

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS



(Please scan this QR code to view this Abridged Prospectus)

This is an abridged prospectus containing salient features of the red herring prospectus of Lenskart Solutions Limited (the "Company") dated October 25, 2025 filed with the Registrar of Companies, Delhi and Haryana at New Delhi (the "RHP" or "Red Herring Prospectus"). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP. This abridged prospectus is not for distribution outside India.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP (if in India), the preliminary international wrap dated October 25, 2025 together with the RHP (the "Preliminary Offering Memorandum") (if outside India), this abridged prospectus ("Abridged Prospectus") and the general information document for investing in public offer ("GID") undertaken through the Book Building Process before applying in the Offer. The investors are advised to retain a copy of the RHP/ Preliminary Offering Memorandum/ Abridged Prospectus/ GID for their future reference. You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges (as defined below), Members of Syndicate, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, the websites of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), and together with NSE, the "Stock Exchanges" at www.nseindia.com and www.bseindia.com, respectively, and the website of our Company at <https://www.lenskart.com> and at the website of the BRLMs at <https://investmentbank.kotak.com>, www.morganstanley.com/, www.avendus.com, <https://www.citigroup.com/global/about-us/global-presence/india/disclaimer>, www.axiscapital.co.in and www.intensivefiscal.com respectively.



LENSKART SOLUTIONS LIMITED

Corporate Identity Number: U33100DL2008PLC178355; Date of Incorporation: May 19, 2008

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Plot No. 151, Okhla Industrial Estate, Phase III, New Delhi – 110 020, Delhi, India	Ground Floor, Vipul Tech Square, Golf Course Road Sector 43, DLF QE, Gurugram – 122 009, Haryana, India	Preeti Gupta, <i>Company Secretary and Chief Compliance Officer</i>	Email: compliance.officer@lenskart.com Telephone: +91 124 429 3191	https://www.lenskart.com

PROMOTERS OF OUR COMPANY: PEYUSH BANSAL, NEHA BANSAL, AMIT CHAUDHARY AND SUMEET KAPAH

DETAILS OF THE OFFER TO THE PUBLIC

Type of Offer	Fresh Issue Size	Size of The Offer for Sale	Total Offer Size	Eligibility	Share Reservation Among QIBs, NIBs, RIBs and Employees			
					QIBs	NIBs	RIBs	Employee Reservation Portion
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹21,500.00 million	Up to 127,562,573 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	This Offer is being made in terms of Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") as our Company does not fulfil the requirement 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 961 of the RHP.	Not less than 75% of the Net Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only.	Not more than 15% of the Net Offer shall be allocation to QIB Bidders and RIBs	Not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders	Up to [●] Equity Shares, aggregating up to ₹150 million*

*Our Company, in consultation with the BRLMs, may offer a discount equivalent to ₹19 per Equity Share to Eligible Employees Bidding in the Employee Reservation Portion, which shall be announced at least two Working Days prior to the Bid/Offer Opening Date

The Equity Shares are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges"). For the purposes of the Offer, the Designated Stock Exchange shall be NSE.

DETAILS OF OFFER FOR SALE

Name of the selling Shareholder	Type	Number of Equity Shares Offered / Amount (in ₹ Million)	Weighted Average Cost of Acquisition Per Equity Share (in ₹)*
Peyush Bansal	Promoter Selling Shareholder	Up to 20,488,978 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	18.60
Neha Bansal	Promoter Selling Shareholder	Up to 1,010,546 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	7.60
Amit Chaudhary	Promoter Selling Shareholder	Up to 2,868,457 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	8.16
Sumeet Kapahi	Promoter Selling Shareholder	Up to 2,868,457 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	8.11
SVF II Lightbulb (Cayman) Limited	Investor Selling Shareholder	Up to 25,518,098 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	74.26
Schroders Capital Private Equity Asia Mauritius Limited	Investor Selling Shareholder	Up to 19,064,344 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	40.90
PI Opportunities Fund - II	Investor Selling Shareholder	Up to 8,701,817 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	24.14
MacRitchie Investments Pte. Ltd.	Investor Selling Shareholder	Up to 7,858,841 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	97.75
Kedaara Capital Fund II LLP	Investor Selling Shareholder	Up to 7,360,340 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	74.99
Alpha Wave Ventures LP	Investor Selling Shareholder	Up to 6,664,179 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	105.92

*As certified by A D M S & Co, Chartered Accountants, (FRN: 014626C), by way of their certificate dated October 25, 2025.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band	₹ 382 ^A to ₹ 402 ^A per Equity Share of face value of ₹ 2/- each
Minimum Bid Lot Size	37 Equity Shares of face value ₹2 each and in multiples of 37 Equity Shares thereafter
Bid/Offer Opens On ⁽¹⁾	Friday, October 31, 2025
Bid/ Offer Closes On ⁽²⁾	Tuesday, November 4, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Thursday, November 6, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Friday, November 7, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Friday, November 7, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, November 10, 2025

*A discount of ₹ 19 Per Equity Share is being offered to Eligible Employees Bidding in the Employee Reservation Portion

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

1. Our Company may, in consultation with the BRLMs 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

2. UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

*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 ₹100.00 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹100.00 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100.00 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100.00 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 SCSS 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 ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSSs, 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 (SCSSs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular, which has also prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. RBs and individual investors bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000 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.

WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN THE ONE YEAR, 18 MONTHS AND THREE YEARS PRECEDING THE DATE OF THE RED HERRING PROSPECTUS :

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'X' times the weighted average cost of acquisition	Range of acquisition price: per Equity Share: lowest price – highest price (in ₹)*
Last one year	55.93	7.19	Nil** - 208.75
Last 18 months	37.54	10.71	Nil** - 208.75
Last three years	40.15	10.01	Nil** - 208.75

* As certified by A.D.M.S & Co, Chartered Accountants, (FRN: 014626/C), by way of certificate dated October 25, 2025

** Acquisition price of bonus shares have been considered as Nil.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within 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 in the United States. Accordingly, the Equity Shares are being offered and sold (a) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as “U.S. QIBs”); for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as “QIBs” pursuant to Section 4(a) of the U.S. Securities Act and (b) outside the United States in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act (“Regulation S”) and, in each case, in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹2. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in “Basis for Offer Price” beginning on page 222 of the RHP should not be taken 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 or 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 Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the Bidders is invited to “Risk Factors” beginning on page 64 of the RHP.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form, the RHP from the Stock Exchanges, Syndicate Member, Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Bankers to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”).

If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the GID from the Book Running Lead Managers or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com respectively and the website of Book Running Lead Managers at i.e., Kotak Mahindra Capital Company Limited at <https://investmentbank.kotak.com>; Morgan Stanley India Company Private Limited at www.morganstanley.com; Avendus Capital Private Limited at www.avendus.com; Citigroup Global Markets India Private Limited at <https://www.citigroup.com/global/about-us/global-presence/india/disclaimer>; Axis Capital Limited at www.axiscapital.co.in and Intensive Fiscal Services Private Limited at www.intensivefiscals.com

PAST PRICE INFORMATION OF BRLMs

Sr.	Issuer Name	Name of BRLMs	+/- % change in closing price, +/- % change in closing benchmark[-]		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
1	Tata Capital Limited	Kotak, Citi and Axis	Not applicable	Not applicable	Not applicable
2	WeWork India Management Limited	Kotak	Not applicable	Not applicable	Not applicable
3	Urban Company Limited	Kotak	+53.83% [+1.01%]	Not applicable	Not applicable
		Morgan Stanley	+53.8% [+1.4%]	Not applicable	Not applicable
4	Bluestone Jewellery and Lifestyle Limited	Kotak, Axis	+15.13% [+1.40%]	Not applicable	Not applicable
5	JSW Cement Limited	Kotak, Axis	+1.17% [+1.96%]	Not applicable	Not applicable
6	Smartworks Coworking Spaces Limited	Kotak	+11.79% [+1.91%]	+32.85% [+0.14%]	Not applicable
7	Travel Food Services Limited	Kotak	+5.13% [+2.37%]	+22.22% [+0.81%]	Not applicable
8	LG Electronics India Limited	Morgan Stanley, Citi, Axis	Not applicable	Not applicable	Not applicable
9	HDB Financial Services Limited	Morgan Stanley	+2.5% [+3.0%]	+1.1% [+3.6%]	Not applicable
10	Schloss Bangalore Limited	Morgan Stanley	-6.9% [+3.2%]	-8.2% [+1.3%]	Not applicable
		Citi	-6.86% [+3.34%]	-8.17% [+1.17%]	Not applicable
11	Anthem Biosciences Limited	Citi	+43.54% [+0.68%]	+32.87% [+2.13%]	Not applicable
12	Dr Agarwal's Health Care Limited	Morgan Stanley	+4% [+4.4%]	-12% [+4.2%]	+12.4% [+5.2%]
13	International Gemmological Institute (India) Limited	Morgan Stanley	24.2% [+3.1%]	-21.4% [+4.4%]	-11.5% [+3.8%]
14	Sai Life Sciences Limited	Morgan Stanley	+30.6% [+4.2%]	+28.4% [+7.5%]	+40.3% [+1.6%]
15	Swiggy Limited	Avendus	+29.31% [+4.20%]	-7.15% [+0.75%]	-19.72% [+1.91%]
16	Brambees Solutions Limited	Avendus	+37.49% [+3.23%]	+21.39% [+0.04%]	-10.02% [+2.40%]
17	JSW Cement	Citi	+1.17% [+1.96%]	Not applicable	Not applicable
18	Hexaware Technologies Limited	Citi	+3.45% [+1.12%]	+5.16% [+8.78%]	+1.31% [+7.41%]
19	Ajax Engineering Limited	Citi	-2.86% [+0.55%]	+6.78% [+8.97%]	+12.42% [+7.28%]

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20	Atlanta Electricals Limited	Axis	Not applicable	Not applicable	Not applicable
21	Euro Pratik Sales Limited	Axis	Not applicable	Not applicable	Not applicable
22	National Securities Depository Limited	Axis	+54.48%, [+0.22%]	Not applicable	Not applicable
23	Midwest Limited	Intensive	Not applicable	Not applicable	Not applicable
24	All Time Plastics Limited	Intensive	-0.67%, [+1.62%]	Not applicable	Not applicable
25	Vishal Mega Mart Limited	Intensive	+39.96%, [-3.67%]	+29.95%, [-6.98%]	+58.58%, [+2.15%]
26	Waaree Energies Limited	Intensive	+68.05%, [-0.59%]	+49.15%, [-5.12%]	+78.80%, [-1.23%]
27	Baazar Style Retail Limited	Intensive	-1.32%, [+0.62%]	-16.11%, [-0.28%]	-43.43%, [-10.09%]
28	Gopal Snacks Limited	Intensive	-18.13%, [+1.57%]	-19.35%, [+4.60%]	-18.63%, [+11.58%]
29	Yatharth Hospital & Trauma Care Services Limited	Intensive	+23.30%, [-0.26%]	+20.58%, [-2.41%]	+26.23%, [+9.30%]

Notes: 1. Disclosures subject to recent 7 offers (initial public offerings) in current financial year and two preceding financial years managed by each BRLMs with common issues disclosed once. 2. Price on NSE or BSE and Benchmark Index as NIFTY 50 or S&P BSE SENSEX has been considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective issuer at the time of the issue, as applicable. 3. For 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days and in the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. 4. Not applicable - where the relevant period has not been completed.

For further details, please refer to *Other Regulatory and Statutory Disclosures - Price information of past issues handled by the Book Running Lead Managers* on page 968 of the RHP.

BOOK RUNNING LEAD MANAGERS

Kotak Mahindra Capital Company Limited Tel: +91 22 4336 0000 E-mail: lenskart.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com	Morgan Stanley India Company Private Limited Tel: +91 22 6118 1000 E-mail: lenskartipo@morganstanley.com Investor Grievance E-mail: investors_india@morganstanley.com	Avendus Capital Private Limited Tel: +91 22 6648 0050 E-mail: lenskart.ipo@avendus.com Investor Grievance E-mail: investorgrievance@avendus.com	Citigroup Global Markets India Private Limited Tel: +91 22 6175 9999 E-mail: lenskart.ipo@citi.com Investor Grievance E-mail: investors.cgmb@citi.com	Axis Capital Limited Tel: + 91 22 4325 2183 E-mail: lenskart.ipo@axiscap.in Investor Grievance E-mail: complaints@axiscap.in	Intensive Fiscal Services Private Limited Tel: +91 22 2287 0443 E-mail: lenskart.ipo@intensivefiscal.com Investor Grievance E-mail: grievance.ib@intensivefiscal.com
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Name of Syndicate Members	Kotak Securities Limited, Spark Institutional Equities Private Limited and Intensive Softshare Private Limited
Name of Registrar to the Offer	MUFG Intime India Private Limited (formerly Link Intime India Private Limited); Tel: +91 81081 14949; E-mail: lenskart.ipo@in.mpms.mufg.com; Investor Grievance E-mail: lenskart.ipo@in.mpms.mufg.com
Name of Statutory Auditor	S.R. Batliboi & Associates LLP, Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	CARE Ratings Limited
Name of Debenture Trustee	Not Applicable
Self Certified Syndicate Banks or SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at http://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. A list of the Designated SCSB Branches with which an ASBA Bidder (other than UPI Bidders), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time.
Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism	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 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time. In accordance with the SEBI RTA Master Circular, the SEBI ICDR Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided in the list 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.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process 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 (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as updated from time to time.
Registered Brokers	Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com , as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	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, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time. For further details, see "Offer Procedure" beginning on page 440 of the RHP.

PROMOTERS OF OUR COMPANY

Sr. No	Name	Individual/ Corporate	Experience and Corporate Information
1	Peyush Bansal	Individual	He holds a bachelor's degree in Engineering (honours electrical) from McGill University, Canada. He was previously associated with Microsoft Corporation, USA. He has received an award for 'Entrepreneur of the Year' at The Economic Times Awards for Corporate Excellence held in March 2025 and 'Innovator of the Year' at the NDTV Indian of the Year 2024 event. He has more than 17 years of experience in our Company. He is responsible for shaping and driving our Company's strategic direction, innovation and growth.

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2	Neha Bansal	Individual	She received her bachelor's degree in commerce (honours course) from Gargi College, University of Delhi, Delhi, India. She has been associated with our Company since May 19, 2008. She is a merit holder and a member of the Institute of Chartered Accountants of India and has successfully completed the course on valuation and a post qualification course in information systems audit held by the Institute of Chartered Accountants of India. She currently serves as an independent director on the board of directors of Vishal Mega Mart Limited. She has more than 17 years of experience in our Company. She is responsible for strategic planning, optimisation and development of the merchandising function of our Company.
3	Amit Chaudhary	Individual	He holds a bachelor's degree in engineering from the Birla Institute of Technology, Mesra, Ranchi, Jharkhand, India. He has been associated with our Company since July 8, 2009. He has more than 16 years of experience in our Company. He is responsible for our Company's expansion strategy, developing and scaling our operations across new markets and geographies.
4	Sumeet Kapahi	Individual	He holds a B.Com (Hons.) from the University of Delhi. He has been associated with our Company since September 29, 2011. He was previously associated with Ray-Ban Sun Optics India Limited. He is responsible for developing, planning sourcing strategies, managing supplier relationships and driving cost optimization for our Company.

For details in respect of the Promoters, please see the section entitled titled "Our Promoters and Promoter Group" on page 393 of the RHP.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: We are a technology-driven eyewear company with integrated operations spanning designing, manufacturing, branding and retailing of eyewear products. We primarily sell prescription eyeglasses, sunglasses, and other products such as contact lenses and eyewear accessories, under multiple brands and sub-brands.

Revenue Segmentation by Product offering: Not Applicable

Geographies served : We offer our eyewear products through our online channel and through our retail store networks across 14 countries, which as of June 30, 2025, including India, Singapore, Taiwan, Japan, Thailand, the United Arab Emirates, the Kingdom of Saudi Arabia, among others.

Key Performance Indicators ("KPI") : Details of the key performance indicators as at and for the three months ended June 30, 2025, June 30, 2024, and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, are set forth below:

KPI List	Unit	As at and for the three months period ended		Financial Year		
		June 30, 2025	June 30, 2024	2025	2024	2023
India						
Quarterly / Annual Transacting Customer Accounts	million	3.73	2.78	9.94	8.06	6.29
Number of Eyewear Units Sold	million	6.72	5.34	22.91	17.65	13.69
Total Stores	Number	2,137	1,816	2,067	1,785	1,416
India - Segment Total Revenue as per Ind AS 108	₹ millions	11,691.84	9,369.44	40,604.66	32,062.08	23,920.49
India - Segment Total Revenue as per Ind AS 108 Growth	%	24.79%	NA	26.64%	34.04%	NA
India - Segment Product Margin	₹ millions	7,402.96	5,938.37	25,455.73	20,003.09	14,068.58
India - Segment Product Margin %	%	63.32%	63.38%	62.69%	62.39%	58.81%
India - Segment Results Pre-Depreciation and Amortisation	₹ millions	2,280.77	745.30	4,894.76	3,034.14	1,054.51
India - Segment Results Pre-depreciation and Amortisation Margin (%)	%	19.51%	7.95%	12.05%	9.46%	4.41%
International						
Quarterly / Annual Transacting Customer Accounts	million	0.70	0.63	2.47	2.14	1.41
Number of Eyewear Units Sold	million	1.13	1.01	4.29	3.58	2.26
Total Stores	Number	669	619	656	604	543
International - Segment Total Revenue as per Ind AS 108	₹ millions	7,364.50	5,937.97	26,387.29	22,648.95	14,358.05
International - Segment Total Revenue as per Ind AS 108 Growth	%	24.02%	NA	16.51%	57.74%	NA
International - Segment Product Margin	₹ millions	5,587.79	4,441.07	19,639.17	16,483.46	10,110.93
International - Segment Product Margin %	%	75.87%	74.79%	74.43%	72.78%	70.42%
International - Segment Results Pre-depreciation and Amortisation	₹ millions	1,172.06	1,007.25	4,584.94	3,444.37	1,411.21
International - Segment Results Pre-depreciation and Amortisation Margin (%)	%	15.91%	16.96%	17.38%	15.21%	9.83%
Consolidated						
Annual/Quarterly Transacting Customer Accounts	₹ millions	4.43	3.41	12.41	10.20	7.70
Number of Eyewear Units Sold	₹ millions	7.85	6.35	27.20	21.23	15.95
Total Stores	Number	2,806	2,435	2,723	2,389	1,959
Revenue from Operations	₹ millions	18,944.55	15,204.26	66,525.17	54,277.03	37,880.28
Revenue from operations Growth	%	24.60%	NA	22.57%	43.29%	NA
Product Margin	₹ millions	12,904.20	10,404.57	45,181.13	36,515.63	24,199.18
Product Margin %	%	68.12%	68.43%	67.92%	67.28%	63.88%
EBITDA excluding other income and exceptional item	₹ millions	3,366.28	1,834.19	9,710.56	6,720.91	2,597.09
EBITDA excluding other income and exceptional item Margin	%	17.77%	12.06%	14.60%	12.38%	6.86%
Profit/(loss) before tax	₹ millions	997.19	26.32	3,853.56	590.31	(1,011.76)
Profit/(loss) for the year / period	₹ millions	611.73	(109.57)	2,973.40	(101.54)	(637.57)
Net Working Capital Days	days	24.08	27.92	25.64	34.52	30.35
Return on Capital Employed	%	3.58%	1.12%	13.84%	5.08%	(0.48)%

Notes: For further details, please see "Basis for Offer Price" and "Our Business" on page 222 and 223 and page 308 of the RHP respectively

Revenue segmentation in terms of top 5/10 clients or Industries: Not Applicable

Industries served: Eyewear Market

Intellectual Property: We have registered multiple domains, including "Lenskart.com" and "Owndays.com". We have registered 242 trademarks in India, including for our brands "John Jacobs" and "Vincent Chase", among others. With our business expansion across southeast Asia, we have also registered 93 trademarks overseas in countries such as Singapore, Japan, Thailand and the United Arab Emirates.

Market Share: Not Applicable

Manufacturing Plant: We own and operate centralized manufacturing facilities in India (Bhiwadi, Rajasthan and Gurugram, Haryana), Singapore and the United Arab Emirates. We also operate a facility for manufacturing of frames in the People's Republic of China through Baofeng Framekart Technology Limited, our Joint Venture.

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Employee Strength: As of June 30, 2025, we had 18,173 permanent employees and a contractual workforce of 5,812 employees across the jurisdictions in which we operate. For further information, see “Our Business – Employees” on page 335 of the RHP.

OUR MANAGEMENT

Sr.No.	Name	Designation	Experience and Educational Qualification	Other directorship
1	Peyush Bansal	Chairman, Managing Director and Chief Executive Officer	He holds a bachelor's degree in Engineering (honours electrical) from McGill University, Canada. He was previously associated with Microsoft Corporation, USA. He has received an award for 'Entrepreneur of the Year' at The Economic Times Awards for Corporate Excellence held in March 2025 and 'Innovator of the Year' at the NDTV Indian of the Year 2024 event. He has more than 17 years of experience in our Company. He is responsible for shaping and driving our Company's strategic direction, innovation and growth.	<i>Indian Companies :</i> • Lenskart Eyetech Private Limited; • Lenskart Foundation; • Wehear Innovations Private Limited; • Visionsure Services Private Limited; and • Dimension NXG Private Limited. <i>Foreign Companies :</i> • Lenskart Solutions Pte. Ltd.; • Lenskart Solutions Company Limited; • Lenskart Solutions Sdn. Bhd.; • Lenskart Optical Trading LLC; • Pt Lenskart Solutions; • Neso Brands Pte. Ltd.; • Owndays Inc.; • MLO K.K.; • Lenskart Solutions (Thailand) Company Limited; • Thai Eyewear Company Limited; and • Baofeng Framkart Technology Limited
2	Neha Bansal	Executive Director	She received her bachelor's degree in commerce (honours course) from Gargi College, University of Delhi, Delhi, India. She has been associated with our Company since May 19, 2008. She is a merit holder and a member of the Institute of Chartered Accountants of India and has successfully completed the course on valuation and a post qualification course in information systems audit held by the Institute of Chartered Accountants of India.	<i>Indian Companies :</i> • Lenskart Eyetech Private Limited; • Lenskart Foundation; • Vishal Mega Mart Limited; and • Visionsure Services Private Limited <i>Foreign Companies :</i> • Owndays Inc.
3	Amit Chaudhary	Executive Director	He holds a bachelor's degree in engineering from the Birla Institute of Technology, Mesra, Ranchi, Jharkhand, India. He has been associated with our Company since July 8, 2009. He has more than 16 years of experience in our Company. He is responsible for our Company's expansion strategy, developing and scaling our operations across new markets and geographies.	<i>Indian Companies :</i> • Voicetree Technologies Private Limited; • Tango IT Solutions India Private Limited; and • Quantduo Technologies India Private Limited <i>Foreign Companies :</i> • Lenskart Solutions Pte. Ltd.; • Lenskart Solutions Company Limited; • Lenskart Solutions Sdn. Bhd.; • Lenskart Optical Trading LLC; • Pt Lenskart Solutions; • Lenskart Solutions Company Limited, Vietnam; • Lenskart Optical Lenses Cutting L.L.C (Ernstwhile L K N Optical Trading LLC); • Lenskart Arabia Limited; and • Owndays Inc.
4	Ashish Kashyap	Independent Director	He holds a bachelor's degree in economics and arts (honours) from University of Delhi, New Delhi, India, a master's degree in management from McGill University, Canada and has a diploma in the International Program for Practicing Management from INSEAD. As part of his experience, he has more than 5 years of experience with Times Internet Limited and more than 18 years of experience with the Ibibo group and INDmoney. He is the founder, managing director and chief executive officer of INDmoney. He was previously associated as founder and group chief executive officer of Ibibo group, and has also been associated with Times Internet Limited	<i>Indian Companies:</i> • INDmoney Tech Private Limited (formerly Finzoom Investment Advisors Private Limited); • Lighthouse Learning Private Limited; • Finzoomers Services Private Limited; and • INDmoney Fincap Private Limited. <i>Foreign Companies:</i> Nil
5	Bijou Kurien	Independent Director	He has pursued a bachelor's degree in science from St. Joseph's College, Bangalore, Karnataka, India and holds a postgraduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur, Jharkhand. He has more than 25 years of experience, including leadership roles at Titan Company Limited, where he was last associated as COO- Watches & Precision Engineering and Reliance Retail Limited, where he was last associated as President & Chief Executive – Lifestyle. He was previously appointed as grade III management in Hindustan Lever Limited. He had also been associated with Timex Group India Limited as an Independent director from July 29, 2011, to March 31, 2024. He is also on the board of IIFL Finance Limited, LTI Mindtree Limited, Brigade Hotel Ventures Limited and Shadowfax Technologies Limited.	<i>Indian Companies:</i> • Shadowfax Technologies Limited; • Zenplus Private Limited; • SRP Prosperita Hotel Ventures Limited; • Oceanic Rubber Works Private Limited; • IIFL Finance Limited; • Brigade Hotel Ventures Limited; • Renaissance Global Limited; • Retailers Association of India; • LTI Mindtree Limited; • Lighthouse Learning Private Limited; • Rapawalk Fashion Technologies Private Limited; • Sach Advisors Private Limited; • Stella Treads Private Limited; • Suguna Foods Private Limited; • Healthcare Global Enterprises Limited; and • L&T Realty Properties Limited. <i>Foreign Companies :</i> • Lenskart Solutions Pte. Ltd.; • MLO K.K.
6	Jayesh Tulsidas Merchant	Independent Director	He is a commerce graduate and holds a L.L.B. degree from Mumbai University, Maharashtra, India. He is a member of the Institute of Chartered Accountants of India and also a member of the Institute of Company Secretaries of India. He was previously associated as chief financial officer, company secretary and president industrial joint ventures with Asian Paints, chief financial officer with UTV Software Communications, as group vice president (finance) and company secretary with ION Exchange India, and as assistant company secretary with Castrol respectively.	<i>Indian Companies:</i> • Trent Limited; • Kotak Mahindra Trustee Company Limited; • TATA Investment Corporation Limited; • Voltas Limited; and • Nexus Select Mall Management Private Limited. <i>Foreign Companies:</i> Nil
7	Sayali Karanjkar	Independent Director	She holds a bachelor's degree in computing from the National University of Singapore, Singapore, a master's degree in engineering management from the Robert R. McCormick School of Engineering and Applied Science, from the Northwestern University, Illinois, United States of America and a master's degree in business administration the J.L. Kellogg School of Management, Northwestern University, Illinois, United States of America. She has more than 4 years of experience with PaySense Services India Private Limited and more than 2 years of experience with A.T. Kearney Inc. She was previously associated as a co-founder and CBO of PaySense Services India Private Limited and as an associate with A.T.Kearney Inc.	<i>Indian Companies:</i> • One MobiKwik Systems Limited; and • CMS Info Systems Limited <i>Foreign Companies:</i> Nil

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Sr.No.	Name	Designation	Experience and Educational Qualification	Other directorship
8	Anant Gupta	Nominee Director (Non-Executive)*	He holds a bachelor's degree of Technology in Electrical Engineering and master's degree of Technology in Electrical Engineering under the dual degree programme, from the Indian Institute of Technology, Bombay, Maharashtra, India, and a master's degree in business administration from the J.L. Kellogg School of Management, Northwestern University, Illinois, United States of America. As part of his experience, he has more than 20 years of experience with ITC Limited, IDFC Private Equity Company Limited, Goldman, Sachs & Co., New York, Tata Capital Limited and Kedaara Capital. He is currently a partner at Kedaara Capital.	<i>Indian Companies</i> : • Manash Lifestyle Private Limited; • K12 Techno Services Private Limited; • Dairy Classic Ice Creams Private Limited; and • Smartshift Logistics Solutions Private Limited. <i>Foreign Companies</i> : • Owndays Inc.

* Nominee of Kedaara Capital Fund II LLP

For further details in relation to our Board of Directors, see "Our Management" beginning on page 373 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue of [●] Equity Shares aggregating up to ₹21,500 million by our Company and the Offer for Sale of up to 127,562,573 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders. For details, see "Offer Document Summary – Offer size" and "The Offer" on pages 28 and 114 of the RHP, respectively.

Fresh Issue : The details of the proceeds of the Fresh Issue are set forth below:

(₹ in million)

Particulars	Estimated Amount
Gross proceeds of the Fresh Issue	21,500.00
(Less) Offer related expenses to the extent applicable to the Fresh Issue (only those apportioned to our Company)*	● [#]
Net Proceeds	● [#]

* To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Proposed Schedule of implementation and deployment of Net Proceeds

We propose to utilize the Net Proceeds in the manner set forth in the table below.

(₹ in million)

Particulars	Total estimated Amount/ expenditure [@]
Capital expenditure towards set-up of new CoCo stores in India	2,726.22
Expenditure for lease/rent/license agreements related payments for our CoCo stores operated by our Company, in India	5,914.40
Investing in technology and cloud infrastructure	2,133.75
Brand marketing and business promotion expenses for enhancing brand awareness	3,200.63
Unidentified inorganic acquisitions and general corporate purposes	● [#]
Total Net Proceeds	● [#]

[@] Exclusive of all refundable duties and taxes, such as GST.

[#] To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The aggregate amount to be utilised for general corporate purposes and unidentified inorganic acquisition shall not exceed 35% of the Gross Proceeds. The amount to be utilised for general corporate purposes or unidentified inorganic acquisition, individually, as the case may be, shall not exceed 25% of the Gross Proceeds. Our Company confirms that the amounts, if any, that will be utilised towards capital expenditure related items as part of either general corporate purposes and/ or unidentified inorganic acquisitions, such amount(s) shall not exceed 25% of the Gross Proceeds.

Means of finance: The entire requirements of the Objects detailed above are intended to be funded from the Net Proceeds and internal accruals. Accordingly, we confirm that there are no requirements 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 through the Offer and internal accruals.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of Convertible Security, if any: Not Applicable

Name of Monitoring Agency: CARE Ratings Limited

Shareholding pattern as on date of filing RHP:

Name	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
Promoter and Promoter Group	334,519,726	19.90%
Public	1,339,574,125	79.67%
Shares held by employee trusts	7,280,431	0.43%
Total	1,681,374,282	100.00%

Number of Equity Shares proposed to be sold by Selling Shareholders:

Selling Shareholder	Number of Equity Shares Offered/ Amount (₹ in Million)
Peyush Bansal	Up to 20,488,978 Equity Shares aggregating up to ₹[●] million
Neha Bansal	Up to 1,010,546 Equity Shares aggregating up to ₹[●] million
Amit Chaudhary	Up to 2,868,457 Equity Shares aggregating up to ₹[●] million
Sumeet Kapahi	Up to 2,868,457 Equity Shares aggregating up to ₹[●] million
Alpha Wave Ventures LP	Up to 6,664,179 Equity Shares aggregating up to ₹[●] million
Bay Capital Holdings Ltd	Up to 3,178,826 Equity Shares aggregating up to ₹[●] million
Birdseye View Holdings II Pte. Ltd.	Up to 3,732,756 Equity Shares aggregating up to ₹[●] million
Chiratae Trust	Up to 534,532 Equity Shares aggregating up to ₹[●] million
ECLK Innovations LLP	Up to 148,496 Equity Shares aggregating up to ₹[●] million
Epiq Capital B, L.P.	Up to 1,096,220 Equity Shares aggregating up to ₹[●] million
IDG Ventures India Fund III LLC	Up to 950,282 Equity Shares aggregating up to ₹[●] million
Kariba Holdings IV Mauritius	Up to 1,909,372 Equity Shares aggregating up to ₹[●] million
Kedaara Capital Fund II LLP	Up to 7,360,340 Equity Shares aggregating up to ₹[●] million
Kedaara Norfolk Holdings Limited	Up to 2,944,137 Equity Shares aggregating up to ₹[●] million

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Selling Shareholder	Number of Equity Shares Offered/ Amount (₹ in Million)
MacRitchie Investments Pte. Ltd.	Up to 7,858,841 Equity Shares aggregating up to ₹[●] million
Madison India Opportunities V VCC	Up to 821,813 Equity Shares aggregating up to ₹[●] million
PI Opportunities Fund - II	Up to 8,701,817 Equity Shares aggregating up to ₹[●] million
Schroders Capital Private Equity Asia Mauritius Limited	Up to 19,064,344 Equity Shares aggregating up to ₹[●] million
SVF II Lightbulb (Cayman) Limited	Up to 25,518,098 Equity Shares aggregating up to ₹[●] million
Technology Venture Fund	Up to 474,446 Equity Shares aggregating up to ₹[●] million
TR Capital II L.P.	Up to 685,455 Equity Shares aggregating up to ₹[●] million
TR Capital III Mauritius	Up to 3,986,272 Equity Shares aggregating up to ₹[●] million
TR Capital III Mauritius II	Up to 4,695,909 Equity Shares aggregating up to ₹[●] million

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The following details are derived from the Restated Consolidated Financial Information as at and for the three months period ended June 30, 2025, June 30, 2024 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023. (₹ in million, unless otherwise stated)

Particulars	As at and for the three months period ended June 30, 2025	As at and for the three months period ended June 30, 2024	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Equity Share capital	1,543.37	154.18	1,543.37	154.18	152.86
Net Worth	61,768.66	57,949.22	61,082.99	56,423.78	54,444.79
Revenue from operations	18,944.55	15,204.26	66,525.17	54,277.03	37,880.28
Total income	19,461.01	15,637.49	70,092.76	56,098.72	39,279.74
Restated profit/(loss) for the period/ year	611.73	(109.57)	2,973.40	(101.54)	(637.57)
Basic earnings/(loss) per equity share attributable to owners of the Holding Company (face value of ₹2 each)* (in ₹)	0.36	(0.06)	1.77	(0.11)	(0.43)
Diluted earnings/(loss) per equity share attributable to owners of the Holding Company (face value of ₹2 each)* (in ₹)	0.36	(0.06)	1.76	(0.11)	(0.43)
Return on Net Worth ("RoNW") (%)*	0.97%	(0.18)%	4.84%	(0.31)%	(1.25)%
Net assets value per Share (in ₹)	36.74	35.22	36.34	34.29	33.54
Total borrowings	3,354.82	3,783.39	3,459.39	4,971.54	9,172.08

* Not annualised for period ended June 30, 2025 and June 30, 2024

Notes: For further details, please see "Summary of the Offer Document" on page 30 and 31 of the RHP respectively

For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 904 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP. For further details, see "Risk Factors" on page 64 of the RHP.

1. Our cost of raw materials consumed constitutes a significant portion of our expenses (amounting to ₹4,673.39 million, or 25.45% and ₹16,229.74 million, or 24.52%, of our total expenses in the three months ended June 30, 2025 and the Financial Year 2025, respectively) and delays, interruptions or reduction in the supply of raw materials to manufacture our prescription eyeglasses or fluctuations in the prices of our raw materials could adversely affect our business, results of operations, financial condition and cash flows.
2. We manufacture some of our frames in, and import some of our raw materials from, the People's Republic of China, including through import of frames through Baofeng Framekart Technology Limited, our Joint Venture. Any delay, interruption or reduction in the supply of such frames or other raw materials could adversely affect our business, financial condition, results of operations and cash flows.
3. An inability to maintain or improve our capacity utilization levels at our manufacturing facilities could have an adverse effect on our business, results of operations, financial condition and cash flows.
4. The Directorate of Enforcement, Gurugram under the Foreign Exchange Management Act, 1999, requested us for certain information and documents. While we have provided such requested documents, we cannot assure you that no regulatory or other actions will be initiated against our Company in the future, in relation to such orders, which could adversely affect our business, reputation, results of operations, financial condition and cash flows.
5. Our manufacturing facilities are subject to environmental, health, and safety laws and regulations that impose significant compliance costs and liabilities on our operations, and any non-compliance or violation could expose us to legal actions, penalties, and reputational harm.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, Subsidiaries, and Group Companies along with outstanding criminal proceedings and regulatory proceedings involving our Key Managerial Personnel and Senior Management, as on the date of this Red Herring Prospectus is set out below:

Entity/Persons	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material civil litigation	Aggregate amount involved* (₹ in million)
Company						
By our Company	1	N.A.	N.A.	N.A.	Nil	Nil
Against our Company	1**	22	1	N.A.	Nil	1,074.17
Subsidiaries						
By our Subsidiaries	1	N.A.	N.A.	N.A.	Nil	0.07
Against our Subsidiaries	Nil	19	1	N.A.	Nil	443.10
Directors						
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Directors	8	1	Nil	N.A.	Nil	242.10
Promoters						
By our Promoters	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Promoters	4	1	Nil	Nil	Nil	184.19

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Entity/Persons	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material civil litigation	Aggregate amount involved* (₹ in million)
KMPs and SMPs						
By our KMP / SMP	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our KMP / SMP	4	N.A.	Nil	N.A.	N.A.	Nil

* To the extent quantifiable.

** This includes matters where the Directors and our Key Managerial Personnel have been impleaded along with our Company

B. Brief details of top 5 material outstanding litigations against the company and amount involved:

- Manoj Khandelwal had filed a written complaint ("Complaint") dated May 24, 2025 before the Purulia Police Station, at West Bengal, against the Company, Peyush Bansal, our Chairman, Managing Director and Chief Executive Officer, Neha Bansal, our Executive Director, Jayesh Tulsidas Merchant, our Independent Director, Preeti Gupta, our Key Managerial Personnel and others, for *inter alia* cheating, criminal breach of trust, misrepresentation, under Sections 318(4), 316(2), 314, 318(3), 351(2) and 61(2) of the Bharatiya Nyaya Sanhita, 2023, in relation to the deception for entering into franchise agreements with the Company. Our Company, Peyush Bansal, our Chairman, Managing Director and Chief Executive Officer, Neha Bansal, our Executive Director, had filed an application on August 25, 2025, before Hon'ble High Court at Calcutta, ("Calcutta High Court"), under Section 482 of the Code of Criminal Procedure, 1973 corresponding to Section 528 of the Bharatiya Nyaya Sanhita, 2023, against the State of West Bengal and Kushal Bharat Equipments & Infrastructure Private Limited, for quashing of the entire proceedings, stating that, *inter alia*, the Complaint had suppressed material facts and the present matter being purely civil in nature. The Calcutta High Court has passed a stay order on September 11, 2025, for a period of three weeks after the court vacations. The matter is currently pending.
 - The Directorate of Enforcement, Gurugram Zonal Office ("ED"), issued a Show Cause Notice ("SCN") dated July 25, 2022, to our Company, under section 37 of the Foreign Exchange Management Act, 1999 ("FEMA"). The ED directed our Company to provide details regarding its import and export transactions, including information on bank accounts, business profile, pending exports without realization, outstanding advance export proceeds, pending outward remittances, and imports with delayed payments. The SCN also requested the submission of our Company's income tax returns and audited financial statements. The inquiry pertains to procedural delays by our Company in submitting documentation for import and export transactions on the Import Data Processing and Monitoring System (IDPMS) and the Export Data Processing and Monitoring System (EDPMS) portals within the stipulated timelines. Our Company submitted a response to the SCN with the requested information to the ED on August 16, 2022. Additionally, our Company has submitted several applications requesting the ED to issue an NOC in our favour. However, in some instances the ED has denied our requests via letter dated June 14, 2023, and order dated November 18, 2023. Further, via the said order dated November 18, 2023, the ED directed the Company to provide further information/documents, to which our Company has responded vide letter dated January 9, 2024. Subsequently, the ED issued summons on December 28, 2023, and April 17, 2025, directing Neha Bansal, one of our Promoters, to appear in person on behalf of our Company, and provide further information, to which Neha Bansal has appeared before the ED as directed and the requested information has been supplied. Further, our Company received an e-mail correspondence from the ED dated May 7, 2025, to which our Company has furnished the requisite documents to the ED on May 13, 2025. The matter is currently pending.
 - The Deputy Commissioner of Income Tax at New Delhi issued an assessment order dated March 23, 2016, (the "Impugned Order") against our Company under Section 143(3) of the Income Tax Act, 1961 ("Act"), making additions on account of unexplained cash credit on investment received from Unilazer Ventures Private Limited (*formerly known as Unilazer Ventures Limited*), under section 68 of the Act, and various other revenue expenses and disallowances pertaining to, repair and maintenance expenses, staff welfare expenses and legal and professional fees during the assessment year 2013-14, and accordingly raised a tax demand of ₹33.94 million, along with interest and penalty. Our Company filed an appeal dated April 20, 2016, against the Impugned Order. Our Company further received a notice dated January 25, 2024, and October 4, 2024, (together, the "Notice") under Section 250 of the Act, requiring our Company to furnish ground-wise written submission, along with supporting documents of the issues noticed in the said Notice. Our Company submitted responses dated February 7, 2024, October 28, 2024 and June 2, 2025 to the Notice, clarifying that since our Company filed the requisite information and documents in respect of identity, creditworthiness and the subject transaction with Unilazer Ventures Private Limited (*formerly known as Unilazer Ventures Limited*), it has discharged its primary onus under section 68 of the Act and thus, the addition made under the said section is unwarranted. Further, it is to be noted that tax demand of ₹33.94 million has been further increased to ₹140.19 million, along with interest and penalty, by the National Faceless Assessment Centre at New Delhi ("NFAC") owing to disallowances on account capitalisation of marketing expenses and the NFAC passed an order dated May 21, 2025, under section 250, 147 and 144B of the Act. The matter is currently pending.
 - The Directorate General of GST Intelligence, Gurugram Zonal Unit, ("DGGI") issued a show cause cum demand notice dated March 28, 2024, ("SCN") against our Company in relation to, *inter alia*, wrongful classification of "zero powered glasses/ computer glasses" under Heading 9004 of the Customs Tariff Act, 1975, amounting to ₹125.00 million, along with the applicable interest and penalties. Our Company has filed a reply dated August 22, 2024, with the Additional/Joint Commissioner, CGST, Gurugram Commissionerate, for the dismissal of the SCN on the grounds that the proceeding was initiated without jurisdiction and in gross violation of the procedure of the CGST Act, 2017, and the subsequent rules framed thereunder, among others. The matter is currently pending.
 - The Directorate General of GST Intelligence, Gurugram Zonal Unit, ("DGGI") issued a show cause notice dated June 27, 2025, against our Company, in relation to non-payment of GST liability on the amount of payment made by the customers through the redemption of their cashback earned, amounting to ₹118.44 million along with the applicable interest and penalty thereon. Our Company has filed a reply dated September 4, 2025, with the Additional/Joint Commissioner, CGST, Faridabad Commissionerate, for the dismissal of the show cause on the grounds that *inter alia*, the demand has been wrongly computed in the show cause notice and cum tax benefit should be extended to the notice and a common show cause notice for multiple financial years is not permissible. The matter is currently pending.
- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any - Nil
- D. Brief details of outstanding criminal proceedings against Promoters : For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Other Material Developments" on page 946 of the RHP

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs/COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby confirm, certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

We hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in the Red Herring Prospectus in relation to ourselves, as an Promoter Selling Shareholder or Investor Selling Shareholder, respectively, 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 or undertakings made or confirmed by or relating to the Company or any other Selling Shareholders or any other persons in the Red Herring Prospectus.