from operations derived from sale of branded dental products, that is Illusion Zirconia, Illusion Aligners, and Taglus. In addition, Kids-E-Dental LLP also generated a revenue from operations of ₹266.71 million, ₹79.28 million, and ₹21.81 million in Fiscals 2024, 2023, and 2022 respectively.*

Significant Factors Affecting our Results of Operations

Our ability to retain and expand our Dental Network

We have a large Dental Network in India has a reach of over 20,000 dental clinics, dental companies and dentists over the past three Fiscals across 300 cities in India and have catered to global demand by exporting our dental products to more than 95 countries. Our results of operations are affected by our ability to retain and expand our Dental Network. Our Dental Network may grow slower than we expect or slower than it has grown in the past. If we fail to retain either our Dental Network or fail to add to it, the value of our network may be diminished. We have faced instances of dentists discontinuing their association with our Company and our Dental Network in the ordinary course of business in Fiscals 2024, 2023, and 2022, which did not lead to any material adverse effects on our business and operations. However, there can be no assurance that such events may not occur in future or adversely affect our business and operations in the future We cannot assure you that we will be able to grow our Dental Network in a timely manner or at all. Any failure to grow or retain our Dental Network would adversely affect our business, reputation, financial condition and results of operations. Further, to expand our market share we intend to continue cross selling our dental products to our existing Dental Network thereby increasing our wallet share from our Dental Network. Any failure to increase our wallet share by cross selling our dental products through our existing Dental Network could impact our business, financial condition and results of operation.

Our manufacturing capabilities

Our results of operations are affected by our manufacturing capabilities. A significant portion of our revenue is generated by sales of dental products manufactured at our manufacturing facilities located in and around Mumbai. As of March 31, 2024, we have six manufacturing facilities, three of which are located in Mira Road, Mumbai Metropolitan Region, Maharashtra, two in Boisar, Mumbai Metropolitan Region, Maharashtra, and one in Kochi, Kerala, and further five supporting facilities two of which are located in Mumbai, and one each in Delhi, Bengaluru, and Ahmedabad to support our manufacturing capabilities. In the table below, we have set forth details of volumes of our primary product offerings sold during Fiscals 2024, 2023, and 2022.

Sr. No.	Particulars	Number of units sold*		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
1.	**Laboratory offerings**	**651,250**	**549,161**	**506,516**
i.	Metal free products	241,832	192,513	156,786
ii.	PFM products	135,281	150,606	150,688
iii.	Removables and other products	274,137	206,042	199,042
2.	**Aligner Solutions**	**2,132,772**	**1,671,649**	**2,281,993**
i.	Aligners	374,689	193,753	60,539
ii.	Other aligner related products	1,758,083	1,477,896	2,221,454
3.	**Paediatric dental products****	**538,638**	**86,339**	**22,132**
i.	Crowns products	372,885	49,006	12,741
ii.	Other products	165,753	37,333	9,391

#As certified by Santosh Ramlakhan Jaiswar, independent chartered engineer, by certificate dated September 10, 2024.
**Includes volume of product units sold during Fiscals 2024, 2023, and 2022 by our Group.*
*** Through our Jointly Controlled Entity, Kids-E-Dental LLP.*

The continued operation of our manufacturing facilities can be substantially interrupted due to a number of factors, many of which are outside of our control, including fire, flood, earthquakes, power outages, fuel shortages, mechanical breakdowns, terrorist attacks and wars, or other natural disasters, as well as loss of licenses, certifications and permits, changes in governmental planning for the land underlying these facilities and regulatory changes. While we have not faced any such material instances of damage to our manufacturing equipment and inventories stored in our manufacturing facilities due to natural disasters or unanticipated catastrophic events in the past, we cannot assure you that we will not experience such disruptions in the future. If our manufacturing facilities are rendered unusable as a result of natural disasters, unanticipated catastrophic events or any other reason, our business, financial condition and results of operations may be adversely affected. We may not be able to source for alternative manufacturing facilities that meet the requirements of modern manufacturing operations for guaranteed storage safety, optimal and flexible space utilization and high operational efficiency are in short supply.

Further, we intend to purchase new machinery to enhance our capabilities and to provide us with a distinct competitive advantage. We intend to continue to focus on improving our operational efficiency to improve returns, including by increased technology integration in our business. Furthermore, the integration of these new machines into our operations will streamline our business processes, making them more efficient and effective. We will incur expenditure towards machinery including (i) CADCAM machines such as 3D printers, milling and thermoforming machines, computers, scanners and CADCAM software; (ii) injection moulding and extrusion equipment; (iii) research and development, and quality control equipment; (iv) infrastructural expenditure on solar panel, diesel generator sets, piping; and (v) other miscellaneous machinery such as laser marking machine, pumps, furnaces, weighing balance machines, polishing machines and packing machines. For further details, please see "*Objects of the Offer*" beginning on page 132. However, this involves significant capital expenditure, which may affect our liquidity if we are unable to generate sufficient cash flow from operations or from financing activities. As a result, if we are unable to maintain a sufficient capacity utilization to offset the increased depreciation expenses, our profitability would suffer from the expansion.

Our ability to control costs and expenses

Our results of operations are affected by our ability to control our cost of raw material and other expenses. Our cost of raw material consumed was 464.18 million, 306.28 million and 306.37 million respectively in Fiscals 2024, 2023 and 2022, respectively, representing 23.77%, 18.69% and 22.19% of our total income for the same periods, respectively. We rely on our suppliers for the purchase of raw materials and during Fiscal 2024, 2023 and 2022 we purchased raw materials totaling to ₹ 474.57 million, ₹ 285.40 million and ₹ 326.56 million. Prices of the raw materials we use may also fluctuate. If our raw materials become significantly more expensive, we may not be able to proportionately pass on the additional costs to our customers and our profit margins may be reduced. Moreover, our relationship with suppliers of key raw materials and components lacks exclusivity, thereby contributing to pricing pressures exerted by our suppliers. Such pricing pressure from our suppliers may adversely affect our business, gross margin, profitability, and ability to increase prices, impacting our business, results of operations, cash flows, and financial condition. This pricing pressure can limit our ability to set or maintain prices at levels that would sustain our gross margins and profitability.

Economic and Industry Trends in India

Our results of operations are affected by economic and industry trends in India. There is an increased regulatory scrutiny and greater emphasis on safety and quality of dental products in dental laboratories market in India. *(Source: F&S Report)* For instance, ISO 13485 is required for organizations involved in the design, production, installation and servicing of medical devices and related services and to manufacture, import, sell, or distribute dental products in India, a valid license from the Central Drugs Standard Control Organization ("**CDSCO**") is mandatory. *(Source: F&S Report)* Clear aligners fall under Class IIA, medium risk medical devices category, which requires product testing and ISO 13485 quality system implementation. *(Source: F&S Report)* Our dental laboratories which possess ISO 13485:2016 compliant quality management system and the quality system of our laboratories is in compliance with the quality system regulations enforced by the US FDA, an internationally recognized standard for medical device quality. We have also received a license from the CDSCO for manufacturing or selling or distributing Class A or Class B medical devices under the Medical Devices Rules, 2017.

Any changes in these regulations or accreditations can create uncertainty and necessitate significant adjustments to our operations. Non-compliance, whether due to unintentional oversight or the complexity of navigating new rules, could result in severe regulatory sanctions, fines, forced modifications, or even the discontinuation of our operations. These outcomes could have a significant impact on our business and financial performance. While we apply for renewal of applicable licenses, registrations and accredits in a timely manner, we cannot assure that such licenses and registrations will be granted before their expiry. If our operations continue pending the grant of renewal, it could be considered a violation of applicable laws. Any suspension, revocation, or termination of our operational licenses may also lead to adverse consequences under the terms of our other licenses. Furthermore, any changes in applicable laws, rules, or regulations, or stricter enforcement of existing laws, may require additional capital expenditures or operating costs, adversely affecting our business and financial condition.

International expansion

Our results of operations are affected by our ability to expand internationally and our revenue from our laboratories business outside of India. Our revenue from our laboratories business outside of India is concentrated in U.S., and the UK. Export of dental products depend on the availability of adequate reimbursement provided under public healthcare schemes or dental insurances available in in such jurisdictions. As healthcare costs could rise significantly in these jurisdiction, third-party payers may attempt to control costs by authorizing fewer elective implant and prosthetic treatments. These cost-control methods also potentially limit the amount that third-party payers may be willing to pay for prosthetic treatments. These cost containment measures could impact our business by adversely affecting the demand for our dental products or the price at which we can sell our dental products, thereby impacting our business, financial condition, and results of operations.

Investment in R&D

Modern dentistry is heavily reliant on digital technology and adoption of digital technologies is expected to increase the volumes of dental procedures. *(Source: F&S Report)* Further, for precise fitment of dental prostheses, reduce visit time and improve patient experience, dental clinics are adopting digital workflows and demand dental laboratories to adopt new technologies and invest in digitalization. *(Source: F&S Report)* As a result, our results of operations and long-term growth prospects will depend on our ability to innovate, our research and development ("**R&D**") efforts and enhanced technological capabilities. We seek to continually strengthen our R&D capabilities by maintaining a dedicated research and development team, in order to keep pace with the technological advancements and industrial trends. Such plans could increase our research and development expenses and may impact our results of operations and financial condition.

Changing Product Preferences

As per the F&S Report, in terms of retail sales, the Indian clear aligner market is estimated to grow from USD 133.6 million in 2023 to USD 569.0 million in 2030 at a much higher rate of 23.0% compared to the global market which is estimated to grow from USD 20.7 billion in 2023 to USD 54.9 billion in 2030 at a rate of 15.0%. *(Source: F&S Report)* The penetration rate of clear aligners is expected to increase over the years and increasing awareness on aesthetics and clear aligners, expansion of orthodontic treatment to general dentists, expanding indications, technological advancements and increased treatment adoption among adults are drivers for clear aligner adoption. *(Source: F&S Report)* The future demand of clear aligners may, however, be difficult to anticipate since it depends on a number of variables, most of which are beyond our control. Consumer spending habits are affected by, among other things, prevailing economic conditions, levels of employment, salaries and wage rates, consumer confidence and consumer perception of economic conditions. A general slowdown in economy of India or other overseas markets or an uncertain economic outlook would adversely affect consumer spending habits which may, among other things, result in a decrease in the number of overall orthodontic treatment cases or a reduction in consumer spending on elective or higher value orthodontic solutions, each of which would have a material adverse effect on our results of operations. If the demand for clear aligner treatment fails to increase as rapidly as we anticipate, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Material Accounting Policy Information

Summary of Material Accounting Policies

1.1 Basis of Preparation

(i) Statement of Compliance

The Restated Consolidated Financial Information of Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited) (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") and its jointly controlled entity which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Restated Consolidated Financial Information").

The Restated Consolidated Financial Information of Laxmi Dental Limited (Formerly known as Laxmi Dental Export Private Limited) (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") and its jointly controlled entity which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Restated Consolidated Financial Information").

The Restated Consolidated Financial Information have been prepared by the management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus (the "DRHP") to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with the proposed Initial Public Offer of equity shares ("IPO") by the Company.

The Restated consolidated Financial Information have been prepared by the management of the Company to comply with the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations");

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note"); and

(d) Email dated October 28, 2021, from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers of India ("SEBI Communication").

The Restated Consolidated Financial Information have been compiled by the management from:

a. Audited Ind AS consolidated financial statements of the Group as at and for the year ended 31 March 2024, prepared in accordance with Indian Accounting Standard (Ind AS), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India (Ind AS Consolidated financial statements), and have been approved by the Board of Directors at their meeting held on 3 September 2024.

b. Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023, prepared by the management in accordance with the basis of preparation, as set out in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on 3 September 2024; and

c. Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2022, prepared by the management in accordance with the basis of preparation, as set out in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on 3 September 2024; and

Audited special purpose consolidated financial statement of the Group as at and for the year ended March 31, 2023, and audited special purpose consolidated financial statement of the Group as at and for the year ended March 31, 2022, together is referred as "Audited Special Purpose Consolidated Financial Statements".

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Company voluntarily adopted March 31, 2024, as reporting date for first time adoption of Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and consequently April 01, 2022, is the transition date for preparation of its statutory financial statements as at and for the year ended March 31, 2024. Hence, the financial statements as at and for the year ended March 31, 2024, were the first financials, prepared in accordance with Ind AS. Upto the financial year ended March 31, 2023, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounting Standards) Rules, 2021 ("Indian GAAP" or "Previous GAAP") due to which the Audited Special Purpose Consolidated Financial Statements are prepared as per SEBI Communication. Further, these Audited Special Purpose Consolidated Financial Statements are not the statutory financial statements under the Act.

The Audited Special Purpose Consolidated Financial Statements have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at and for year ended March 31, 2024, in accordance with Ind AS, pursuant to the SEBI Communication.

The Audited Special Purpose Consolidated Financial Statements referred above have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in DRHP in relation to proposed IPO. Hence these special purpose audited financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information.

The Restated Consolidated Financial Statements:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively in the year ended March 31, 2022 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024.

(b) do not require any adjustment for modification as there are no modification in the underlying audit reports. There is an items relating to emphasis of matter and other matter which do not require any adjustments.

These Restated Consolidated Financial Information were approved in accordance with a resolution of the Board of Directors on 5 September 2024.

All amounts disclosed in Restated Consolidated Financial Information are reported in nearest millions of Indian Rupees and are been rounded off to the nearest millions, except per share data and unless stated otherwise.

(ii) Basis of measurement

The Restated consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS: -

i) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)

ii) Net Defined Benefit obligations

The Restated consolidated Financial Information have been prepared on a going concern basis.

(iii) Current versus Non-Current classification

All assets and liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in Cash and Cash Equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iv) Use of estimates

The preparation of the Restated Consolidated Financial Information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical Accounting Estimates:

a) Expected credit Losses on trade Receivables

The impairment provision of trade receivables is based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to theimpairment calculation, based on the Group's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

b) **Defined Benefit Plans andCompensated Absences**

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These includethe determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changesin these assumptions. All assumptions are reviewed at each reporting date.

c) **Leases**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116.Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or notto exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option toterminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of alease.

The discount rate is generally based on the incremental borrowing rate.

1.2 Basis of Consolidation

The Restated Consolidated Financial Information comprises the Financial Statements of the Company and its Subsidiaries for the year ended 31 March 2024, 31 March 2023 and 31 March 2022.

The Group consolidates entity which are controlled by it.

The Group establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity.

Subsidiaries are consolidated from the date control commences until the date control ceases. The results ofsubsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and upto the effective date of disposal, as appropriate.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in theRestated Consolidated Balance Sheet separately within equity.

Non-Controlling Interests in the net assets of consolidated subsidiaries consists of:

(a) The amount of equity attributable to non-controlling interests at the date on which investment in asubsidiaries

(b) The non-controlling interests share of movements in equity since the date parent subsidiaries relationship came into existence.

The Net Profit/ (Loss) and Other Comprehensive Income attributable to Non-Controlling Interests of subsidiaries are shown separately in the Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Changes in Equity.

Changes in the company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the company's interests and the non-controlling interests areadjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

If the Group loses control over a subsidiary, it:

(i) Derecognises the assets (including goodwill) and liabilities of the subsidiary

(ii) Derecognises the carrying amount of any non-controlling interests

(iii) Recognises the fair value of the consideration received

(iv) Recognises any surplus or deficit in profit and loss

(v) Reclassifies the parent's share of components previously recognised in OCI to profit and loss or retainedearnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

1.3 Investments in Joint Ventures and Associates

When the Group has with other entities joint control of the arrangement and rights to the net assets of the joint arrangement, it recognises its interest as joint ventures. Joint control exists when the decisions about the relevant activities (i.e. activities that significantly affects the investee's returns) require unanimous consent of the parties sharing the control. When the Group has significant influence over the other entity, itrecognises such interest as investment in associates. Significant influence is the power to participate in thefinancial and operating policy decisions of the entity but is not control or joint control over the entity.

The results, assets and liabilities of joint ventures and associates are incorporated in the Restated Consolidated Financial Information using equity method of accounting after making necessary adjustmentsto achieve uniformity in application of accounting policies, wherever required.

An investment in joint venture or associate is initially recognised at cost and adjusted thereafter to recognisethe Group's share of profit or loss and other comprehensive income of the joint venture or associate.

The carrying amount of investment in joint ventures and associates is reduced to recognise impairment, ifany, when there is evidence of impairment.

1.4 Common Control Transactions

The transactions between entities under common control accounted for using the pooling of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts recorded in the parent entity's Consolidated Financial Statements with the exception of certain income tax and deferred tax assets. No adjustments are made to reflect fair values, or recognise any new assets or liabilities.The only adjustments that are made are to harmonise accounting policies. The components of equity of theacquired companies are added to the same components within the Company's equity. The difference, if any,between the amounts recorded as share capital issued plus any additional consideration in the form of cashor other assets and the amount of share capital of the transferor is transferred to capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment theacquired companies are included in these financial statements and the financial statements of the commonlycontrolled entities are combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented.

1.5 Revenue Recognition

Revenues are derived primarily from the sale of dental products and dental services. Revenue is measured as the amount of consideration the Group expects to receive in exchange for transferring goods or providingservices in accordance with Ind AS 115, Revenues from Contracts with Customers. Revenue is recognizedwhen performance obligations are satisfied; this occurs with the transfer of control of products and servicesto its customers, which for products generally occurs when title and risk of loss transfers to the customer, and for services generally occurs as the customer receives and consumes the benefit.

Revenue also excludes taxes collected from customers.

For the products pertaining to Dental Laboratory Offering and Aligners Solution, the Group transfers control and recognizes revenue when products are shipped from the Group's manufacturing facility or warehouse to the customer. For contracts with customers that contain destination shipping terms, revenue is not recognized until the goods are delivered to the agreed upon destination. As such, the Group's performance obligations related to product sales are satisfied at a point in time as this is when the customer obtains the use of and substantially all of the benefit of the product.

Revenue from Dental Clinical Services is recognized at point in time when the patient's dental treatment iscompleted.

Revenue from Course Fees is recognised over time as per the course duration.

Revenue is measured based on the transaction price, which is the consideration, adjusted for revenue reduction due to sales returns. Reversal of revenue on account of sales returns is considered as variable consideration. The variable consideration is estimated at contract inception and constrained until it is highlyprobable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Estimated revenuereduction is recognised for expected sales returns using most likely amount method.

Contract Balances:

Contract Liability:

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities arerecognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Trade Receivable:

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Other operating income represents income earned from the activities incidental to the business and is recognised when the performance obligation is satisfied and the right to receive the income is established as per the terms of the contract

Government grants are accounted when there is reasonable assurance that the Group will comply with the conditions attached to them and where there is a reasonable assurance that the grant will be received. The Group receives grants related to income and the same is recognised in the Restated Consolidated Statementof Profit and Loss as "other operating income" (Revenue from Operation).

1.6 Other income

Interest income is accrued on a time basis by reference to the principal amount and the effective interest rate. Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

1.7 Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present locationand condition. Net Realizable Value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials:

Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventoriesto their present location and condition. Cost is determined on weighted average basis. Raw Materials are valued at lower of cost and net realisable value (NRV).

Finished Goods:

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on thenormal operating capacity. The same is valued at lower of cost and NRV. Cost of Finished goods includescost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their presentlocation and condition. Cost of inventories is computed on weighted average basis

Traded goods:

Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities),freight inwards and other expenditure incurred in bringing such inventoriesto their present location and condition.

Provision for inventory:

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

1.8 Property, Plant & Equipment

(a) **Recognition and Measurement :**

Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment loss, if any. Cost includes expenditures directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when discarded/scrapped. All other repairs and maintenance costs are charged to profit and loss in the reporting period inwhich they occur.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profitor loss.

(b) **Depreciation:**

Depreciation is provided, under the Written down value (WDV) basis, pro-rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

The useful lives of the property, plant and equipment are as follows:

a) Building - 60 years

b) Computers - 3 to 6 years

c) Furniture and fixtures - 10 years

d) Office Equipments - 5 years

e) Vehicles - 8 to 10 years

f) Plant & Equipment - 13 to 15 years

1.9 Leases

The Group leases most of its office facilities under operating lease agreements that are renewable on aperiodic basis at the option of the lessor and the lessee. The lease agreements contain rent escalation clauses.

The Group assesses whether a contract contains a lease at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of timein exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset, (ii) theGroup has the right to obtain substantially all of the economic benefits from the use of the asset through theperiod of the lease, and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a ROU asset and a corresponding lease liability for all lease arrangements under which it is a lessee, except for short-term leases and low value leases. ROU assets represent the Group’s right to use an underlying asset for the lease term and lease liabilities represent the Group’s obligation to make lease payments arising from the lease. The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

The lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and accumulated impairment losses.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over theshorter of the lease term and the useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The Group uses its incremental borrowing rate (as the interest rate implicit in the lease is not readily determinable) based on the information available at the date of commencement of the lease in determiningthe present value of lease payments. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. Lease liabilities are remeasured with a corresponding adjustment to the related ROU assetif the Group changes its assessment as to whether it will exercise an extension or a termination option.

1.10 Investment Properties

Properties held to earn rentals are classified as investment property and are measured and reported at cost, including transaction costs, in accordance with the Group's accounting policy. Policies with respect to depreciation, useful life and derecognition are on the same basis as stated for 'Property, Plant & Equipment'above.

1.11 Employee benefits

Group's employee benefit obligations include short-term obligations, compensated absences and post-employment obligations which includes gratuity plan and contributions to provident fund.

(a) **Short-Term Obligations**

Liabilities for salaries, wages and bonus, that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) **Compensated Absences**

The Group provides for the encashment of leave or leave with pay subject to certain rules. The employeesare entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on number of days of unutilized leave at each balance sheet date based on an estimated basis for theperiod end and on an independent actuarial valuation under Projected Unit Cost method at the year end.

(c) **Defined Benefit Plan**

Employees are entitled to a defined benefit retirement plan (i.e. Gratuity) covering eligible employees of the Group. The plan provides for a lump-sum payment to eligible employees, at retirement, death, and incapacitation or on termination of employment, of an amount based on the respective employees' salary and tenure of employment. Vesting occurs upon completion of five years of service.

Gratuity liabilities are determined by actuarial valuation, performed by an independent actuary, at each reporting date using the projected unit credit method. The Group recognises the obligation of a defined benefit plan in its balance sheet as a liability in accordance with Ind AS 19 – "Employee Benefits." The discount rate is based on the government securities yield. Re-measurements, comprising actuarial gains and losses are recorded in other comprehensive income in the period in which they arise. Re-measurements recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in Restated Consolidated Statement of Profit and Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailmentsand settlements) and net interest expense or income is recognised in profit or loss.

(d) **Defined Contribution Plans**

The defined contribution plan is a post-employment benefit plan under which the Group contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund and Labour Welfare Fund. The Group's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

1.12 Provisions andExpenses

A provision is recognised when the Group has a present legal or constructive obligation as a result of a pastevent, and it is probable that an outflow of economic benefits will be required to settle the obligation and areliable estimate can be made of the amount of the obligation

Provisions (excluding retirement benefits and compensated absences) are determined at present value basedon best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimateof the amount cannot be made.

1.13 Financial Instruments

(a) **Financial assets:**

(i) **Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit and loss, and

- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and thecontractual cash flow characteristics.

(ii) **Initial Recognition**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However trade receivables that do not contain a significant financing component are measured at transaction price.

(iii) **Measurement**

Subsequent to initial recognition, financial assets are measured as described below:

Cash and Cash Equivalents:

The Group’s cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (three months or less from the date of acquisition). For the purposes of the cash flow statement, cashand cash equivalents include cash on hand, in banks and demand deposits with banks (three months or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of the Group’s cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.\

Financial Assets carried at Amortised Cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial Assets at Fair Value through Profit or Loss (FVTPL)

A financial asset which does not meet the amortized cost or FVTOCI criteria is measured as FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains orlosses on re-measurement recognized in statement of profit or loss. The gain or loss on disposal and interestincome earned on FVTPL is recognized.

(iv) **Impairment of Financial Assets**

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets isimpaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at eachreporting date, right from its initial recognition.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses on a forward looking basis. However, if the credit risk on the financial instruments has increased significantly since the initial recognition, then the Group measures lifetime ECL.

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain/loss under " Other Expenses" in the Restated Consolidated Statement ofProfit and Loss.

(v) **Derecognition of FinancialAssets**

The Group derecognises a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset andthe transfer qualifies for derecognition under IND AS 109.
- the Group retains contractual rights to receive the cash flows of the financial asset but assumes acontractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control ofthe financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

(b) **Financial Liabilities:**

(i) Initial Recognition andMeasurement

Financial liabilities are classified as financial liabilities at amortised cost. All financial liabilities are recognized initially at fair value, except in the case of borrowings which are recognised at fair value, net ofdirectly attributable transaction costs. The Group's financial liabilities include trade and other payables, borrowings and lease liabilities.

(ii) Subsequent Measurement

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effectiveinterest method. For trade and other payables, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

(iii) Derecognition

Financial liabilities are derecognised when the contractual obligations are discharged, cancelled or expired.The Group also derecognises financial liabilities when their terms are modified and the cash flows of the modified liabilities are substantially different, in which case new financial liabilities based on the modifiedterms are recognized at fair value.

1.14 Income Taxes

Income tax comprises of current tax and deferred tax.

(a) **Current Tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax lawsused to compute the amount are those that are enacted or substantially enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

(b) **Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilitiesin the Restated Consolidated Balance Sheet and their tax bases. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or initial recognition of assets and liabilities(other than in a business combination) in a transaction that affects neither the taxable profit nor the accounting profit.

The Group recognises deferred tax liabilities for all taxable temporary differences except those associated with the investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

1.15 Discontinued Operation

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

The results of operations disposed during the year are included in the Restated Consolidated Statement ofProfit and Loss up to the date of disposal.

Discontinued operations are presented in the Restated Consolidated Statement of Profit and Loss as a singleline which comprises the post-tax profit or loss of the discontinued operation.

1.16 Asset held for Sale

The Group classifies a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets (or disposal groups) and its sale is highly probable. The Group measures a non-current asset (or disposal group) classified as held for sale at the lower of its carrying amount and fair value less costs to sell.

1.17 Foreign Currencies

The functional currency and presentation currency of the Group is Indian Rupee. Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Group and its foreign operations operate considering the currency in which funds are generated,spent and retained.

Transactions in currencies other than the Group’s functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary itemsare reported at the closing spot rate. Non- monetary items that are measured in terms of historical cost in foreign currency are not translated. Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss.

Financial statements of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupee as follows:

A. assets and liabilities are translated at the closing rate at the date of that Balance Sheet;

B. income and expenses are translated at average exchange rate for the reporting period; and

C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal ofsuch foreign operations.

2. Recent Accounting Pronouncements:

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Group applied for the first-time these amendments.

(a) Amendments to Ind AS 1 - Disclosure ofAccounting Policies

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirementto disclose their ‘material’ accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement,recognition or presentation of any items in the consolidated financial statements.

(b) **Amendments to Ind AS 12 - Deferred Tax related to Assets andLiabilities arising from a Single Transaction.**

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12,there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

(c) **Amendments to Ind AS 8 - Definition ofAccounting Estimates**

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques andinputs to develop accounting estimates.

Key Components of our Consolidated Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our consolidated statement of profit and loss.

Income

Income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises revenue from sale of goods and services in relation to our (i) dental products and related services and (ii) dental clinic services, and other operating revenue arising from license sale, duty drawback, freight charges income, other miscellaneous streams. For details of our services, please see "*Our Business – Product Portfolio*" on page 263.

Set forth below is a breakdown of our revenue from operations based on our reporting categories for the Financial Years 2024, 2023 and 2022.

Particulars	**Financial Year**					
	2024		**2023**		**2022**	
	Amount (₹ in millions)	***% of Revenue from Operations***	***Amount (₹ in millions)***	***% of Revenue from Operations***	***Amount (₹ in millions)***	***% of Revenue from Operations***
Revenue from operations from sales and services for dental products and related services	1,850.48	95.60%	1,531.96	94.78%	1,273.55	93.07%
Sale and services from dental clinical services	64.02	3.31%	57.45	3.55%	21.23	1.55%
Other operating income	21.05	1.09%	26.90	1.67%	73.65	5.38%
Revenue from operations	**1,935.55**	**100.00%**	**1,616.31**	**100.00%**	**1,368.43**	**100.00%**

Other income. The key components of our other income are (i) interest income; (ii) rental income; (iii) foreign exchange gain; (iv) gain on sale of property, plant and equipment, and (v) miscellaneous other income.

Expenses

Expenses consist of cost of material consumed, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Cost of material consumed: Cost of material consumed primarily comprises of inventory at the beginning of the year, purchases during the year, excluding the inventories written off and the inventory at the end of the year.

Purchase of stock-in-trade: This expense comprises purchase of traded goods and customs duty.

Employee benefit expenses: Employee benefit expenses include salaries, wages and bonus, staff welfare expense, partner's remuneration for consolidated LLPs, gratuity expense, share based compensation expense, contribution to provident fund and other funds.

Finance cost: Finance cost includes interest expense on borrowing from banks, interest expense on borrowings from others, interest expense from borrowings from related parties, interest on lease liabilities.

Depreciation and amortization expense: Depreciation and amortization expense includes depreciation of property, plant and equipment, depreciation on investment property, depreciation on right of use ("**ROU**") asset, and amortization of intangible assets.

Other expenses: Other expenses primarily comprise freight charges, business promotion expense, legal and professional charges, travel and conveyance, subcontract, courier charges, repair and maintenance, rent expenses and other miscellaneous expenses.

Tax expense: Tax expense consists of current tax, tax pertaining to earlier years and deferred tax.

Our Results of Operations

The following tables set forth select financial data from our restated consolidated statement of profit and loss for the Financial Years 2024, 2023, and 2022, the components of which are also expressed as a percentage of total income for such periods:

Particulars	**Financial Year**					
	2024		**2023**		**2022**	
	(₹ in millions)	***% of Total Income***	***(₹ in millions)***	***% of Total Income***	***(₹ in millions)***	***% of Total Income***
I Income						
Revenue from operations	1,935.55	99.12%	1,616.31	98.65%	1,368.43	99.11%
Other Income	17.09	0.88%	22.13	1.35%	12.27	0.89%
Total Income (A)	1,952.64	100.00%	1,638.44	100.00%	1,380.70	100.00%
II Expenses						
Cost of raw materials consumed	464.18	23.77%	306.28	18.69%	306.37	22.19%
Purchase of stock-in-trade	38.35	1.96%	100.70	6.15%	100.58	7.28%
Changes in inventory of finished goods	(17.64)	(0.90%)	10.99	0.67%	(10.39)	(0.75%)
Employee benefits expense	715.11	36.62%	653.37	39.88%	530.78	38.44%
Finance costs	49.54	2.54%	40.94	2.50%	35.67	2.58%
Depreciation and amortisation expenses	119.36	6.11%	109.94	6.71%	83.98	6.08%
Other expenses	497.65	25.49%	455.33	27.79%	386.96	28.03%
Total Expenses (B)	1,866.55	95.59%	1,677.55	102.39%	1,433.96	103.86%
Exceptional items (C)	0.85	0.04%	3.5	0.21%	93.87	6.80%
Profit/ (loss) before tax D=(A-B-C)	85.24	4.37%	(42.61)	(2.60%)	(147.12)	(10.66%)
Income tax expense						
Current tax	17.85	0.91%	1.96	0.12%	0.00	0.00%
Adjustment of tax relating to earlier periods	(0.14)	(0.01%)	0.04	0.00%	14.51	1.05%

Deferred tax	(111.88)	(5.73%)	(0.12)	(0.01%)	9.2	0.67%
Total income tax expense (E)	(94.17)	(4.82%)	1.88	0.11%	23.71	1.72%
Profit/ (loss) before tax F=(D-E)	179.41	9.19%	(44.49)	(2.72%)	(170.83)	(12.37%)
Share in profit after tax of joint venture (net) (G)	88.88	4.55%	6.02	0.37%	(1.45)	(0.11%)
Profit/(Loss) for the year from continuing operations H+(F+G)	268.29	13.74%	(38.47)	(2.35%)	(172.28)	(12.48%)
Loss before tax from discontinuing operations	(16.00)	(0.82%)	(3.16)	(0.19%)	(14.51)	(1.05%)
Tax Income/(expenses) from discontinuing operations	-		-		-	
Loss after tax from discontinuing operations (H)	(16.00)	(0.82%)	(3.16)	(0.19%)	(14.51)	(1.05%)
Profit/(loss) for the year I=(G+H)	252.29	12.92%	(41.63)	(2.54%)	(186.79)	(13.53%)

Financial Year 2024 compared to Financial Year 2023

Revenue from operations. Revenue from operations increased by 19.75% to ₹1,935.55 million for the Financial Year 2024 from ₹1,616.31 million for the Financial Year 2023 primarily due to increase in revenue from sales of our branded dental products and laboratory offerings. Our revenue from sales of dental products and related services increased to ₹1,850.48 million for the Financial Year 2024 from ₹1,531.96 million for the Financial Year 2023 and in dental clinical services increased to ₹64.02 million for the Financial Year 2024 from ₹57.45 million for the Financial Year 2023.

Other income. Other income decreased by 22.77% to ₹17.09 million for the Financial Year 2024 from ₹22.13million for the Financial Year 2023 primarily due to decrease in (i) interest income to ₹1.70million from ₹1.72 million due to decrease in interest income on fixed deposits, interest income on loans given to related parties and interest income from other parties; (ii) miscellaneous other income to ₹.0.76 million from ₹0.30million (iii) Decrease in foreign exchange gain to ₹5.71 million from ₹12.90 million.

Total expenses. Total expenses increased by 11.27% to ₹1,866.55 million for the Financial Year 2024 from ₹1,677.55 million for the Financial Year 2023 primarily due to increases in cost of material consumed.

Cost of material consumed. Cost of material consumed increased by 51.55% to ₹464.18 million for the Financial Year 2024 from ₹306.28 million for the Financial year 2023. The cost of material consumed as a percentage of the revenue from operations increased from 18.95% in Financial Year 2023 to 23.98% in Financial Year 2024. However, purchase of stock in trade decreased by 61.92% to ₹38.35 million for the Financial Year 2024 from ₹100.70 million for the Financial Year 2023. The change in inventories of finished goods decreased to ₹(17.64) million for the Financial Year 2024 from ₹10.99 million for the Financial year 2023. As a result the above and improvement in margin per sale, the cost of goods sold as a percentage of revenue marginally decreased to 25.05% for Financial Year 2024 from 25.86% for the Financial year 2023

Employee benefit expenses. Employee benefit expenses increased by 9.45% to ₹715.11 million for the Financial Year 2024 from ₹653.37 million for the Financial Year 2023 due to increase in (i) salaries, wages and bonus to ₹647.74 million for the Financial year 2024 from ₹595.89 million for the Financial year 2023; (ii) contribution to provident fund and other funds to ₹25.64 million for the Financial year 2024 from ₹21.70 million for the Financial year 2023; (iii) staff welfare expenses to ₹33.93 million for the Financial year 2024 from ₹29.02 million for the Financial year 2023; and (iv) gratuity expense to ₹7.80 million for the Financial year 2024 from ₹6.76 million for the Financial year 2023. The increase was primarily on account of increase in employee head count and the increase in cost of employment.

Finance costs. Finance costs increased by 21.03% to ₹49.54 million for the Financial Year 2024 from ₹40.94 million for the Financial Year 2023 primarily due to a increase in interest expense due to increase in utilization of loans from banks and financial institutions, and specifically due to increase on interest (i) on borrowings from banks to ₹36.57 million for the Financial Year 2024 from ₹31.07 million for the Financial Year 2023; and (ii) on borrowings from related parties to ₹ 4.97 million for the Financial Year 2024 from ₹1.05 million for the Financial

Year 2023. These were partially offset by a decrease in interest on lease liabilities to ₹7.99 million for the Financial Year 2024 from ₹8.65 million for the Financial Year 2023.

Depreciation and amortization expense. Depreciation and amortization expense increased by 8.57% to ₹119.36 million for the Financial Year 2024 from ₹109.94 million for the Financial Year 2023 due to increases in (i) depreciation on property, plant and equipment to ₹75.54 million from ₹71.87 million on account of new vehicles, computers, office equipment and furniture; (ii) amortization on ROU to ₹40.54 million from ₹36.36 million on account of reduction in lease liabilities; and (iii) amortization on other intangibles to ₹2.97 million from ₹1.38 million

Other expenses. Other expenses increased by 9.30% to ₹497.65 million for the Financial Year 2024 from ₹455.33 million for the Financial Year 2023 primarily due to increases in (i) freight charges to ₹36.97 million for the Financial Year 2024 from ₹29.01 million for the Financial Year 2023 due an increase in revenue from operations from increase in units sold; (ii) commission to ₹9.94 million for the Financial Year 2024 from ₹3.89 million for the Financial Year 2023 due an increase in revenue from operations from increase in units sold; (iii) increase in electricity and water consumption to ₹8.65 million for the Financial Year 2024 from ₹4.35 million for the Financial Year 2023; (iv) travel and conveyance to ₹40.94 million for the Financial Year 2024 from ₹37.17 million for the Financial Year 2023.These were partially offset by decrease in business promotion expenses to ₹93.97 million for the Financial Year 2024 from ₹99.78 million for the Financial Year 2023, and decrease in rent expenses to ₹10.40 million for the Financial Year 2024 from ₹23.68 million for the Financial Year 2023.

Total income tax expenses. Total income tax expenses decreased to ₹(94.17) million for the Financial Year 2024 from ₹1.88 million for the Financial Year 2023. For the Financial Year 2024, we had a current tax expense of ₹17.85 million, adjustment of tax relating to earlier periods of ₹(0.14) million and a deferred tax credit of ₹(111.88) million. For the Financial Year 2023, we had a current tax expense of ₹1.96 million, adjustment of tax relating to earlier periods of ₹0.04 million and a deferred tax credit of ₹(0.12) million. The increase in total tax expenses was primarily on account of increase in the restated profit/ (loss) before tax from ₹(42.61) million to ₹85.24 million. Our enacted tax rate applicable for Financial Years 2024 and 2023 each was 27.82%.

Profit for the year. As a result of the foregoing, our restated profit for the year increased to ₹252.29 million for the Financial Year 2024 from ₹(41.63) million for the Financial Year 2023. The restated profit of the year for the Financial Year 2024 also took into account of share of profit of Jointly Controlled Entity of ₹88.88 million, from ₹6.02 million for the Financial Year 2023.

Financial Year 2023 compared to Financial Year 2022

Total income. Total income increased by 18.67% to ₹1638.44 million for the Financial Year 2023 from ₹1,380.70 million for the Financial Year 2022 due to increases in revenue from operations, which offset the decrease in other income.

Revenue from operations. Revenue from operations increased by 18.11% to ₹1,616.31 million for the Financial Year 2023 from ₹1,368.43 million for the Financial Year 2022 primarily due to growth in increase in revenue from laboratory business by way of growth in the number of units sold and the improvement in customer response to our premium product offerings, and increase in revenue from aligner solutions business by way of growth of the number of units sold. Our revenue from sales and services of dental products and related services increased to ₹1,531.96 million for the Financial Year 2023 from ₹1,273.55 million for the Financial Year 2022, and dental clinical services to ₹57.45 million for the Financial Year 2023 from ₹21.23 million for the Financial Year 2022.

Other income. Other income increased by 80.36% to ₹22.13 million for the Financial Year 2023 from ₹12.27 million for the Financial Year 2022 primarily due to increase in (i) rental income to ₹7.21 million from ₹2.49 million; and (ii) Foreign exchange gain to ₹12.90 million from ₹5.40 million.

Total expenses. Total expenses increased by 16.99% to ₹1677.55 million for the Financial Year 2023 from ₹1433.96 million for the Financial Year 2022 primarily due to decrease in purchase of stock-in trade and change in inventories of finished goods.

Cost of material consumed. Cost of material consumed decreased by 0.03% to ₹306.28 million for the Financial Year 2023 from ₹306.37 million for the Financial year 2022. The cost of material consumed as a percentage of the revenue from operations stayed nearly the same, from 22.39% in Financial Year 2022 to 18.95% in Financial Year 2023. However, purchase of stock in trade increased by 0.12% to ₹100.70 million for the Financial Year

2023 from ₹100.58 million for the Financial year 2022. The change in inventories of finished goods increased by 205.75% to ₹10.99 million for the Financial Year 2023 from ₹(10.39) million for the Financial year 2022. As a result the above and optimization of inventory levels, the cost of goods sold as a percentage of revenue decreased to 25.86% for Financial Year 2023 from 28.98% for the Financial year 2022.

Employee benefit expenses. Employee benefit expenses increased by 23.10% to ₹653.37 million for the Financial Year 2023 from ₹530.78 million for the Financial Year 2022 due to increase in (i) salaries, wages and bonus ₹595.89million for the Financial year 2023 from ₹480.09 million for the Financial year 2022; (ii) contribution to provident fund and other funds to ₹21.70 million for the Financial year 2023 from ₹18.13 million for the Financial year 2022; and (iii) staff welfare expenses to ₹29.02 million for the Financial year 2023 from ₹24.49 million for the Financial year 2022. The increase was primarily on account of increase in employee head count and the increase in cost of employment.

Finance costs. Finance costs increased by 14.77% to ₹40.94 million for the Financial Year 2023 from ₹35.67 million for the Financial Year 2022 primarily due to a increase in interest expense due to increase in utilization of loans from banks and financial institutions, and specifically due to increase on interest (i) on borrowings from banks to ₹31.07 million for the Financial Year 2023 from ₹25.63 million for the Financial Year 2022; (ii) on borrowings from others to ₹0.17 million for the Financial Year 2023 from ₹0.11 million for the Financial Year 2022. These were partially offset by an decrease in interest on lease liabilities to ₹8.65 million from ₹9.41 million.

Depreciation and amortization expense. Depreciation and amortization expense increased by 30.91% to ₹109.94 million for the Financial Year 2023 from ₹83.98 million for the Financial Year 2022 due to increases in (i) depreciation on property, plant and equipment to ₹71.87 million from ₹53.34 million on account of new vehicles, computers, office equipment and furniture; and (ii) amortization on ROU to ₹36.36 million from ₹29.81 million on account of reduction in lease liabilities.

Other expenses. Other expenses increased by 17.66% to ₹455.33 million for the Financial Year 2023 from ₹386.98 million for the Financial Year 2022 primarily due to increases in (i) business promotion expenses to ₹99.78 million for the Financial Year 2023 from ₹26.48 million for the Financial Year 2022 due an increase in marketing and other advertising expenses; (ii) increase in electricity and water consumption to ₹4.35 million for the Financial Year 2023 from ₹1.68 million for the Financial Year 2022; (iii) travel and conveyance to ₹37.17 million for the Financial Year 2023 from ₹33.39 million for the Financial Year 2022.These were partially offset by decrease in freight charges to ₹29.01 million for the Financial Year 2023 from ₹50.17 million for the Financial Year 2022, and decrease impairment allowance of expected credit loss to ₹12.73 million for the Financial Year 2023 from ₹19.19 million for the Financial Year 2022.

Total income tax expenses. Total income tax expenses decreased to ₹1.88 million for the Financial Year 2023 from ₹23.71 million for the Financial Year 2022. For the Financial Year 2023, we had a current tax expense of ₹1.96 million, adjustment of tax relating to earlier periods of ₹0.04 million and a deferred tax credit of ₹(0.12) million. For the Financial Year 2022, we had a current tax expense of nil, adjustment of tax relating to earlier periods of ₹14.51 million and a deferred tax credit of ₹9.20 million. The decrease in total tax expenses was primarily on account of impact of adjustment of tax relating to earlier year done in Financial year 2022 by ₹14.51 million which was not there is Financial year 2023. Our enacted tax rate applicable for Financial Years 2023 and 2022 each was 27.82%.

Loss for the year. As a result of the foregoing and on account of decrease in cost of goods sold, increase in income from our Jointly Controlled Entity, our restated loss for the year decreased to ₹ (41.63) million for the Financial Year 2023 from ₹ (186.79) million for the Financial Year 2022. The restated loss of the year for the Financial Year 2023 also took into account of share of profit of associate and Jointly Controlled Entity of ₹6.02 million, from ₹(1.45) million for the Financial Year 2022.

Liquidity and Capital Resources

Our primary sources of liquidity include cash generated from operating activities. As of March 31, 2024, we had cash and cash equivalents of ₹ 6.98 million.

Cash flows

The following table summarizes our cash flows data for the periods indicated:

(₹ in millions)

Particulars	For the Financial Year		
	2024	2023	2022
Net cash flows (used in)/ or generated from operating activities *(A)*	117.79	148.92	(19.95)
Net cash flows (used in)/ or generated from investing activities *(B)*	(144.34)	(93.94)	30.42
Net cash flows used in financing activities *(C)*	(26.63)	(19.02)	(40.27)
Net (decrease) / increase in cash and cash equivalents *(A+B+C)*	(53.18)	35.96	(29.80)
Cash and cash equivalents at the beginning of the year	(104.14)	(138.92)	(108.75)
Cash and cash equivalents at the end of the year	(159.08)	(104.14)	(138.92)

Net cash flows (used in)/ or generated from operating activities

Net cash flows generated from operating activities was ₹117.79 million for the Financial Year 2024. We had an operating profit before working capital changes of ₹247.43 million for the Financial Year 2024, which was primarily subject to adjustments for depreciation and amortization expense from continuing operations of ₹119.36 million and finance costs from continuing operations of ₹49.54 million. This was adjusted for working capital changes, which primarily consisted of decrease in trade payables of ₹(56.66) million, increase in other current financial liabilities of ₹(49.94) million and increase other current liabilities of ₹47.80 million, offset by increase in trade receivables of ₹(74.12) million, increase in inventories of ₹(22.53) million, other non-current and current financial assets of ₹(9.04) million, other non-current and current assets of ₹(61.74) million. As a result, cash generated from operating activities for the Financial Year 2024 was ₹128.14 million before adjusting for income taxes paid (net) of ₹(10.35) million.

Net cash flows generated from operating activities was ₹148.92 million for the Financial Year 2023. We had an operating profit before working capital changes of ₹107.31 million for the Financial Year 2023, which was primarily subject to adjustments for depreciation and amortization expense from continuing operations of ₹109.94 million, finance costs from continuing operations of ₹40.94 million. This was adjusted for working capital changes, which primarily consisted of trade payables of ₹(41.35) million and other current liabilities of ₹0.39 million, partially offset by decrease in inventories of ₹52.35 million, other non-current and current financial assets of ₹29.94 million. As a result, cash generated from operating activities for the Financial Year 2023 was ₹151.56 million before adjusting for income taxes paid (net) of ₹(2.64) million.

Net cash flows generated from operating activities was ₹(19.95) million for the Financial Year 2022. We had an operating profit before working capital changes of ₹70.58 million for the Financial Year 2022, which was primarily subject to adjustments for depreciation and amortization expense from continuing operations of ₹83.98 million and finance costs of ₹35.67 million. This was further adjusted for working capital changes, which primarily consisted increase in trade payables of ₹46.89 million, increase in other current liabilities of ₹47.40 million, other financial liabilities of ₹(31.64) million, partially offset by increase in trade receivables of ₹(74.71) million, increase in inventories of ₹(64.73) million, increase other non-current and current financial assets of ₹(31.35) million and other current and non-current assets of ₹6.26 million. As a result, cash generated from operating activities for the Financial Year 2022 was ₹(19.80) million before adjusting for income taxes paid (net) of ₹(0.15) million.

Net cash flows (used in)/ generated from investing activities

Net cash flows used in investing activities was ₹(144.34) million for the Financial Year 2024. This was primarily due to purchases of property, plant and equipment of ₹(139.77) million offset by proceeds from sale of property, plant and equipment of ₹13.07 million.

Net cash flows used in investing activities was ₹(93.34) million for the Financial Year 2023 This was primarily due to purchases of property, plant and equipment of ₹(89.38) million.

Net cash flows generated from investing activities was ₹30.42 million for the Financial Year 2022. This was primarily due to proceeds from sale of property, plant and equipment of ₹112.41 million, offset by purchase of property, plant and equipment and other intangible assets of ₹(96.11) million.

Net cash flows used in financing activities

Net cash flows used in financing activities was ₹(26.63) million for the Financial Year 2024. This was primarily due to proceeds from short term borrowings of ₹44.91million and proceeds from long term debt of ₹97.81 million, offset by finance cost paid from continuing operations of ₹(49.55) million, repayment of short term borrowings of ₹(54.15) million and principal payment of lease liabilities of ₹(37.68) million.

Net cash flows used in financing activities was ₹(19.02) million for the Financial Year 2023. This was primarily due to proceeds from short term borrowings of ₹50.52 million and proceeds from long term debt of ₹35.45 million, offset by repayment of long term debt of ₹(34.60) million, finance cost paid from continuing operations of ₹(40.94) million and principal payment of lease liabilities of ₹(29.45) million.

Net cash flows used in financing activities was ₹(40.27) million for the Financial Year 2022. This was primarily due to contribution from, proceeds from issue of shares of subsidiary of ₹15.00 million, proceeds of borrowings of ₹102.15 million, offset by principal payment of lease liabilities of ₹(22.54) million and finance cost paid from continuing operations of ₹(35.66) million.

Capital expenditures

Our historical capital expenditures have primarily related to property, plant and equipment and other intangible assets. For the Financial Years 2024, 2023, and 2022, our capital expenditure amounted to ₹ 139.77 million, ₹ 89.38 million, and ₹ 93.86million, respectively.

We intend to increase our capacity by purchasing additional equipment from the Net Proceeds. For further details, see "*Objects of the Offer – Funding the capital expenditure requirements for purchase of new machinery for our Company*" and "*Objects of the Offer – Investment in our Subsidiary, Bizdent Devices Private Limited, for the capital expenditure requirements for the purchase of new machinery*." on pages 143 and 150, respectively.

Financial indebtedness

As March 31, 2024, we had outstanding borrowings (current and non-current) amounting to ₹523.91 million, which primarily consisted of borrowings on account of term loan from banks, term loans, working capital demand loans. For further details related to our indebtedness, see "*Financial Indebtedness*" on page 435.

Contractual Obligations

The following table sets forth certain information relating contractual maturities of financial liabilities as of March 31, 2024. The amounts are gross and undiscounted contractual cash flows and include contractual interest payments and exclude the impact of netting agreements.

	On demand	**Up to 1 year**	**1 to 5 years**	**More than 5 years**	**Total**
Non-current					
Borrowings	-	-	138.33	13.07	151.40
Lease liabilities	-	-	33.80	-	33.80
Other financial liabilities	-	-	8.08	-	8.08
Current					
Borrowings	177.32	91.53	-	-	268.85
Lease Liabilities	-	43.72	-	-	43.72
Trade payables	-	158.07	-	-	158.07
Other financial liabilities	-	106.93	-	-	106.93
Total	**177.32**	**400.26**	**180.21**	**13.07**	**770.86**

Contingent Liabilities, capital and Other Commitments

The contingent liabilities as at March 31, 2024 was ₹6.00 million, March 31, 2023 was ₹1.07 million and March 31, 2022 was ₹1.07 million.

As at March 31, 2024, March 31, 2023 and March 31, 2022, estimated amounts of commitments amounted to nil in each year, respectively.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

In the course of our business, we are exposed to certain financial risks such as credit risk, liquidity and market risk.

Credit risk

Credit risk is the risk of financial loss if a customer or a counterparty to any financial instrument fails to meet its contractual obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. We are exposed to credit risk from our operating activities (primarily trade receivables) and from our investing activities, including deposits with banks, derivative financial instruments and security deposits.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities. Our approach to managing liquidity is to ensure that we have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Market risk

Market risk is the risk that changes in market prices (including foreign exchange rates) affect our income or the value of our holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Unusual or Infrequent Events or Transactions

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "—*Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 409 and 39, respectively. Except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and above in "– *Significant Factors Affecting our Results of Operations*" on pages 39, 247 and 409, respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please refer to the discussions of our competition in the sections "*Risk Factors*" and "*Our Business*" on pages 39 and 247, respectively, of this Draft Red Herring Prospectus.

Seasonality

Our business is not subject to any seasonality.

Significant Developments Occurring after March 31, 2024

Except as disclosed otherwise in this Draft Red Herring Prospectus, to our knowledge, there is no subsequent development after March 31, 2024, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next twelve months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information – Restated Consolidated Financial Information*" and "*Risk Factors*" beginning on pages 404, 329 and 39, respectively.

Particulars	**Pre-offer as at March 31, 2024 (in ₹ million)**	**As adjusted for the Offer (in ₹ million)**
Borrowings		
Current Borrowings (I)	268.85	[●]
Non-current borrowings (III)	151.40	[●]
Total borrowings (III = I + II)	**420.25**	[●]
Equity		
Equity Share capital (IV)	3.08	[●]
Other Equity (V)	421.57	[●]
Total Equity (VI = IV + V)	**424.65**	[●]
Ratio: Non-current borrowings / Total equity (III/VI)	**0.36**	[●]

Notes:

1. *Other Equity shares includes 290,597 Compulsorily Convertible Preference Shares (CCPS) of INR 400/- each.*
2. *Subsequent to March 31, 2024, the Board of Directors passed a resolution at its meeting held on June 4, 2024 and shareholders passed a resolution in its Extra Ordinary General meeting held on June 07, 2024 approving increase in the authorised equity share capital from INR 24.60 million divided into 2.46 million equity shares of INR 10 each to INR 130 million divided into 13 million equity shares of INR 10 each.*
3. *Further, the Board of Director passed a resolution at its meeting held on June 4, 2024 and shareholders passed a resolution in its Extra Ordinary General meeting held on June 07, 2024 approving the sub-division of each equity share of face value of INR 10 each fully paid up into face value of INR 2 each fully paid up.*
4. *Also, the members in its Extra Ordinary General meeting dated June 07 2024 have approved the issue of bonus equity shares in the ratio of 17 equity shares of INR 2 each for every 1 equity share of INR 2 each by capitalization of such sum standing to the credit of free reserves of the Company.*

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries have entered into financing arrangements with various lenders in the ordinary course of business including borrowings. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" and "*Risk Factors*" on pages 307 and 39.

As on July 31, 2024, the total outstanding borrowings of our Company and our Subsidiaries for loans availed from its lenders is ₹ 375.77 million (including unsecured loans from related party). The details of the indebtedness of our Company and our Subsidiaries are provided in the table below:

(in ₹ million, unless otherwise specified)

Category of borrowing	Sanctioned Amount (₹ in million)	Outstanding amount (₹ in million) as on July 31, 2024
Secured Borrowings		
Cash Credit / SID / Overdraft	249.09	115.12
LAP Loan	269.00	217.64
Working Capital Demand Loan	20.00	20.21
Vehicle Loan	8.70	2.87
ECLGS	0.61	0.05
Total (A)	**547.40**	**355.88**
Unsecured Borrowings		
Loan from Related Parties	28.80	19.88
Total (B)	**28.80**	**19.88**
Total (A+B)	**576.20**	**375.77**

As certified by N B T and Co, Chartered Accountants, pursuant to their certificate dated September 12, 2024.

Set forth below is a brief summary of our aggregate sanctioned and outstanding borrowings on a consolidated basis (Company and its Subsidiaries) for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

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Name of Lender	Date of Sanction of Loan	Type of loan	Financial Year ended March 31, 2024				Financial Year ended March 31, 2023				Financial Year ended March 31, 2022			
			Opening Balance as at April 01, 2023	Closing Balance as at March 31, 2024	Amount repaid during the Financial Year ended March 31, 2024	New loans sanctioned during the Financial Year ended March 31, 2024	Opening Balance as at April 01, 2022	Closing Balance as at March 31, 2023	Amount repaid during the Financial Year ended March 31, 2023	New loans sanctioned during the Financial Year ended March 31, 2023	Opening Balance as at April 01, 2021	Closing Balance as at March 31, 2022	Amount repaid during the Financial Year ended March 31, 2022	New loans sanctioned during the Financial Year ended March 31, 2022
ICICI Bank Ltd	September 2, 2020	ECLGS – Term Loan	21.39	6.29	15.10	-	36.49	21.39	15.10	-	45.30	36.49	8.81	-
ICICI Bank Ltd	July 17, 2019	Rupee Term Loan-III	15.46	7.05	8.42	-	23.88	15.46	8.42	-	32.30	23.88	8.42	-
ICICI Bank Ltd	July 24, 2020	Term Loan – YD	6.18	3.97	2.21	-	8.43	6.18	2.25	-	10.67	8.43	2.24	-
ICICI Bank Ltd	February 11, 2020	Vehicle Loan – M	3.10	1.83	1.27	-	4.27	3.10	1.16	-	5.32	4.27	1.06	-
Yes Bank Ltd	October 24, 2018	Vehicle Loan – T	-	-	-	-	0.00	-	0.00	-	0.14	0.00	0.13	-
IDFC First Bank	December 19, 2021	Term Loan	0.75	-	0.75	-	3.47	0.75	2.72	-	-	3.47	0.61	4.08
IndusInd Bank Ltd	September 30, 2016	Term Loan	24.02	-	24.02	-	31.62	24.02	7.60	-	38.53	31.62	6.91	-
IndusInd Bank Ltd	June 30, 2021	Term Loan	22.37	-	22.37	-	23.14	22.37	0.78	-	-	23.14	0.46	23.60
IndusInd Bank Ltd	August 25, 2021	Working capital Term Loan	7.11	-	7.11	-	8.35	7.11	1.24	-	-	8.35	-	8.35
Bajaj Finance Ltd	November 30, 2021	Flexi term loan	-	-	-	-	0.00	-	0.00	-	-	0.00	NA	3.45

ICICI Bank Ltd - LAMUM000444528 66	October 4, 2021	Vehicle Loan	1.02	0.76	0.26	-	1.25	1.02	0.24	-	-	1.25	0.09	1.35
TATA Capital Limited	February 9, 2022	Overdraft	-	-	-	-	1.55	-	1.55	-	-	1.55	3.50	5.05
ICICI Bank Ltd -001	September 20, 2020, February 7, 2022 &January 4, 2024	Cash Credit	77.29	77.62	NA	NA	75.82	77.29	NA	NA	73.07	75.82	NA	NA
ICICI Bank Ltd – 0013	September 20, 2020, February 7, 2022 &January 4, 2024	Cash Credit	35.60	59.54	NA	NA	68.85	35.60	NA	NA	49.54	68.88	NA	NA
WCDL Account No. 102860000168	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000169	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000157	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000159	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000160	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000161	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000162	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
WCDL Account No. 102860000167	February 7, 2022	Working Capital	5.00	-	5.00	-	-	5.00	-	5.00	-	-	-	-
Standard Chartered	March 8, 2022	Term Loan	15.46	15.20	0.26	-	-	15.46	0.44	15.90	-	-	-	-
ICICI Bank UVMUM00045592 380	March 17, 2022	Vehicle Loan	1.14	0.90	0.25	-	-	1.14	0.21	1.35	-	-	-	-

Amrish Desai	April 25, 2022	Directors Loan	1.75	1.64	0.11	-	-	1.75	0.25	2.00	-	-	-	-
Rajesh Khakhar	October 14, 2022	Directors Loan	25.70	26.56	11.44	12.30	-	25.70	1.00	26.70	-	-	-	-
Hasmukh Khakhar	March 31, 2023	Directors Loan	6.00	6.00	-	-	-	6.00	-	6.00	-	-	-	-
Sameer Merchant	March 21, 2023	Directors Loan	2.00	11.00	3.00	12.00	-	2.00	-	2.00	-	-	-	-
WCDL Account No. 102860000214	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000216	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000217	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000218	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000219	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000220	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000223	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
WCDL Account No. 102860000225	January 4, 2024	Working Capital	-	5.00	-	5.00	-	-	-	-	-	-	-	-
Tata Capital Financial Services Ltd	August 30, 2023	Term Loan	-	103.15	5.85	109.00	-	-	-	-	-	-	-	-
Capsave Finance Pvt Ltd	August 28, 2023	Working Capital	-	20.00	-	20.00	-	-	-	-	-	-	-	-
Sameer Merchant - Bizdent	January 12, 2024	Directors Loan	-	8.50	-	8.50	-	-	-	-	-	-	-	-
ICICI Bank Ltd – OD Bizdent	June 30, 2023	Overdraft	-	25.69	NA	NA	-	-	-	-	-	-	-	-
ICICI Bank CC Limit - Signature Smiles	January 24, 2024	CC	7.05	5.97	NA	NA	7.01	7.05	NA	NA	6.37	7.01	NA	NA

ICICI Bank Emergency Credit Line Guarantee Scheme – Signature Smiles	October 1, 2020	ECLGS	0.32	0.12	0.20	-	0.39	0.32	0.07	-	0.43	0.39	0.04	-
Laxmi Dental - PCFC	September 20, 2020, February 7, 2022 &January 4, 2024	PCFC/ Bill discounting	-	-	-	-	2.28	-	2.28	-	1.95	2.28	21.60	21.94
Fund Box - Laxmi USA	Discontinued in FY 23-24	Working Capital	0.57					0.57	0.47	1.03				

Principal terms of the borrowings availed by our Company and our Subsidiaries:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company and our Subsidiaries in relation to our indebtedness.

1. ***Tenor:*** The tenor of the cash credit/working capital demand loan availed by our Company and our Subsidiaries is typically between 45 days to 180 months and the tenor of vehicle loan and LAP facilities availed by our Company and our Subsidiaries is typically 60 months to 120 months.

2. ***Interest rate****:* In terms of the facilities availed by our Company and our Subsidiaries, the interest rate typically comprises a base rate plus applicable margin of the specified lender. The spread varies between different facilities, ranging from 7.60% per annum to 16% per annum.

3. ***Pre-payment:*** For the term loans availed by us, we have the option to prepay the lenders, in part or in full the debt together with all interests, prepayment premium and other charges including to pay a pre-payment penalty between 2.00% to 5.00%, which may be lower subject to meeting certain time thresholds and monies due and payable to the bank up to the due date. Some of these loans provide for prepayment subject to the consent of the lender or a notice of prepayment to be given to the lender.

4. ***Security:*** In terms of the borrowings by our Company and our Subsidiaries where security needs to be created, security is created by way of, among other things,

   (a) corporate guarantee of ASY properties LLP;

   (b) guarantee of National Credit Guarantee Trustee Company (NCGTC);

   (c) second charge by way of hypothecation on moveable properties, receivables and current assets of our Company; and

   (d) exclusive charge by way of hypothecation on current assets and receivables of our Company.

   This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company and our Subsidiaries.

5. ***Validity and Repayment:*** Our facilities are typically repayable on demand with an option for annual review for each of the sub-limits and there may exist certain exclusive provisions of repayment for each of the sub-limits, subject to the facility documentation for each lender.

6. ***Restrictive Covenants:*** Our financing arrangements entail various conditions and covenants restricting certain corporate actions and we are required to take prior approval of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. For instance, certain actions prior to which our Company and our Subsidiaries are required to obtain written consent of the lenders before carrying out such activities, including, among others, for:

   (a) undertaking any new project or expansion;

   (b) raising any term loans/debentures or incurring major capital expenditure;

   (c) change in shareholding of our Company;

   (d) change in shareholding of the management of our Company;

   (e) change in memorandum of association or articles of association or any constitutional documents of our Company;

   (f) giving any loans and advances to subsidiary and group concerns;

   (g) making any investments either directly or through its subsidiaries;

(h) compounding or releasing any of the book debts due to our Company;

(i) issuing corporate guarantee on behalf of its group or sister concerns; and

(j) creating mortgage, charge, lien or other encumbrance on the properties of our Company and our Promoter Rajesh Khakhar comprised in the mortgage security.

This is an indicative list and there may be additional restrictive conditions and covenants under the various borrowing arrangements entered into by our Company and our Subsidiaries.

7. ***Events of default:*** Borrowing arrangements entered into by our Company and our Subsidiaries, contain certain events, the occurrence of which, will constitute an event of default, including:

(a) default has occurred in the payment or repayment of any monies in respect of the facility on the due dates;

(b) default other than a payment default has occurred in the performance of any covenant or condition on the part of our Company or any other person under the transaction documents;

(c) our Company or any other person is in breach of performance of any covenant, condition or agreement under the transaction documents;

(d) our Company and/or any of its subsidiaries is unable or has admitted its inability to pay any of its indebtedness to any bank or financial institutions;

(e) Any material change in the ownership or management of our Company which in the sole opinion of the bank would prejudicially affect the interest of the bank;

(f) Any material adverse change, as determined solely by the bank, in the business of our Company, which in the sole opinion of the bank is prejudicial to the interests of the bank; and

(g) Proceeds of the facility, either in part or in full, shall not be utilized for capital market activities, land acquisition, real estate activities, acquisition of equity in companies, buyback of shares of company, and/or any illegal/prohibited activities.

This is an indicative list and there may be additional events that might constitute an event of default under the various borrowing arrangements entered into by our Company and our Subsidiaries.

8. ***Consequences of occurrence of events of default:*** In terms of the loan facility, upon the occurrence of events of default, the lenders of our Company and our Subsidiaries may:

(a) Modify, reduce, cancel or accelerate the facility, in whole or in part, whereupon all outstanding amounts owed under the facility shall become immediately due and payable by our Company;

(b) Declare the security, if any, created pursuant to the terms of the transaction documents to be enforceable and take all such steps as are deemed necessary to enforce the security and recover the outstanding amount;

(c) Terminate or suspend the facility;

(d) On the occurrence of an event of default, the bank may, exercise any right, power or remedy permitted to it by law, including by suit, in equity, or by action at law, or both, or otherwise, whether for specific performance of any covenant, condition or term contained in the transaction documents or for an injunction against a violation of any of the terms and conditions of the transaction documents, or in aid of the exercise of any power or right granted in transaction documents and/or as a creditor; and

(e) Accelerate the repayment of loan including the outstanding dues.

9. ***Guarantees given by the Promoters***

Except for as disclosed in *"History and Certain Corporate Matters - Guarantees given by the Promoters"*, as on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to repayment of loan facilities availed by the Company.

For the purpose of the Offer, our Company and our Subsidiaries have obtained necessary consents from our lenders as required under the relevant loan documentations for undertaking activities relating to the Offer including consequent corporate actions, such as change in shareholding of our Company, change in memorandum of association or articles of association or any constitutional documents of our Company, etc. For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Our indebtedness and the conditions and restrictions imposed by our financing agreements and any noncompliance thereof may lead to, among others, suspension of further drawdowns, which could have an adverse effect on our business, results of operations and financial condition.*" on page 58.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*We are, from time to time, involved in various litigation proceedings in the ordinary course of our business, including consumer disputes proceedings and labour disputes. Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) outstanding claims related to direct and indirect taxes (disclosed in a consolidated manner), provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and (iv) details of any other pending litigation (including civil litigation) which are determined to be material as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters, Directors and Subsidiaries ("**Relevant Parties**"), and (v) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding action.*

For the purpose of (iv) above, our Board in its meeting held on September 5, 2024, has considered and adopted a Materiality Policy for identification of material litigation involving the Relevant Parties and Group Companies.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action and tax matters, would be considered 'material' for the purpose of disclosure in this Draft Red Herring Prospectus:

a) the aggregate monetary amount of claim involved, whether by or against the Relevant Parties, in any such pending litigation exceeds the lower of the following:

   (i) two percent of turnover, being ₹ 38.71 million as per the last Restated Consolidated Financial Information of our Company;
   (ii) two percent of net worth, being ₹ 8.91 million as per the last Restated Consolidated Financial Information of our Company; or
   *(iii) five percent of the average of absolute value of profit or loss after tax, being ₹ 8.01 million as per the last three Restated Consolidated Financial Information of our Company. (the "**Materiality Threshold**");*

b) pending litigations where the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; or

c) such pending litigation the outcome of which is material from the perspective of the Company's business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation (including any litigation under the Insolvency and Bankruptcy Code, 2016) may not meet the Materiality Threshold or that the monetary liability of such litigation is not quantifiable.

Further, there are no findings/observations of any of the inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.

Further, pre-litigation notices (other than those issued by governmental, statutory, regulatory authorities or first information reports) received by the Relevant Parties or Group Company shall not be considered as litigation until such time that any of the Relevant Parties or Group Company, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy on outstanding dues to any creditor of our Company having monetary value which exceed ₹ 7.90 million, which is 5 % of the total outstanding dues (i.e., consolidated trade payables) of our Company at the end of the most recent period covered in the Restated Consolidated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, for the purpose of this disclosure, any outstanding dues exceeding ₹ 7.90 million as on March 31, 2024, have been considered as *material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

Yogesh Bagul ("Complainant") filed a Criminal Miscellaneous Application ("**Complaint**") before the Hon'ble Magistrate Court, Nashik under sections 420, 34, 120-B of the Indian Penal Code against the Company, which came to be dismissed by an Order dated March 20, 2023. Aggrieved by the above order Defendant filed a criminal revision application on June 21, 2023, before the District and Sessions Court, Nashik. As per an agreement entered into by the Complainant and the Accused, dated May 24, 2019, the Company had committed to paying ₹0.30 million per month along with 45% of the profit to the complainant. The complainant alleged that the Company stopped these payments, resulting in a claimed loss of ₹50 million. Therefore, the Defendant claimed an amount of ₹50 million and set aside the criminal process initiated against Defendant. The matter is currently sub-judice before the Hon'ble District and Sessions Court, Nashik. For further details, see "*Litigation involving our Company - Criminal proceedings initiated by our Company"* on page 444 and "*Litigation involving our Company - Material Civil litigation initiated by our Company"* on page 445.

Criminal proceedings initiated by our Company

1. Illusion Dental Laboratory **("IDL"),** a division of our Company, filed a criminal complaint on July 27, 2023, in the Court of Metropolitan Magistrate, Andheri, Mumbai, under section 138 of the Negotiable Instruments Act, 1881, against M/s Manish Travel/Hello Travel and its proprietor, Harsha Panchal ("**Accused**") for dishonour of cheques amounting to ₹ 0.51 million. It was alleged that IDL was booking tickets for its employees through the Accused and due to a delay in services by the Accused, IDL discontinued their services and demanded for a refund for the advance payment of ₹ 0.51 million. The Accused handed over a cheque amounting to ₹ 0.51 million which was subsequently dishonoured. The matter is currently pending.

2. Our Company has filed a criminal complaint on July 26, 2023, in the Court of Metropolitan Magistrate, Andheri, Mumbai, under section 138 of the Negotiable Instruments Act, 1881, against M/s Manish Travel/Hello Travel and its proprietor, Harsha Panchal ("**Accused**") for dishonour of cheques amounting to ₹ 0.10 million. It was alleged that our Company was booking tickets for its employees through the Accused and due to a delay in services by the Accused, our Company discontinued their services and demanded for a refund for the advance payment of ₹ 0.10 million. The Accused handed over a cheque amounting to ₹ 0.10 million which was subsequently dishonoured. The matter is currently pending.

3. Glaze Dental Depot (**"GDD"),** a division of our Company, filed a criminal complaint on October 4, 2023, in the Court of Metropolitan Magistrate, Andheri, Mumbai, under section 138 read with section 141 of the Negotiable Instruments Act, 1881, against Ranjeet Singh, proprietor of Ceramic Dental Art-Jaipur, ("**Accused**") for dishonour of cheques amounting to ₹ 0.39 million. It was alleged that GDD delivered products such as milling machines, dental scanners, blanks, dental ceramic powder and other related products to the Accused. The Accused handed over two cheques to GDD amounting to a total of ₹ 0.39 million which were subsequently dishonoured. The matter is currently pending.

4. Glaze Dental Depot (**"GDD"),** a division of our Company, filed a criminal complaint on August 23, 2022, in the Court of Metropolitan Magistrate, Andheri, Mumbai, under section 138 read with section 141 of the Negotiable Instruments Act, 1881, against Poona Dental Lab - Pune, a partnership firm and Prashant Dhariwal and Pushpa Dhariwal, the partners of the said firm ("**Accused**") for dishonour of cheques amounting to ₹ 1.70 million. It was alleged that GDD delivered products such as milling machines, dental scanners, blanks, dental ceramic powder and other related products to the accused. The Accused handed over two cheques to GDD amounting to a total of ₹ 1.70 million which were

subsequently dishonoured. The matter is currently pending.

5. The Company filed an F.I.R. on May 14, 2022, against Yogesh Bagul and other accused persons under sections 406, 408, 420, 381, 465, 468 read with Section 34 of the Indian Penal Code, 1860 and Section 43B of the Information Technology Act, 2000 inter alia alleging that, when the Company through its Director Mr. Rajesh Khakhar had visited the office premises of the Yogesh Bagul's father, i.e., AIVI Innovations along with the court receiver, they came across some raw materials, finished materials, computer, CPU and monitor, thermoforming machine and 3D printing machine which are owned by the Company and the same has been misappropriated during the period of May 2019 to May 2022 by Yogesh Bagul and other accused persons and they have conspired to embezzle the articles and the confidential data of the Company and with the help of those articles and customer data and have thus, set up a competitive business in the name and style of AIVI Innovations. Being aggrieved by the same Yogesh Bagul has filed a quashing petition. The matter is currently sub-judice before the Hon'ble Bombay High Court. For further details, see "*Litigation involving our Company - Criminal proceedings initiated against our Company*" on page 444 and "*Litigation involving our Company - Material Civil litigation initiated by our Company*" on page 445.

B. Actions by statutory or regulatory authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Company.

C. Material outstanding litigation involving our Company

Material Civil litigation initiated against our Company

Nil

Material Civil litigation initiated by our Company

Our Company (**"Plaintiff"**) had filed a commercial suit in the Bombay High Court on April 18, 2022, against Yogesh Bagul (**"Defendant"**). The Plaintiff *inter alia* sought a permanent injunction and damages from the Defendant. The Defendant was an employee and was working as the R&D divisional head of our Company. The Defendant formed a partnership firm called "AIVI Innovations LLP" to set up a competing business with the Plaintiff. The Plaintiff had entered into an Intellectual Property Assignment Agreement ("**Agreement**") dated May 24, 2019, with the Defendant, through which all rights, title, and interest in the trademarks, brand marks "TAGLUS" and "ULALIGN", domain names and other derivative marks were assigned to the Plaintiff. However, AIVI Innovations LLP was engaged in the business of manufacturing and selling similar products as that of the Plaintiff under the brand name of "Taglus", while the Defendant was still bound by the terms of the Agreement with the Plaintiff, Defendant breached the Agreement. The Plaintiff upon becoming aware of the breach filed a commercial suit against the Defendant before the Bombay High Court and claimed an amount ₹ 250 million for alleged violation by the Defendant of the Plaintiff's confidential and intellectual property information and for the breach of the Agreement. The Bombay High Court ordered for temporary injunction on the business of the Defendant with immediate effect. The matter is currently sub-judice before the Hon'ble Bombay High Court. For further details, see "*Litigation involving our Company - Criminal proceedings initiated against our Company*" on page 444 and "*Litigation involving our Company - Criminal proceedings initiated by our Company*" on page 444.

Further, Good Fit Technologies LLC ("**Applicant**") filed an interim application for impleadment on May 23, 2022, stating that plaintiff has intentionally, mischievously and deliberately not arrayed the Applicant as a party and obtained certain ex-parte reliefs which severely impacted the Applicant. The Application is currently pending for hearing.

II. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

The Central Bureau of Investigation ("**CBI**") has filed a charge sheet dated March 11, 2015, under Sections 120B, 411 and 381 of the Indian Penal Code, 1860 and Sections 13(2) and 13(1)(d) of the Prevention of Corruption Act, 1988 ("**PC Act**") against Ashok Kumar Singh, the then under-secretary in the Department of Disinvestment, Rama Kant Kini from Sterling Associates, and other accused persons, including our Promoter, Chairperson and Whole-time Director, Rajesh Vrajlal Khakhar, before the Court of Special Judge, PC Act, Patiala House Courts, Delhi, for allegedly indulging in corrupt and illegal activities to obtain confidential and classified information pertaining to an application for approving foreign direct investment ("**FDI**") in our Company. Through a letter dated February 6, 2015, from Government of India, Ministry of Commerce and Industry, Department of Industrial Policy and Promotion ("**DIPP**"), FC-I Section, our Company received permission for the proposed FDI and stated that "FDI upto 100% under automatic route is permitted in manufacture of medical devices". It was alleged that Rajesh Vrajlal Khakhar in connivance with Rama Kant Kini from Sterling Associates, who was engaged for the purposes of providing legal services obtained the leaked documents and was accused of illegally and dishonestly obtaining and pilfering the copies of confidential / restricted documents from the record of Government of India. Subsequently, our Promoter, Chairperson and Whole-time Director, Rajesh Vrajlal Khakhar filed a discharge application dated September 26, 2022, stating that there were no documents received by him manually or electronically, and the same has been also established by a lack of evidence, and he has been falsely arraigned as an accused by the prosecuting agency. The matter is currently pending

Criminal proceedings initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

B. Pending action by statutory or regulatory authorities against our Directors

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Directors.

C. Material outstanding litigation involving our Directors

Material civil litigations initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation against our Directors.

Material civil litigations initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Directors.

III. Litigation involving our Promoters

A. Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

Except as disclosed in "– *Outstanding criminal proceedings involving our Directors – criminal proceedings against our Directors*" on page 445 and *" Outstanding criminal proceedings involving our Company – Criminal proceedings initiated against our Company"* on page 444, there are no outstanding criminal proceedings initiated against our promoters as on the date of this Draft Red Herring Prospectus.

Criminal proceedings initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

B. Pending action by statutory or regulatory authorities against our Promoter

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Promoters.

C. Material outstanding litigation involving our Promoters

Material civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation against our Promoters.

Material civil litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Promoters.

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus.

IV. Litigation involving our Subsidiaries

A. Outstanding criminal proceedings involving our Subsidiaries

Criminal proceedings against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against our Subsidiaries.

Criminal proceedings initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiaries.

B. Pending action by statutory or regulatory authorities against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no pending actions taken by statutory or regulatory authorities against our Subsidiaries.

C. ***Material outstanding litigation involving our Subsidiaries***

As on the date of this Draft Red Herring Prospectus, there are no material outstanding litigation involving our Subsidiaries.

Material civil litigations initiated against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no material outstanding litigation initiated against our Subsidiaries.

Other litigation filed against our Subsidiaries which may be considered material by our Company for the purposes of disclosure

As on the date of this Draft Red Herring Prospectus, there are no other litigation filed against our Subsidiaries which may be considered material by our Company for the purposes of disclosure.

Material civil litigations initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus there are no outstanding material civil litigation initiated by our subsidiaries.

V. Litigation involving our Group Company which may have a material impact on our Company

Our Group Company is not currently party to any pending litigations which would have a material impact on our Company.

VI. Tax claims

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors, Promoters and Subsidiaries:

Nature of cases	No. of cases	Total amount involved (₹ in million)
Litigation involving the Company		
Direct tax	1	Nil
Indirect tax	3	1.22
Total	**4**	**1.22**
Litigation involving the Directors*		
Direct tax	10	3.63
Indirect tax	Nil	NA
Total	**10**	**3.63**
Litigation involving our Subsidiaries		
Direct tax	Nil	NA
Indirect tax	Nil	NA
Total	**Nil**	**NA**
Litigation involving our Promoters		
Direct tax	5	3.29
Indirect tax	Nil	NA
Total	**5**	**3.29**

**Including Promoter Directors*

Tax proceedings

Material taxation matters involving our Company

1. Our Company received a notice under section 148A of Income Tax Act, 1961 from the Office of Deputy Commissioner of Income Tax, Mumbai on April 7, 2023, which stated that Illusion Dental Laboratory Private Limited ("**Transferor Company**") was merged with our Company on April 1, 2017. However, the Transferor Company entered into various transactions in its own name post April 1, 2017, Since Transferor Company was not in existence then the taxability of such transactions is required to be examined in the hands of resultant company, i.e., our Company. Accordingly, the income of ₹12.18 million had escaped assessment for the year 2019-20. As a result, notice was issued for reopening of assessment proceedings for assessment year 2019-2020. The matter is currently pending.

VII. *Outstanding dues to creditors*

As of March 31, 2024, we had 326 creditors to whom an aggregate outstanding amount of ₹ 158.07 million was due. Further, based on available information regarding status of the creditor as a micro, small or a medium scale enterprise as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of March 31, 2024, our Company owes an amount of ₹ 25.19 million to micro, small and medium enterprises.

As per the policy of materiality for identification of material outstanding dues to any creditor of our Company having monetary value which exceed ₹ 7.90 million, which is 5 % of the consolidated trade payable of our Company as per the latest Restated Consolidated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. As of March 31, 2024, there are 3 material creditors to whom our Company owes an aggregate amount of ₹ 57.04 million. The details pertaining to outstanding dues towards our material creditors and their names are available on the website of our Company at www.laxmidentallimited.com. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Details of outstanding dues owed to micro, small and medium enterprises and other creditors as of March 31, 2024, is set out below:

Particulars	No. of Creditors	Amount (₹ in million)
Dues to micro, small and medium enterprises (the "**Small-scale undertaking**")	61	25.19
Other creditors	262	75.84^
Total	**323**	**101.03**

^ *Including provisions and amounts not attributable to individual creditors.*

As of March 31, 2024, there are three material creditors to whom our Company owes ₹57.04 million. The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website at www.laxmidentallimited.com.

GOVERNMENT AND OTHER APPROVALS

Set our below is an indicative list of all consents, licenses, approvals registrations, and permits obtained by our Company and our Material Subsidiaries which are considered material and necessary for the purpose of undertaking the Offer, our business activities and operations, and except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking the Offer, current business activities and operations of our Company and our Material Subsidiaries. Except as disclosed below, no further approvals are material for carrying on the present business operations of our Company and our Material Subsidiaries. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus.

We have also disclosed below (i) the Material Approvals that have expired and for which renewal applications have been made; (ii) the Material Approvals that have expired and for which renewal applications are yet to be made; and (iii) Material Approvals required but not yet applied for.

For details in connection with the regulatory and legal framework within which our Company operate, see "Key Regulations and Policies" on page 274.

For details of the risk associated with a delay in obtaining, or not obtaining, the requisite material approvals, see "Risk Factors – Non-compliance with and changes in any of the applicable laws, rules or regulations, including safety, health, environmental and labour laws could have an adverse effect on our business, results of operations and financial condition and cash flows" on page 55.

I. Approvals relating to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for this Offer*" on page 458.

II. Material Approvals in relation to our Company

a) Incorporation Details

1. Certificate of incorporation dated July 8, 2004, issued to our Company, under the name Laxmi Dental Export Private Limited by the Registrar of Companies, Maharashtra at Mumbai, with corporate identity number 'U51507MH2004PTC147394'.

2. Fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre at Gurgaon on July 24, 2024, pursuant to change of name from 'Laxmi Dental Export Private Limited' to 'Laxmi Dental Private Limited'. The new corporate identity number of our Company is 'U51507MH2004PTC147394'.

3. Further, a fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre at Gurgaon on August 2, 2024, pursuant to change of name from 'Laxmi Dental Private Limited' to 'Laxmi Dental Limited'. The new corporate identity number of our Company is U51507MH2004PLC147394.

For Further details, see "*History and Certain Corporate Matters*" beginning on page 281.

b) Material tax related approvals

1. The permanent account number of our Company is AABCL0001A issued by the Income Tax Department under the Income Tax Act, 1961.

2. The tax deduction account number of our Company is MUML05509A issued by the Income Tax Department under the Income Tax Act, 1961.

3. GST registration certificates issued by the Government of India and the state governments for GST payments in the states where our business operations are situated.

4. Professional tax certificates, issued by the Sales Tax Department, Government of Maharashtra, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

c) Material labour/employment related approvals

1. Registration under applicable shops and establishments legislation for our offices, and divisions issued by the ministry or department of labour of relevant State governments, wherever applicable.

2. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Employees' Provident Fund Organization.

3. Registration under the Employees' State Insurance Act, 1948, issued by the Regional Office, Employees State Insurance Corporation of the respective states.

d) Foreign Trade Related Approvals

1. Importer-exporter code, issued by the office of the Additional Director General of Foreign Trade, Mumbai Directorate General of Foreign Trade, Government of India.

e) Material Approvals in relation to our facilities

a) Material approvals in relation to business and operations of our Boisar facility amongst others, include:

1. License to manufacture for sale or distribution of Class A or Class B medical devices under the Medical Devices Rules, 2017 issued by the Central Drugs Standard Control Organization, Ministry of Health, Government of India.

2. Factory license to operate a factory under the Factories Act, 1948, issued by the Labour Department, Government of Maharashtra.

3. Consent to establish and consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, and Hazardous Waste Management Rules, 2016 issued by Maharashtra pollution control board.

4. Fire safety no objection certificate under the Fire Prevention and Life Safety and Measures Act, 2005, issued by the Directorate of Maharashtra Fire Service.

5. ISO certificate for quality management system for medical devices.

b) Material approvals in relation to business and operations of Vedia Solutions' Boisar facility amongst others, include:

1. License to manufacture for sale or distribution of Class A or Class B medical devices under the Medical Devices Rules, 2017 issued by the Central Drugs Standard Control Organization, Ministry of Health, Government of India.

2. Factory license to operate a factory under the Factories Act, 1948, issued by the labour department, government of Maharashtra.

3. Consent to establish and consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, and Hazardous Waste Management Rules, 2016 issued by Maharashtra pollution control board.

4. Fire safety no objection certificate under the Fire Prevention and Life Safety and Measures Act, 2005, issued by the Directorate of Maharashtra Fire Service.*

   **Our Company has obtained a provisional Fire No NOC, dated August 9, 2022, issued by the Directorate of Maharashtra Fire Service, Government of Maharashtra, under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006.*

5. Registration certificate for importer under the Environment Protection Act, 1986 and the Plastic Waste Management Rules, 2016 issued by the Central Pollution Control Board, Ministry of Environment, Forest and Climate Change, Government of India.

6. ISO certificate for 1uality management system for medical devices.

c) Material approvals in relation to business and operations of Illusion Dental Laboratory's Miraroad facility amongst others, include:

1. License to manufacture for sale or distribution of Class A or Class B medical devices under the Medical Devices Rules, 2017 issued by the Central Drugs Standard Control Organization, Ministry of Health, Government of India.

2. Factory license to operate a factory under the Factories Act, 1948, issued by the labour department, government of Maharashtra.

3. Parvana license applicable under local municipality laws, issued by Meera Bhayandar Mahanagarpalika.

4. Consent to establish and consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, and Hazardous Waste Management Rules, 2016 issued by Maharashtra pollution control board.

5. Fire safety no objection certificate under the Fire Prevention and Life Safety and Measures Act, 2005, issued by the directorate of Maharashtra Fire Service.

6. ISO certificate for quality management system for medical devices.

d) Material approvals in relation to business and operations of Illusion Dental Laboratory's Kerala facility amongst others, include:

1. Factory license to operate a factory under the Factories Act, 1948, issued by issued by the labour department, Government of Kerala.

2. Consent to establish and consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, and Hazardous Waste Management Rules, 2016 issued by Kerala pollution control board.

3. ISO certificate for quality management system for medical devices.

Our Company has obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to carry out our operations, except as otherwise stated in this section. For details of the risks relating to the material approvals required for undertaking our business, see "*Risk Factors – Non-compliance with and changes in any of the applicable laws, rules or regulations, including safety, health, environmental and labour laws could have an adverse effect on our business, results of operations and financial condition and cash flows*" on page 55.

III. Material Approvals in relation to our Material Subsidiaries

Bizdent Devices Private Limited (“**Bizdent Devices**”)

a) Incorporation Details

1. Certificate of incorporation dated March 24, 2021, issued under the name of Bizdent Devices Private Limited by the Registrar of Companies, Central Registration Centre, with corporate identity number ‘U33203MH2021PTC357799’.

b) Material tax related approvals

1. The permanent account number of Bizdent Devices is AAJCB7470K issued by the Income Tax Department under the Income Tax Act, 1961.

2. The tax deduction account number of Bizdent Devices is MUMB31479A issued by the Income Tax Department under the Income Tax Act, 1961.

3. GST registration certificates issued by the Government of India and the state governments for GST payments in the states where our business operations are situated.

4. Professional tax certificates, issued by the Sales Tax Department, Government of Maharashtra, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

c) Material labour/employment related approvals

1. Registration under applicable shops and establishments legislation for our offices, issued by the ministry or department of labour of relevant State governments, wherever applicable.

2. Registration under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Employees’ Provident Fund Organization.

3. Registration under the Employees’ State Insurance Act, 1948, issued by the Regional Office, Employees State Insurance Corporation of the respective states.

d) Foreign Trade Related Approvals

1. Importer-exporter code, issued by the office of the Additional Director General of Foreign Trade, Mumbai Directorate General of Foreign Trade, Government of India.

e) Materials approvals in relation to business and operations of Bizdent Devices Private Limited’s Miraroad facility amongst others, include

1. License to manufacture for sale or distribution of Class A or Class B medical devices under the Medical Devices Rules, 2017 issued by the Central Drugs Standard Control Organization, Ministry of Health, Government of India.

2. Factory license to operate a factory under the Factories Act, 1948, issued labour department, Government of Maharashtra.

3. Consent to establish and consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, and Hazardous Waste Management Rules, 2016 issued by Maharashtra state pollution control board.

Laxmi Dental Lab USA, Inc.

a) Incorporation Details

1. Certificate of Incorporation dated February 2, 2012, issued under the name of Laxmi Dental Lab USA Inc. by the New Jersey Department of State, with company registration number ‘0400468980’.

b) Materials approvals in relation to business and operations of Laxmi Dental Lab USA, Inc., amongst others, include

1. Establishment Registration and Device Listing, with registration number 3009432549, issued by the United States Food and Drug Administration under 21 CFR Part 807.

IV. Material Approvals pending in relation to our Company and our facilities

a) Material approvals applied for, including renewal applications, but not received

S No.	Description	Authority	Date of application
Laxmi Dental Limited, Delhi			
1.	GST Certificate	GST Department	June 25, 2024
Illusion Dental Laboratory, Kerala			
1.	Factory License	Directorate of factories and boilers, Government of Kerala	September 2, 2024
Laxmi Dental Limited, Andheri			
1.	Shops and Establishments Certificate	Municipal Corporation of Greater Mumbai	August 30, 2024
Illusion Dental Laboratory, Miraroad			
1.	Factory License	Directorate of factories and boilers, Government of Maharashtra	August 30, 2024
2.	Consent to Operate	Maharashtra Pollution Control Board	April 30, 2024
Illusion Dental Laboratory, Kerala			
1.	ISO Certificate	Czech Accreditation Institute	September 6, 2024

b) Material approvals expired and renewals yet to be applied for

S No.	Description	Authority
Vedia Solutions, Boisar		
1.	EPR Registration	Central Pollution Control Board

c) Material approvals required but not obtained or applied for

S No.	Description	Authority
Laxmi Dental Limited, Ahmedabad		
1.	Shops and Establishments Certificate	Department of Labour, Government of Gujarat

V. Material Approvals pending in relation to our Material Subsidiaries and their facilities

a) Material approvals applied for, including renewal applications, but not received

S No.	Description	Authority	Date of application
Bizdent Devices Private Limited, Miraroad			
3.	Factory License	Labour Department, Government of Maharashtra	August 21, 2024
4.	Consent to Operate	Maharashtra Pollution Control Board	September 4, 2024

b) Material approvals expired and renewals yet to be applied for

Nil

c) Material approvals required but not obtained or applied for

Nil

VI. Intellectual property rights

As on the date of filing this DRHP, Our Company holds a total of 33 trademarks across various categories and classes as of the date of this draft red herring prospectus. Further, our Company has 1 objected trademark application in relation to which we have reapplied to the Registrar of Trademarks on the basis of an NOC from our Subsidiary, Bizdent Devices Private Limited which is the registered owner of a similar trademark and 2 trademark applications pending. Furthermore, in Class 10, relating to surgical, medical, dental, and veterinary apparatus and instruments, our subsidiary Rich Smile Design LLP owns the trademark "Rich Smile Design Go Natural…. Digitally!" and our Subsidiary, Bizdent Devices Private Limited holds the trademark "Illusion Aligners'. Kids-E-Dental LLP holds the trademarks 'Bioflx' and 'Kids-e-bioflx' are also registered under Classes 40 and 10 respectively in India. In addition to the domain name "http://Kids-e-dental.com/", we also own 22 internet domain names currently used by us. We have also reserved 35 additional domain names.

We have applied for the registration of the trademark for our corporate logo LAXMI DENTAL LIMITED ("**Trademarks**") under class 5, 10, 11, 40 and 44 of the Trademarks Act, 1999.

As on the date of filing this DRHP, we have 5 designs registered in India. We also have 2 community designs registered in the EU. Applications are also pending for 1 provisional patent in India, 2 design registrations in the United States, in relation to our Taglus products.

For details, see "*Our Business - Intellectual Property*" on page 267 and for risks associated with our intellectual property, see "*Risk Factors – Our inability to protect or use our intellectual property rights may have an adverse effect on our business, results of operations and financial condition.*" on page 45.

OUR GROUP COMPANY

In accordance with the SEBI ICDR Regulations, "group companies" shall include (i) such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; and (ii) any other companies which are considered material by our Board.

In respect of item (ii) above, our Board in its meeting held on September 5, 2024, has considered and adopted the Materiality Policy, inter alia, for identification of companies that shall be considered material and shall be disclosed as a group company in the Draft Red Herring Prospectus. In terms of the Materiality Policy, a company shall be considered 'material' if a company is a member of the Promoter Group in terms of Regulation 2(1)(pp) of SEBI ICDR Regulations, and has entered into one or more transactions with our Company (on a consolidated basis) in the most recent financial year and/or the relevant stub period (covered in the Restated Consolidated Financial Information included in this Offer Documents) that cumulatively exceeds 5% of the total revenue of our Company, as per the Restated Consolidated Financial Information of our Company for the most recent financial year/ or the relevant stub period.

Based on the above criteria, laid out by the SEBI ICDR Regulations and our Materiality Policy, our Board has identified ECGPlus Technologies Private Limited as our group company ("**Group Company**") as on the date of this Draft Red Herring Prospectus.

Details of our Group Company:

1. ECGPlus Technologies Private Limited

The registered office of ECGPlus Technologies Private Limited is situated at B 205, Bldg-42, B-Wing, Azad Nagar, Sangam Chs, Mahada Layout, Azad Nagar, Andheri (West), Mumbai City, Mumbai, Maharashtra, India, 400 053**.**

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of ECGPlus Technologies Private Limited for Fiscal 2024, 2023 and 2022 are available at www.laxmidentallimited.com.

It is clarified that such details available in relation to ECGPlus Technologies Private Limited on the website of the Company do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

Common pursuits between our Group Company and our Company

There are no common pursuits between our Group Company and our Company. Our Company will adopt the necessary procedures and practices, as required under the applicable law, to address any situations of conflict of interest, if and when they arise.

Nature and extent of interest of our Group Company

a. Interest in the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company.

b. Interest in the property acquired or proposed to be acquired by the Company

Our Group Company is not interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c. Interest in transactions for acquisition of land, construction of building, or supply of machinery

Our Group Company is not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

Related business transactions with our Group Company and their significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Financial Information – Restated Consolidated Financial Information – Related Party Disclosure*" on page 382, there are no related business transactions between the Group Company and our Company.

Our Group Company is not interested in, and there is no conflict of interest with any suppliers of raw materials and third-party service providers (which are crucial for operations of the Company).

Our Group Company is not interested in, and there is no conflict of interest with any lessor of any immovable properties (which are crucial for operations of the Company).

Business interest of our Group Company in our Company

Our Group Company has no business interests in our Company.

Litigation involving our Group Company

For details with respect to litigation proceedings involving our Group Company which will have a material impact on our Company, see, *"Outstanding Litigation and Material Developments – Litigation involving our Group Company which may have a material impact on our Company"* on page 447.

Other confirmations

The equity shares of our Group Company are not listed on any stock exchange. Our Group Company has not made any public / rights / composite issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

Our Board has approved the Offer pursuant to the resolutions passed at its meetings held on August 13, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated August 16, 2024. Further, our Board has taken on record the consent for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 9, 2024. Further, this Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated September 9, 2024, and by our IPO Committee pursuant to resolution dated September 12, 2024.

Our Company in consultation with the Book Running Lead Managers, may consider a pre-IPO Placement prior to the filing of the Red Herring Prospectus. The pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the pre-IPO Placement is completed, the amount raised pursuant to the pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the pre-IPO Placement, prior to allotment pursuant to the pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the pre-IPO Placement, if undertaken, shall be appropriately made in the relevant sections of the RHP and Prospectus.

Authorisation by the Selling Shareholders

Each of the Selling Shareholders has, severally and not jointly, confirmed and authorised its respective participation in the Offer for Sale, as set out below:

Sr. No.	Name of the Selling Shareholders	Category of the Selling Shareholders	Date of resolution by board or committee of directors	Date of Consent Letter	Aggregate amount of Offer for Sale (up to) (in ₹ million)	Number of Equity Shares of face value of ₹2 each proposed to be offered for sale*
1.	Rajesh Vrajlal Khakhar	Promoter Selling Shareholder	N/A	September 9, 2024	[●]	189,705
2.	Sameer Kamlesh Merchant	Promoter Selling Shareholder	N/A	September 9, 2024	[●]	426,837
3.	OrbiMed Asia II Mauritius Limited	Investor Selling Shareholder	June 25, 2024	September 9, 2024	[●]	11,404,057
4.	Jigna Rajesh Khakhar	Other Selling Shareholder	N/A	September 9, 2024	[●]	237,132
5.	Hasmukh Vrajlal Khakhar	Other Selling Shareholder	N/A	September 9, 2024	[●]	142,279
6.	Amrish Mahendrabhai Desai	Other Selling Shareholder	N/A	September 9, 2024	[●]	142,279
7.	Parag Jamnadas Bhimjiyani	Other Selling Shareholder	N/A	September 9, 2024	[●]	142,279
8.	Kunal Kamlesh Merchant	Other Selling Shareholder	N/A	September 9, 2024	[●]	142,279

**May include Equity Shares to be issued pursuant to conversion of CCPS prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) and Regulation 8 of the SEBI ICDR Regulations. The conversion of such CCPS into Equity Shares shall be on a ratio of one CCPS into 82.3217377 Equity Share of face value ₹2. For details of CCPS and conversion, see "The Offer" and "Capital Structure" on pages 86 and 107.*

Each of the Selling Shareholders, severally and not jointly, confirms that its respective portion of the Offered Shares is eligible to be offered for sale in the Offer in accordance with Regulation 8 and 8A of the SEBI ICDR Regulations, to the extent applicable as on the date of this Draft Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or Governmental Authorities

Our Company, our Subsidiaries, our Promoters, our Directors, the members of the Promoter Group, persons in control of our Company or Corporate Promoters and each of the Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of our Promoter Group and each of the Selling Shareholders, severally and not jointly, confirm compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them in relation to our Company and the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner. There are no outstanding actions initiated by SEBI in the last five years preceding the date of this Draft Red Herring Prospectus against our Directors.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations, i.e. and are, therefore, required to meet the conditions stipulated under Regulation 6(2) of the SEBI ICDR Regulations. We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations and Allot not less than 75% of the Offer to QIBs. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations. As set forth below, while our Company had net tangible assets of more than ₹ [●] million, calculated on a restated basis, in the three preceding years, more than 50% of our net tangible assets were held in monetary assets.

Unless stated otherwise, the computation of net tangible assets, operating profit, net worth, monetary assets, as restated as derived from the Restated Consolidated Financial Information, is set forth below:

(in ₹ million, unless otherwise stated)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net tangible assets, as restated	322.24	185.75	228.89
Monetary assets, as restated	6.97	9.58	10.18
Monetary assets, as a percentage of net tangible assets, as restated (in %)	2.16%	5.16%	4.45%
Pre-tax operating profit, as restated	117.69	21.81	(123.73)
Net worth, as restated	445.72	194.82	229.44

Notes:

1. *Net tangible assets have been defined in Regulation 2(1)gg of the SEBI ICDR Regulations as the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38.*
2. *Operating Profit = Profit / (Loss) before tax + Finance Cost – Other Income.*
3. *Net worth has been defined under Regulation 2(1)hh of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance*

sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
4. *Monetary assets means cash and cash equivalents, bank balance other than cash and cash equivalents and non-current bank balances.*

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allotees will be not less than 1,000.

Our Company confirms that it is in compliance with the conditions specified in 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Each of the Selling Shareholders, severally and not jointly, confirms compliance with and will comply with the conditions specified in Regulation 8 and 8A of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to undertake the Offer, in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(i) None of our Company, the Selling Shareholders, our Promoters, the members of our Promoter Group or our Directors are debarred from accessing the capital markets;

(ii) None of our Promoters or the Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or our Directors have been categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the RBI;

(iv) None of our Promoters or our Directors have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);

(v) Other than the options granted under the ESOP Scheme and the CCPS (which will be converted prior to the filing of the Red Herring Prospectus), there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus;

(vi) Our Company, along with the Registrar to the Company, has entered into tripartite agreements dated May 21, 2024, and May 16, 2024, with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters are in dematerialised form; and

(viii) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING NUVAMA WEALTH MANAGEMENT LIMITED, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, EACH OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●], IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, the BRLMs accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website www.laxmidental.com or any websites of our Subsidiaries, Promoters, Promoter Group, any affiliate of our Company, would be doing so at his or her or their own risk.

Unless required by law, the Selling Shareholders, and where applicable, trustees and their respective directors, affiliates, associates and officers accept no responsibility for any statements and undertakings, except such statements and undertakings made or confirmed by them in relation to itself and/or its Offered Shares in this Draft Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere. Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, BRLMs, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

Bidders eligible under Indian law to participate in the Offer

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, Government of India, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Certain persons outside India are restricted from participating in the Offer. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 505.

Selling restrictions and transfer restrictions

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**").

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to:

- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it did not purchase the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904

of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.

- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- Agree to indemnify and hold the Company, the Selling Shareholders and the Members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- Acknowledge that our Company, the Selling Shareholders, the Members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, all monies received from the applicants in pursuance of the Red Herring Prospectus, together with any interest on such monies in accordance with applicable law and the Selling Shareholders will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to their Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard to interest on such refunds will be reimbursed by such Selling Shareholder in proportion to its respective portion of the Offered Shares. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such delay is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of a Selling Shareholder shall be limited in proportion to its respective portion of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time period as may be prescribed under applicable law. Each of the Selling Shareholders, confirm that they shall provide all required information, support and cooperation to our Company and the BRLMs for the completion of the necessary formalities in relation in this respect, to the extent of themselves and their respective portion of the Offered Shares. If our Company does not Allot the Equity Shares within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, Company Secretary and Compliance Officer, Statutory Auditor, the BRLMs, legal counsel bankers/ lenders to our Company, F&S, the Registrar to the Offer, , in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, the Escrow Collection Bank(s), Public Offer Account Bank(s) the Sponsor Banks, Refund Bank(s) and Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Draft Red Herring Prospectus have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus with SEBI.

Expert to the Offer

Except as stated herein, our Company has not obtained any expert opinions.

Our Company has received written consent dated September 12, 2024 from M S K A & Associates, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 5, 2024 on our Restated Consolidated Financial Information; (ii) their report dated September 12, 2024 on the Statement of Special Tax Benefits available to the Company, its shareholders and its material subsidiary under the direct and indirect tax laws, in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” and the consent thereof shall not be construed to mean an “expert” or consent within the meaning as defined under the U.S. Securities Act.

Our Company has received written consent dated September 12, 2024 from N B T and Co, Chartered Accountants, the Independent Chartered Accountant, holding a valid peer review certificate from ICAI, to include their name in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) read with Section 26(5) of the Companies Act, 2013 in respect of their certificates in connection with the Offer issued by them in their capacity as an independent chartered accountant to our Company. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated September 10, 2024 from Santosh Ramlakhan Jaiswar, Independent Chartered Engineer, for certifying capacity utilization to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 as an independent chartered engineer to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 12, 2024 from Anmol Sekhri Consultants Private Limited, Independent Chartered Engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the cost assessment report issued by them in their capacity as an independent chartered engineer to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 11, 2024 from Nilesh Hasmukh Baria, Architect, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the certification issued by them in their capacity as an independent architect to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 12, 2024 from NJ Sehgal & Associates, chartered accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the certification issued by them for statement of special tax benefits available to Laxmi Dental USA Inc, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Public or rights issues by our Company during the last five years and performance vis-à-vis objects – our Company

Our Company has not made any public or rights issue during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed promoter/ listed subsidiary(s) of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a corporate promoter. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiaries.

Commission or brokerage paid on previous issues

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue by our Company, listed group companies, subsidiaries and associates during the previous three years

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Group Companies, listed associates and listed Subsidiaries. For details in relation to the capital issuances by our Company in the three years preceding the date of filing the Draft Red Herring Prospectus, see "*Capital Structure – Notes to Capital Structure*" beginning on page 108.

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Price information of past issues handled by the BRLMs (during the current financial year and the two financial years preceding the current financial year)

Nuvama

1. Price information of past issues handled by Nuvama:

S. No.	**Issue Name	Issue Size (₹ million) #	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Allied Blenders and Distillers Limited	15,000.00	281.00$	July 02, 2024	320.00	9.68% [3.43%]	NA	NA
2.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	NA
3.	Popular Vehicles and Services Limited	6,015.54	295.00^^	March 19, 2024	289.20	-15.59% [1.51%]	-13.67% [7.55%]	NA
4.	Capital Small Finance Bank Limited	5,230.70	468.00	February 14, 2024	435.00	-25.25% [1.77%]	-26.09% [1.33%]	-31.44%[10.98%]
5.	Mediassist Healthcare Services Limited	11,715.77	418.00	January 23, 2024	465.00	22.32% [3.20%]	15.66% [3.86%]	33.86% [14.54%]
6.	Flair Writing Industries Limited	5,930.00	304.00	December 01, 2023	501.00	14.69% [7.22%]	-8.63% [8.31%]	1.12% [12.93%]
7.	Gandhar Oil Refinery (India) Limited	5,006.92	169.00	November 30, 2023	298.00	61.51% [7.94%]	41.57% [10.26%]	22.99% [13.90%]
8.	ESAF Small Finance Bank Limited	4,630.00	60.00^	November 10, 2023	71.90	12.87% [7.58%]	31.18% [11.17%]	0.77% [13.26%]
9.	Sai Silks (Kalamandir) Limited	12,009.98	222.00	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]
10.	Jupiter Life Line Hospitals Limited	8,690.76	735.00	September 18, 2023	973.00	42.27% [-1.60%]	56.54% [6.57%]	51.67% [9.39%]

Source: www.nseindia.com and www.bseindia.com

$Allied Blenders and Distillers Limited- A discount of ₹ 26 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹281

per equity share

^^Popular Vehicles and Services Limited- *A discount of ₹ 28 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹295 per equity share*

^ESAF Small Finance Bank Limited- *A discount of ₹ 5 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹60 per equity share.*

#As per Prospectus

***Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.*

Notes

1. Based on date of listing.

2. % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.

3. Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

5. Not Applicable. – Period not completed

Disclosure in Table-1 restricted to 10 issues.

2. Summary statement of price information of past public issues handled by Nuvama:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25	2	41,146.46	-	-	-	-	-	2	-	-	-	-	-	-
2023-24*	9	68,029.67	-	1	1	1	1	5	-	1	2	1	1	3
2022-23	3	28,334.49	-	1	-	-	1	1	-	1	1	-	-	1

The information is as on the date of the document

1. Based on date of listing.

2. Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

3. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

**For the financial year 2023-24, 9 issues have completed 30 calendar days, 9 issues have completed 90 calendar days and 8 issues have completed 180 calendar days.*

#As per Prospectus

MOIAL

1. Price information of past issues handled by MOIAL:

Sr. No.	Issue Name	Designated Stock Exchange	Issue Size (₹ million)	Offer Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	R K Swamy Limited [(6)]	BSE	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
2.	Happy Forgings Limited	NSE	10,085.93	850.00	December 27, 2023	1000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
3.	Cello World Limited [(5)]	NSE	19,000.00	648.00	November 06, 2023	829.00	+21.92% [+7.44%]	+32.99% [+12.58%]	+40.57% [+15.78%]
4.	Updater Services Limited	BSE	6,400.00	300.00	October 04, 2023	299.90	-13.72% [-1.76%]	+9.05% [+10.80%]	6.77% [+12.92%]
5.	Sai Silks (Kalamandir) Limited	BSE	12,009.98	222.00	September 27, 2023	230.10	+8.09% [-4.49%]	+25.09% [+7.54%]	-12.30% [+10.15%]
6.	Rishabh Instruments Limited	NSE	4907.83	441.00	September 11, 2023	460.05	+20.12% [-1.53%]	+13.24% [+4.87%]	+5.94% [+12.49%]
7.	IKIO Lighting Limited	BSE	6,065.00	285.00	June 16, 2023	391.00	+44.77% [+4.22%]	+23.84% [+6.44%]	+23.86% [+9.73%]
8.	Radiant Cash Management Limited	NSE	2,566.41	94.00	January 04, 2023	103.00	+2.55% [-2.40%]	2.23% [-3.75%]	-1.31% [+6.35%]
9.	Tamilnad Mercantile Bank Limited	BSE	8,078.40	510.00	September 15, 2022	510.00	-8.43% [-3.36%]	+2.14% [+4.34%]	-11.07% [-1.33%]
10.	Dreamfolks Services Limited	BSE	5,621.01	326.00	September 6, 2022	505.00	+12.07% [-1.91%]	+14.80% [+6.20%]	+12.94%, [+1.24%]

Notes

(1) The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange.

(2) Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.

(3) The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

(4) Not applicable – Period not completed.

(5) A discount of Rs. 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.

(6) A discount of Rs. 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past public issues handled by MOIAL:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	7	62,704.34	-	-	2	-	1	4	-	-	1	-	2	4
2022-23	3	16,265.81	-	-	1	-	-	2	-	-	2	-	-	1

** The information is as on the date of this Draft Red Herring Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.

Notes:

1. *Data is sourced either from* www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the* designated stock exchange *and "S&P BSE SENSEX" where BSE is the* designated stock exchange, as disclosed by the respective Issuer Company.
3. *30^{th}, 90^{th}, 180^{th} calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30^{th}, 90^{th}, 180^{th} calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

SBICAPS

1. Price information of past issues handled by SBICAPS:

Sr. No.	Issue Name**	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30^{th} calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90^{th} calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180^{th} calendar days from listing
1	Ola Electric Mobility Limited[#] [(1)]	61,455.59	76.00	August 9, 2024	76.00	+44.17% [+1.99%]	-	-
2	Bansal Wire Industries Limited[#]	7,450.00	256.00	July 10, 2024	356.00	+37.40% [-0.85%]	-	-

3	Stanley Lifestyles Limited@	5,370.24	369.00	June 28, 2024	499.00	+55.96% [+2.91%]	-	-
4	Dee Development Engineers Limited(2) #	4,180.15	203.00	June 26, 2024	339.00	+81.16% [+2.25%]	-	-
5	Aadhar Housing Finance Ltd(3)#	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	+33.89% [+9.67%]	-
6	Bharti Hexacom Ltd@	42,750	570.00	April 12,2024	755.20	+58.25% [-2.13%]	+85.03% [+7.65%]	-
7	R K Swamy Limited(4) @	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
8	Entero Healthcare Solutions Ltd(5) @	16,000.00	1,258.00	February 16, 2024	1,245.00	-19.65% [+0.30%]	-19.84% [+0.77%]	-2.19% [+9.02%]
9	Jana Small Finance Bank@	5,699.98	414.00	February 14, 2024	396.00	-5.23% [+1.77%]	+50.70% [+1.33%]	+44.72% [+10.98%]
10	Medi Assist Healthcare Services Ltd@	11,715.77	418.00	January 23, 2024	465.00	+22.32% [+3.40%]	+15.66% [+4.06%]	+33.86% [+14.76%]

Source: www.nseindia.com and www.bseindia.com
Notes:

* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
** *The information is as on the date of this document.*
* *The information for each of the financial years is based on issues listed during such financial year.*
@ *The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange*
\# *The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange*

1 *Price for eligible employee was Rs 184.00 per equity share*
2 *Price for eligible employee was Rs 184.00 per equity share*
3 *Price for eligible employee was Rs 292.00 per equity share*
4 *Price for eligible employee was Rs 261.00 per equity share*
5 *Price for eligible employee was Rs 1,139.00 per equity share*

2. Summary statement of price information of past public issues handled by SBICAPS:

Financial Year	Total no. of IPOs[#]	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**	**Over 50%**	**Between 25%-50%**	**Less than 25%**
2024-25*	6	1,51,205.98	-	-	-	3	3	-	-	-	-	-	-	-
2023-24	12	1,32,353.46			6	2	3	1			3	5	2	2
2022-23	3	2,28,668.02	-	1	1	-	1	-	-	1	1	-	-	1

* *The information is as on the date of this Offer Document.*

\# *Date of Listing for the issue is used to determine which financial year that particular issue falls into.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	Nuvama Wealth Management Limited	www.nuvama.com
2.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
3.	SBI Capital Markets Limited	https://www.sbicaps.com/

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records and documents with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares or as required under applicable laws.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

For offer related grievance investors may contact Book Running Lead Managers, details of whom are given in "*General Information*" on page 96.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to any applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/ withdrawn/ deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of

₹ 100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013, SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014, SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, and SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021, and any amendment thereto in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of security holders of our Company. For details, see "*Our Management - Committees of our Board*" on page 307.

Our Company has appointed Nupur Joshi as our Company Secretary and Compliance Officer for the Company who may be contacted in case of any pre-Offer or post-Offer related grievances. His contact details are as follows:

Nupur Joshi
Company Secretary and Compliance Officer
E-mail: co.sec@laxmidentallimited.com
Tel.: 022-61437991

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

There are no findings or observations from any of the inspections by SEBI or any other regulatory body in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Draft Red Herring Prospectus.

There are no conflicts of interest between suppliers of raw materials (to the extent applicable) and third party service providers crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key

Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

There are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our MoA and AoA, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer consists of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer*" on page 132.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our MoA and AoA and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, if any, declared by our Company after the date of Allotment, voting and other corporate benefits. For further details, see "*Main Provisions of Articles of Association*" beginning on page 506.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 328 and 506, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹2 each and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Offer Price, Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLMs, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Cap Price shall be at least 105% of the Floor Price. At any given point of time, there shall be only one denomination for the Equity Shares. There are no outstanding equity shares of the Company having superior voting rights compared to Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or through constituted attorney or through another person as proxy, in accordance with the provisions of the Companies Act;
- Right to be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, after meeting all outstanding liabilities;
- Right of free transferability, subject to applicable laws and to the conditions as the Board may prescribe; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provisions of Articles of Association*" beginning on page 506.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated May 21, 2024, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated May 16, 2024, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value of ₹2 each. For further details, see "*Offer Procedure*" beginning on page 485.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts in Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**(1)

**Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*
***Our Company and the Selling Shareholders in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
(1)UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, as partially modified by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholders or the BRLMs.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within the time prescribed under applicable law, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders confirm that they shall provide all required information, support and cooperation as may be required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within the time period as may be prescribed by SEBI, in respect of themselves and their respective portion of the Offered Shares.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

[#] *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

On the Bid/ Offer Closing Date, the Bids are required to be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running

Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Selling Shareholders or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Banks on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Offer Closing Date on the date of closure of the Offer or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company, to the extent applicable, shall forthwith refund the entire subscription amount received in accordance with applicable law including the master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards Equity Shares offered by the Selling Shareholders in proportion to the Offered Shares being offered by the Selling Shareholders and then, towards the balance Fresh Issue.

The Selling Shareholders shall, severally and not jointly, reimburse, in proportion to the respective portion of its Offered Shares, any expenses and interest incurred by our Company on behalf of it for any delays in making refunds as required under the Companies Act and any other applicable law, provided that any Selling Shareholder shall not be responsible or liable for payment and/ or reimbursement of such expenses towards refund or interest thereon for any delay, unless such delay has been caused by any act or omission solely and directly attributable to such Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of a Selling Shareholder shall be limited to the extent of its respective portion of the Offered Shares.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 107 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association"* beginning on page 506.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges. However, Allotees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed. Our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right not to proceed with the Fresh Issue and the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of the UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company withdraws the Offer at any stage and thereafter determines that it will proceed with an initial public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

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OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value ₹2 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million (the "**Offer**"). The Offer comprises of a Fresh Issue of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ 1,500 million and an Offer for Sale of up to 12,826,847 Equity Shares of face value ₹2 each aggregating up to ₹ [●] million.

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

The Offer shall constitute [●]% of the post-offer paid-up Equity Share capital of our Company, respectively.

The Offer is being made through the Book Building Process.

The face value of the Equity Shares is ₹2 each.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*(2)	Not less than [●] Equity Shares of face value ₹2 each	Not more than [●] Equity Shares of face value ₹2 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares of face value ₹2 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not less than 75% of the Offer being available for allocation to QIBs. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs	Not more than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not more than 10% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): Up to [●] Equity Shares of face value ₹2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and [●] Equity Shares of face value ₹2 each shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Portion Equity Shares may be allocated	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000. (b) Two thirds of portion available to Non-Institutional Bidders shall be reserved for applicants with application size more than ₹ 1,000,000. Allotment of Equity	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" beginning on page 485.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	Shares to Non-Institutional Investor shall not be less than ₹ 200,000 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.	
Mode of Bid^	ASBA only (excluding the UPI Mechanism) except for Anchor Investors ([5])	ASBA only (including the UPI Mechanism for Bids up to ₹ 500,000)	ASBA only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount exceeds ₹200,000	[●] Equity Shares of face value ₹2 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid does not exceed the size of the Offer, subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid does not exceed the size of the Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] Equity Shares of face value ₹2 each and in multiples of [●] Equity Shares of face value ₹2 each thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment lot	[●] Equity Shares of face value ₹2 each and in multiples of one Equity Share of face value ₹2 each thereafter		
Trading lot	One Equity Share of face value ₹2 each		
Who can apply[(3)]	Public financial institutions as specified in section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority, National Investment Fund set up by the Government, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFC-SI	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹200,000 and up to ₹ 500,000, using the UPI Mechanism), that is specified in the ASBA Form		

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
	at the time of submission of the ASBA Form		

* *Subject to finalisation of Basis of Allotment.*

^ *SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹0.50 million, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications were processed, accepted the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(1) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" beginning on page 485.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.*

(3) *If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor pay-in date as mentioned in the CAN.*

(5) *Anchor Investors were not permitted to use the ASBA process.*

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 492 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 475.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by the UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) disposal of application (x) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) Designated Date and (xiii) interest in case of delay in allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**") and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending on the timing of the opening of the Offer. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the circulars no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer

Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The BRLMs shall be the nodal entity for any issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/or the Registrar. Our Company and/or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be allocated on a proportionate basis to the QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Our Company, in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.
The Equity Shares, on Allotment, shall be traded only in the dematerialized mode on the platform of the Stock Exchanges.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●]% of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar has been extended to June 30, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, and UPI ID in case of RIBs using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to compliance with applicable laws.
Phased implementation of Unified Payments Interface

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs (and subsequently, all UPI Bidders) through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: SEBI vide press release bearing number 12/2023 announced approval of proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"), this phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer will be made under UPI Phase III as notified in the T+3 Notification, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM responsible for post-offer activities will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and /or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders (those not using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Retail Individual Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA

Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

ASBA Bidders may submit the ASBA Form in the manner below:

a) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

b) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

c) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub syndicate members, Registered Brokers, RTAs or CDPs

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

Non-Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, it has been mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹0.50 million and NII & QIB bids above ₹0.20 million, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

ELECTRONIC REGISTRATION OF BIDS

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue, subject to applicable laws.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S.

Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act.Participation by Promoters and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor (ii) any “person related to the Promoters/ Promoter Group” shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoters/ Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of the Promoter Group will not participate in the Offer except to the extent of the Offered Shares.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External (“**NRE**”) accounts, or Foreign Currency Non-Resident (“**FCNR**”) Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary (“**NRO**”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents

([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).
For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 505. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them.

Bids by provident funds/pension funds

In case of Bids made by provident funds or pension funds registered with the Pension Fund Regulatory and Development Authority, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds registered with the Pension Fund Regulatory and Development Authority with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Selling Shareholders in consultation with the BRLMs may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million; minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs or pension funds sponsored by the entities which are associate of the BRLMs) , nor any "person related to Promoters or Promoter Group” shall apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids. The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company and Selling Shareholders in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals.

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

5. Ensure that you have mentioned the correct ASBA Account number if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. The ASBA bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;

16. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

23. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID (for UPI Bidders bidding through UPI mechanism) are

mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID (for UPI Bidders bidding through UPI mechanism) entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID (for UPI Bidders bidding through UPI mechanism) available in the Depository database;

24. In case of UPI Bidders, once the Sponsor Bank issues the Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

25. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form; UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

26. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 pm on the Bid/ Offer Closing Date;

28. Ensure that the PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, the last date for linking PAN and Aadhaar has been extended to June 30, 2023;

29. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

30. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

31. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders;

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock

invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders (other than UPI Bidders using the UPI mechanism), do not submit more than one ASBA Forms per ASBA Account;

10. If you are a UPI Bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if you are a UPI Bidder Bidding through the UPI Mechanism, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a RIB, except individuals bidding up to ₹ 0.5 million;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not Bid for Equity Shares in excess of what is specified for each category;

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders (subject to the Bid Amount being up to ₹0.2 million), can revise or withdraw their Bids on or before the Bid/Offer Closing Date within specified timelines;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres; If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

25. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

26. Do not Bid if you are an OCB.

27. In case of ASBA Bidders, Syndicate Members shall ensure that they do not upload any bids above ₹ 0.5 million;

28. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 96.

Further, helpline details of the BRLMs pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 98.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders using the UPI Mechanism) details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a mobile applications or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID, subject to availability of information from the Sponsor Banks;

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 0.20 million;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash.

14. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular dated March 16, 2021 read with SEBI circular dated June 21, 2023 and SEBI circulars dated June 2, 2021 and April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders and the members of Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in

English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [·] editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the Filing with the RoC

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of the Red Herring Prospectus or the Prospectus, as applicable.

(b) After signing the Underwriting Agreement, the Bank will file a Red Herring Prospectus (subject to nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations) and a Prospectus with the RoC in accordance with applicable law. The Red Herring Prospectus will not have complete particulars of the Offer Price and the size of the Offer. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- the Company shall apply in advance for the listing of equities on the conversion of debentures/bonds;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within the period as may be prescribed by the SEBI;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- Except for Equity Shares allotted pursuant to the Offer, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc other than as disclosed in accordance with Regulation 56 of SEBI ICDR Regulations;

- that the promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations;

- Our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and

- If our Company and the Selling Shareholders, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an initial public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Undertakings by the Selling Shareholders

Each Selling Shareholder undertakes, severally and not jointly, in respect of itself as a selling shareholder and its respective portion of its Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;

- it is the legal and beneficial owner of the Offered Shares and the Offered Shares are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;

- it shall deposit its respective portion of the Offered Shares in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

- it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to its respective portion of the Offered Shares;

- it shall provide such reasonable cooperation to our Company in relation to its respective portion of the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and

- it shall not have recourse to the proceeds of the Offer which shall be held in escrow in favour of the selling shareholder, until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company in consultation with the BRLMs.

Only the statements and undertakings in relation to each of the Selling Shareholders and its portion of the Equity Shares offered in the Offer for Sale which are specifically "confirmed" or "undertaken" by it in this Draft Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by such Selling Shareholders. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholders.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who—*

(a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
(b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
(c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The consolidated FDI policy circular of 2020 dated October 15, 2020 issued by the DPIIT (formerly Department of Industrial Policy & Promotion) ("**FDI Circular**") consolidates the policy framework which was in force as on October 15, 2020. Further, the FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DPIIT. The FDI Circular will be valid until the DPIIT issues an updated circular and shall be subject to FEMA Non-debt Instruments Rules.

As per the FDI Circular read with Press Note, 100% foreign direct investment is permitted under the automatic route for wholesale trading. In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Non-debt Instruments Rules.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 491 and 492.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. Each Bidder should seek independent legal advice about its to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The Articles of Association of our Company include two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the receipt of the final listing and trading approvals from the Stock Exchanges for commencement of trading of Equity Shares of the Company. In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail until immediately prior to the date of filing of the Red Herring Prospectus. All the articles of Part B shall automatically terminate and cease to have any force and effect immediately from the date of receipt of the final listing and trading approvals from the Stock Exchanges for commencement of trading of Equity Shares of the Company and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by our Company or by its Shareholders. There are no material clauses of the Articles of Association of our Company that have been left out from disclosure having bearing on the Offer, in this Draft Red Herring Prospectus.

PRELIMINARY

TABLE 'F' EXCLUDED

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, shall not apply to the Company, except in so far as the same are repeated, contained, or expressly made applicable in these Articles or by the said Act.

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

3. The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of receipt of the final listing and trading approval from the stock exchanges for commencement of trading of the equity shares of the Company in relation to the proposed initial public offering of the equity shares of the Company (the "IPO" of the "Equity Shares" of the Company). In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate and cease to have any force and effect from the date of receipt of the final listing and trading approvals from the stock exchanges for commencement of trading of the equity shares of the Company in relation to the proposed IPO of the Company and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

PART A

1. DEFINITIONS AND INTERPRETATION

In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

a. "***Act***" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

b. "***Annual General Meeting***" means the annual general meeting of the Company convened and held in accordance with the Act.

c. "***Articles of Association***" **or** "***Articles***" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

d. "***Board***" or "***Board of Directors***" means the board of directors of the Company in office at applicable times.

e. “***Company***” means Laxmi Dental Limited, a company incorporated under the laws of India.

f. “***Depository***” means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

g. “***Director***” shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

h. “***Shares***” means the Equity shares and Preference shares of the Company unless otherwise mentioned.

i. “***Equity Shares***” shall mean the issued, subscribed and fully paid-up equity shares of the Company as per the Memorandum of Association.

j. “***Exchange***” shall mean BSE Limited and the National Stock Exchange of India Limited.

k. “***Extraordinary General Meeting***” means an extraordinary general meeting of the Company convened and held in accordance with the Act;

l. “***General Meeting***” means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

m. “***IPO***” means the initial public offering of the Equity Shares of the Company;

n. “***Member***” means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

o. “***Memorandum***” or “***Memorandum of Association***” means the memorandum of association of the Company, as may be altered from time to time, in accordance with the Act;

p. “***Office***” means the registered office, for the time being, of the Company;

q. “***Officer***” shall have the meaning assigned thereto by the Act;

r. “***Ordinary Resolution***” shall have the meaning assigned thereto by the Act;

s. “***Register of Members***” means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

t. “***Special Resolution***” shall have the meaning assigned thereto by the Act.

2. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

3. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

4. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

(a) Equity Share capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference share capital.

5. SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.

6. CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property/assets purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

7. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CAPITAL

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

(e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

8. FURTHER ISSUE OF SHARES

8.1 Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

(i) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under applicable law) and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in Article 8.1 (a) or Article 8.1 (b) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder; provided that in respect of issue of shares as aforesaid, subsequent to listing of the equity shares of the Company on the Exchange(s) pursuant to the IPO, the price of the shares shall be determined in accordance with applicable provisions of regulations made by Securities and Exchange Board of India and/or other applicable laws and the requirement for determination of price through valuation report of a registered valuer under the Act and the rules made thereunder shall not be applicable unless otherwise required under the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

8.2 Nothing in Article 8.1(a)(iii) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

8.3 Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.

8.4 Notwithstanding anything contained in Article 8.3 hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

9. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

10. VARIATION OF SHAREHOLDERS' RIGHTS

a. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

b. Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

11. PREFERENCE SHARES

a. **Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

b. **Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

c. **Compulsorily Convertible Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis compulsorily convertible preference shares, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

12. PAYMENTS OF INTEREST OUT OF CAPITAL

The Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.

13. COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS

Subject to the applicable provisions of the Act, the Company is empowered to enter into any Schemes of Arrangement or compromises with its creditors and/or members of the Company and/or any class of such creditors or members, including but not limited to hive-off or demerger of any of its business or units and also to amalgamate or cause itself to be amalgamated with any other person, firm or body corporate.

14. ISSUE OF SHARE CERTIFICATE

Every Member shall be entitled, without payment, to one share certificate for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several share certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such share certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one share certificate, and delivery of a share certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

New share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such share certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder.

Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue. Every share certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the company secretary, wherever the Company has appointed a company secretary.

15. ISSUE OF NEW SHARE CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new share certificate may be issued in lieu thereof, and if any share certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new share certificate in lieu thereof shall be given to the party entitled to such lost or destroyed share certificate. Every share certificate under the Article shall be issued upon on payment of INR 20 for each share certificate.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Exchanges or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of the Company.

16. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply.

(b) The Company may also, in any issue, pay such brokerage as may be lawful.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

17. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall subject to applicable law have a first and paramount lien:

(a) on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect; and

(b) on all shares/debentures (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share/ debenture to be wholly or in part to be exempt from the provisions of this Article.

The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

18. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

19. ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

20. APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the shares at the date of the sale.

21. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

22. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

23. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

24. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

25. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

26. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

27. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

28. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

29. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

30. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

31. REGISTER OF TRANSFERS

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer, as prescribed under the Act and rules notified thereunder and as per applicable requirements specified by the Exchanges.

32. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any share certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

33. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and other applicable provisions of the Act or any other applicable law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

34. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent Member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

35. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by transmission shall, reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

36. TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

37. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

38. BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

39. SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

40. REDUCTION OF CAPITAL

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

41. DEMATERIALISATION OF SECURITIES

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the share certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

(b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

The Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of Members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

42. BUY BACK OF SHARES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities

43. ANNUAL GENERAL MEETINGS

(a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

44. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called “Extraordinary General Meeting”. Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

45. EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

46. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

47. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice of less than twenty one (21) days.

48. SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

49. QUORUM FOR GENERAL MEETING

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

50. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

51. CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

52. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

53. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

54. VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

55. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

56. CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

57. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

58. VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up Equity Share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

59. VOTING BY JOINT-HOLDERS

In case of joint holders, the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

60. PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

61. CORPORATE MEMBERS

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

62. NUMBER OF DIRECTORS

(a) Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) Directors after passing a Special Resolution.

(b) The Board of the Company shall include such number of independent Directors as prescribed under Applicable Law ("**Independent Directors**").

(c) The first Directors of the Company shall be:

1. Mr. Rajesh Vrjalal Khakhar
2. Mrs. Jigna Rajesh Khakhar
3. Mr. Aashirwad Ramiya Nadar
4. Mrs. Roshni Aashirwad Nadar
5. Mr. Samir Kamlesh Merchant
6. Mrs. Alka Kamlesh merchant

63. SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

64. REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

(c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

65. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

66. MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of one hundred and twenty (120) days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

67. QUORUM

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

68. QUESTIONS HOW DETERMINED

a. A committee may meet and adjourn as it thinks proper.

b. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

69. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

70. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and he same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a

Special Resolution.

71. NOMINEE DIRECTORS

(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Directors/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

72. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

73. INTERIM DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

74. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Laxmi Dental Limited".

(c) The Company shall, within a period of ninety days of making any transfer of an amount under sub- section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

(d) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

(e) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(f) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(g) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

75. CAPITALISATION OF PROFITS

(a) The Company in General Meeting, may, on recommendation of the Board resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision below, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;

(iii) partly in the way specified in sub-clause b(i) and partly that specified in sub- clause b(ii);

(iv) a securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares;

(v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

76. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits/reserves resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

77. INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act.

78. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

79. WINDING UP

Subject to the applicable provisions of the Act–

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, their liability shall be in accordance with the provisions of the Act.

80. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

81. GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the Secretarial Standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

PART-B

Part B of the Articles of Association provides for, amongst other things, the rights of certain shareholders pursuant to the Shareholders' Agreement. For more details in relation to the Shareholders' Agreement, see *"History and Certain Corporate Matters –Details of Shareholders' agreements"* on page 286.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at our Registered Office and our Corporate Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date. These contracts and documents will also be available at the following web-link – www.laxmidentallimited.com.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement among our Company, the Selling Shareholders and the BRLMs dated September 12, 2024.

2. Registrar Agreement among our Company, the Selling Shareholders and Registrar to the Offer dated September 12, 2024.

3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the Selling Shareholders, the BRLMs, the Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), the Sponsor Banks, Syndicate Members and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] between the Company, the Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated [●] among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Offer.

6. Underwriting Agreement dated [●] among our Company, the Selling Shareholders and the Underwriters.

7. Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Our certificate of incorporation dated July 8, 2004.

3. Our fresh certificate of incorporation dated July 24, 2024, consequent to name change of our Company.

4. Our fresh certificate of incorporation dated August 2, 2024, consequent to conversion from private to public limited company.

5. Resolutions of the Board of Directors dated August 13, 2024 authorising the Offer and other related matters.

6. Resolution of the Shareholders dated August 16, 2024, under section 62(1)(c) of the Companies Act, 2013 authorising the Offer and other related matters.

7. Resolution dated September 9, 2024, passed by the Audit Committee approving the key performance indicators and certain other related matters.

8. Resolutions of the Board dated September 9, 2024, and the IPO Committee dated September 12, 2024, respectively approving this Draft Red Herring Prospectus.

9. Resolution of the Board dated September 9, 2024, taking on record the Offered Shares by the Selling Shareholders in the Offer for Sale.

10. Consent letters from the Selling Shareholders for participating in the Offer for Sale.

11. Copies of the auditor's reports of our Company in respect of our audited financial statements for Fiscal Years 2024, 2023 and 2022.

12. Copies of annual reports of our Company for Fiscal Years 2024, 2023 and 2022.

13. Examination report of our Statutory Auditors dated September 5, 2024, on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

14. Statement of special tax benefits available to our Company, its shareholders and its material subsidiary under direct and indirect tax laws in India from our Statutory Auditors, dated September 12, 2024.

15. Statement of special tax benefits available to our Laxmi Dental USA Inc. from our NJ Sehgal & Associates Inc, chartered accountants, dated September 12, 2024.

16. Certificate dated September 12, 2024, from N B T and Co, Chartered Accountants with respect to key performance indicators of our Company.

17. Certificate dated September 12, 2024 from N B T and Co, Chartered Accountants, with respect to average cost of acquisition of shares acquired by the Promoters and Selling Shareholders and weighted average price at which equity shares of the Company were acquired.

18. Certificate dated September 12, 2024 from N B T and Co, Chartered Accountants, with respect to financial indebtedness of our Company.

19. Certificate dated September 12, 2024 from Manish Ghia & Associates, Company Secretaries, with respect to issuance of securities.

20. Consent letter dated September 12, 2024, issued by F&S to rely on and reproduce part or whole of the F&S report titled "Global and Indian Dental Labs and Branded Products".

21. Industry report titled "Global and Indian Dental Labs and Branded Products" dated September 11, 2024 prepared and issued by F&S and commissioned by our Company for an agreed fee.

22. Shareholders' agreement dated January 21, 2015, entered into amongst our Company, OrbiMed Asia II Mauritius Limited, Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Jigna Rajesh Khakhar, Alka Merchant, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Hasmukh Vrajlal Khakhar, Harshil Kakadia, Illusion Dental Laboratory Private Limited and Laxmi Dental Lab USA, Inc

23. Second Amendment to the SHA dated September 5, 2024 amongst our Company, OrbiMed Asia II Mauritius Limited, Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Jigna Rajesh Khakhar, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Hasmukh Vrajlal Khakhar, Kunal Kanmlesh Merchant, Anil Tilakraj Arora, Jyotika Anil Arora and Laxmi Dental Lab USA, Inc.

24. Amendment to the SHA dated March 5, 2024 amongst our Company, OrbiMed Asia II Mauritius Limited, Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Jigna Rajesh Khakhar, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Hasmukh Vrajlal Khakhar, Kunal Kanmlesh Merchant and Laxmi Dental Lab USA, Inc.

25. Addendum to the SHA dated May 31, 2024 amongst our Company, OrbiMed Asia II Mauritius Limited,

Rajesh Vrajlal Khakhar, Sameer Kamlesh Merchant, Jigna Rajesh Khakhar, Amrish Mahendrabhai Desai, Parag Jamnadas Bhimjiyani, Hasmukh Vrajlal Khakhar, Kunal Kanmlesh Merchant, Anil Tilakraj Arora, Jyotika Anil Arora and Laxmi Dental Lab USA, Inc.

26. Employment agreements dated August 14, 2024, between our Company with Rajesh Vrajlal Khakhar and Sameer Kamlesh Merchant.

27. Share subscription agreement dated April 13, 2018, entered into between our Company, ECGPlus Technologies Private Limited, Ashwini K. Bhaskar, D.A.D. Investment Holding GMBH, Dr. Suddharsan Dhanakoti Subbramaniyam, Maroli Tushar Vir, Letsventure Online Pte. Ltd. and Sushil Kumar.

28. Shareholders' agreement dated April 13, 2018, entered into between ECGPlus Technologies Private Limited, Ashwini K. Bhaskar, D.A.D. Investment Holding GMBH, Dr. Suddharsan Dhanakoti Subbramaniyam, Maroli Tushar Vir, Letsventure Online Pte. Ltd., Sanjay Kumar Maheska, Siddharth Rajendra Rajgaria, Anurag Gupta, Paresh Kariya, Malti Girish Gandhi, Raunak Roongta, Anuj Shashikant Malji, Pallav Bagaria, Mohd Yusuf Khan, Naveen Agrawal, Rupesh Kumar Gupta, Rajiv Siotia, Sumit Yadav, Bharat Bhushan, Sachin Srivastava and Sushil Kumar and our Company.

29. Deed of Assignment under Trademarks Act, 1999 entered between Dr. Mukul Shantilal Jain and Kids-E-Dental LLP dated August 21, 2021.

30. Intellectual Property License Agreement entered between Dr. Mukul Shantilal Jain and Kids-E-Dental LLP dated August 23, 2021.

31. Share Swap Agreement entered between Bizdent Devices Private Limited and our Company dated May 31, 2024.

32. Scheme of amalgamation of Illusion Dental Laboratory Private Limited with our Company approved before the National Company Law Tribunal, Mumbai Bench, on April 13, 2017.

33. Valuation report dated April 22, 2016 issued by M/s. R D Sarfare & Co., chartered accountant and M/s. Bhiwande & Miniyar, chartered accountant for the purpose of scheme of amalgamation of Illusion Dental Laboratory Private Limited with Laxmi Dental Export Private Limited.

34. Written consent dated September 12, 2024 from M S K A & Associates, Chartered Accountants, to include their name as required under section 26 (1) and 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors to our Company, and in respect of their (i) examination report, dated September 5, 2024, on our Restated Consolidated Financial Information; (ii) their report dated September 12, 2024 on the Statement of Special Tax Benefits available to the Company, its shareholders and its material subsidiary under the direct and indirect tax laws, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this DRHP. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

35. Written consent dated September 12, 2024, from N B T and Co, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

36. Written consent dated September 10, 2024 from Santosh Ramlakhan Jaiswar, an independent chartered engineer, for certifying capacity utilization to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate in connection with the Offer.

37. Written consent dated September 12, 2024, 2024 from Anmol Sekhri Consultants Private Limited, an independent chartered engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert"

as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate in connection with the Offer.

38. Written consent dated September 11, 2024 from Nilesh Hasmukh Baria, an architect, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate in connection with the Offer.

39. Consents of the Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Escrow Collection Bank(s), Sponsor Banks, Promoters, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Public Offer Account Bank(s), Indian legal counsel to the Company, Indian legal counsel to the BRLMs, international legal counsel to the BRLMs, and, Refund Bank(s) as referred to, in their respective capacities.

40. In-principle listing approvals dated [●] and [●], received from NSE and the BSE, respectively.

41. Tripartite agreement dated May 21, 2024, amongst our Company, NSDL and Registrar to the Offer.

42. Tripartite agreement dated May 16, 2024, amongst our Company, CDSL and Registrar to the Offer.

43. Due diligence certificate dated [●], to SEBI from the BRLMs.

44. SEBI observation letter bearing reference number [●] and dated [●] and the in-seriatim reply of the BRLMs to the same dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Rajesh Vrajlal Khakhar
Chairperson and Whole-Time Director

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sameer Kamlesh Merchant
Manging Director

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sumona Chakraborty
Non-Executive, Non-Independent (Nominee) Director

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Anjana Rajendra Grewal
Non-Executive, Independent Director

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Rajesh Shashikant Dalal
Non-Executive, Independent Director

Place: Lhasa, China

Date: September 12, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Devesh Ghanshyam Chawla
Non-Executive, Independent Director

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY

Dharmesh Bhupendra Dattani
Chief Financial Officer

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I, Rajesh Vrajlal Khakhar, acting as a Promoter Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Rajesh Vrajlal Khakhar

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I, Sameer Kamlesh Merchant, acting as a Promoter Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Sameer Kamlesh Merchant

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

We, OrbiMed Asia II Mauritius Limited, acting as an Investor Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourself, as one of the Selling Shareholders and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of **OrbiMed Asia II Mauritius Limited**

Name: Harish Sumsurooah

Authorised Signatory

Designation: Director

Place: Ebene, Mauritius

Date: September 12, 2024

DECLARATION

I, Kunal Kamlesh Merchant, acting as a Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Kunal Kamlesh Merchant

Place: Woodbridge, New Jersey, United States of America

Date: September 12, 2024

DECLARATION

I, Amrish Mahendrabhai Desai, acting as a Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Amrish Mahendrabhai Desai

Place: Iselin, New Jersey, United States of America

Date: September 12, 2024

DECLARATION

I, Hasmukh Vrajlal Khakhar, acting as a Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Hasmukh Vrajlal Khakhar

Place: Mumbai, India

Date: September 12, 2024

DECLARATION

I, Parag Jamnadas Bhimjiyani, acting as a Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Parag Jamnadas Bhimjiyani

Place: Iselin, New Jersey, United States of America

Date: September 12, 2024

DECLARATION

I, Jigna Rajesh Khakhar, acting as a Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

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Jigna Rajesh Khakhar

Place: Mumbai, India

Date: September 12, 2024