

CERTIFICATE ON IPO ELIGIBILITY

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

SMC Capitals Limited
A-401/402,
Lotus Corporate Park
Off Western Express Highway,
Jai Coach Junction,
Goregaon (East),
Mumbai - 400063
Maharashtra, India

Dear Sirs,

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

We, Maheshwari & Co., Chartered Accountants, are the statutory auditor of the Company and have been informed by the Company that it proposes to undertake the Issue in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Companies Act, 2013, as amended (“Companies Act”). We have examined the restated consolidated financial information of the Company for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards referred to and notified in the Companies (Indian Accounting Standards) Rules, 2015 (“Ind AS”), the requirements of Section 26 of Part I of Chapter III of the Companies Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time (the “Restated Consolidated Financial Information”).

In connection with the Issue, we have been requested by the Company to confirm eligibility of the Company in accordance with Regulation 6(1) of the SEBI ICDR Regulations to undertake the Issue.

1. We have examined (a) the Restated Consolidated Financial Information; and (b) relevant records and registers of the Company.
2. Based on our examination as stated in paragraph 1 above and as per information and explanation given to us, we hereby certify that:
 - (i) The Company, having its registered office in Bangalore at Karnataka, is eligible for the Issue as per Regulation 6(1) of the SEBI ICDR Regulations which is explained as under:

Conditions for Eligibility under Regulation 6(1) of SEBI ICDR Regulations	Regulation	Condition met. (Yes/No)
The Company had net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis in each of the preceding three full years (of 12 months each), of which not more than 50% were held in monetary assets. <i>Provided that if more than 50% of the net tangible assets are held in monetary assets, the Company has utilised or made firm commitments to utilise such excess monetary assets in its business or project.</i>	6 (1) (a)	Yes
The Company had an average operating profit of at least ₹ 150 million calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years.	6 (1) (b)	Yes

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Conditions for Eligibility under Regulation 6(1) of SEBI ICDR Regulations	Regulation	Condition met. (Yes/No)
The Company had a pre-Issue net worth of not less than ₹ 10 million in each of the three preceding years (of 12 months each), calculated on a restated and consolidated basis.	6 (1) (c)	Yes
If the Company had changed its name within the last one year, at least fifty percent of the revenue calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name.*	6 (1) (d)	Yes

* The Company has changed its name from 'Denta Properties and Infrastructure Private Limited' to 'Denta Water and Infra Solutions Private Limited' and a fresh certificate of incorporation dated July 31, 2023, was issued by the RoC in this regard. The Company has not undertaken any new activity pursuant to such change in name.

(ii) Certain information of the Company as per the Restated Consolidated Financial Information are as under:

(₹ in million, except percentage values)

Particulars	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Net tangible assets, as restated ⁽¹⁾	2,198.24	1,232.65	606.37
Monetary assets, as restated ⁽²⁾	629.59	363.19	135.75
Monetary assets as a percentage of Net tangible assets (in %), as restated	28.64%	29.46%	22.39%

⁽¹⁾ 'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.

⁽²⁾ 'Monetary assets' is the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon).

(iii) The following information of the Company in the table below for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as per the Restated Consolidated Financial Information are as under:

(₹ in million except percentage values)

Particulars	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
Net Tangible Assets, as restated ⁽¹⁾	2,198.24	1,232.65	606.37
Operating Profit, as restated ⁽²⁾	776.38	665.89	517.25
Average Operating Profit	657.51		
Net Worth, as restated ⁽³⁾	1,642.56	1,045.47	544.31

⁽¹⁾ 'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.

⁽²⁾ 'Operating Profit' has been calculated as profit before tax add finance cost and less other income.

⁽³⁾ 'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of 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 Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets including revaluation reserve, capital redemption reserve, capital reserve arising on consolidation, write back of depreciation and amalgamation .

Further, we confirm that based on the information and explanations given to us and records produced before us as on the date of this certificate the Company does not have any outstanding partly paid-up equity shares.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the

Maheshwari & Co. Chartered Accountants

ICAI. We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and in accordance with 'Guidance Note on Reports in Company Prospectuses' (Revised 2019). We hereby confirm that while providing this certificate we have complied with the above guidance notes.

This certificate is for information and for inclusion, in full or part, in the red herring prospectus ("RHP"), prospectus ("Prospectus") and any other material used in connection with the Issue. We hereby consent to the aforementioned details being included in the RHP and Prospectus and consent to the submission of this certificate as may be necessary, to the Securities and Exchange Board of India, any regulatory / statutory authority, Stock Exchanges where the Equity Shares are proposed to be listed, Registrar of Companies, Karnataka at Bangalore or any other authority as may be required and/or for the records to be maintained by the BRLM in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the BRLM may wish to advance in any claim or proceeding in connection with the contents of the RHP and Prospectus, as the case may be.

This certificate can be relied on by the Company, the BRLM and the Legal Counsel to the Issue and to assist the BRLM in conducting and documenting their investigation of the affairs of the Company in connection with the Issue. We hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commences trading on the Stock Exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date on which the Equity Shares commence trading on the Stock Exchanges.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the RHP and Prospectus.

Yours faithfully,

For and on behalf of
Maheshwari & Co.
Chartered Accountants
Firm Registration Number: 105834W


Pawan Gattani
Partner



Date: December 30, 2024
Place: Mumbai
UDIN: 24144734BKBIWM3219

CC:

Dentons Link Legal ("Legal Counsel")

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