



SMC CAPITALS LIMITED

A- 401/402 , Lotus Corporate Park,
Jai Coach Junction, Off Western Express
Highway, Goregaon(E), Mumbai 400063.
Tel : (B) +91-22-66481818
Fax : +91-22-67341697
CIN No. : U74889DL1994PLC063201

Date: December 11, 2023

To,

The Board of Directors
Denta Water and Infra Solutions Limited
#40, 3rd Floor, Sri Lakshminarayana Mansion,
South End Road, Basavanagudi,
Bangalore, South Bangalore,
Karnataka 560 004, India

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such issuance, the “Issue”) of Denta Water and Infra Solutions Limited (the “Company”)

Dear Sirs,

We, SMC Capitals Limited , do hereby consent to act as a Book Running Lead Manager to the Issue and to our name and the details mentioned herein, being inserted as a book running lead manager to the Issue in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) and any other offering materials in relation to the Issue which the Company intends to file with the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Karnataka at Bangalore (“**RoC**”), and BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”) where the Equity Shares are to be listed and any other documents in relation to the Issue.

The following details with respect to us may be disclosed in the DRHP, RHP, Prospectus and any other documents in relation to the Issue:



Logo:

Name: SMC Capitals Limited

Address: A- 401/402, Lotus Corporate Park, Off Western Express Highway,
Jai Coach Signal, Goregaon (East), Mumbai – 400063

Telephone Number: 022 - 66481818

E-mail: denta.ipo@smccapitals.com

Website: www.smccapitals.com

Contact Person: Mr. Satish Mangutkar / Mr. Bhavin Shah

Investor Grievance e-mail: investor.grievance@smccapitals.com

SEBI Registration Number: INM000011427

CIN: U74899DL1994PLC063201

We confirm that the information and confirmations set out in this consent letter are true, correct, adequate, not misleading in any material respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

We enclose a copy of our registration certificate regarding our registration with SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority.



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We further confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, and that neither we nor our associates hold any Equity Shares in the Company.

Further, we authorize you to include this consent letter as a "Material Contract and Document for Inspection" in the DRHP, RHP and Prospectus as required and make available for inspection in accordance with applicable law.

We confirm that the information and confirmations set out in this certificate are true, correct, adequate, not misleading in any material respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

We confirm that we will immediately communicate any changes in writing in the above information to the Legal Counsel to the Issue until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Issue. In the absence of any such communication from us, the Legal Counsel, can assume that there is no change to, the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Issue.

This consent letter is for information and for inclusion (in part or full) in the DRHP, RHP, Prospectus and any other document and can be relied upon by the Legal Counsel and the BRLM in relation to the Issue. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, the Stock Exchanges, any other regulatory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

All capitalized terms not defined herein would have the same meaning as attributed to such terms in the DRHP/RHP /Prospectus.

Yours faithfully,

For and on behalf of **SMC Capitals Limited**

Authorized signatory
Name: Satish Mangutkar

Encl: As above

Copy to:

Dentons Link Legal ("Legal Counsel")

Aiwan-e-Ghalib Complex,
Mata Sundri Lane,
New Delhi 110 002, India.

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Annexure A

Date: December 11, 2023

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such issuance, the “Issue”) of Denta Water and Infra Solutions Limited (the “Company”)

1. Registration Number:	MB/INM000011427
2. Date of registration / Renewal of registration:	31st October 2014 (Permanent Registration)
3. Date of expiry of registration:	The certificate of registration is valid for permanent unless suspended or cancelled by the Board
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting from acting as Book Running Lead Manager:	No
6. Any enquiry/investigation being conducted by SEBI:	No
7. Period up to which registration/ renewal fees has been paid:	December 31, 2025
8. Details of any penalty imposed	A fine of Rs.5 Lakhs has been levied by SEBI on Karvy Investor Services Limited and SMC Capitals Limited severely/jointly vide Adjudication Order ref. No. Order AN/SM/2023-2024/28479-28478 dated July 31, 2023 (“Order”) in respect of inspection period from April 2019 to March 2021(Debt issuances). The said Order was appealed in Securities Appellate Tribunal (“SAT”) who vide its order dated October 13, 2023 have stayed the effect and operation of the Impugned Order during the pendency of the Appeal. The matter is pending for hearing

We hereby enclose a copy of our SEBI registration certificate.

Yours faithfully,
For **SMC Capitals Limited**

Authorized Signatory
Name: Satish Mangutkar
Designation: Sr. Vice President