



प्रबंधक

Manager

RAC-निर्गम एवं सूचीबद्धता प्रभाग-1/RAC-Division of Issues and Listing-1

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सेबी/सीएफडी/RAC-डीआईएल1/P/OW/2023/48613/1

SEBI/HO/CFD/RAC-DIL1/P/OW/2023/48613/1

SMC Capitals Limited

A-401/402, Lotus Corporate Park,
Jai Coach Junction, Off WE Highway,
Goregaon (East), Mumbai - 400063

Sub- Application for Exemption under Regulation 300(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for relaxation from strict enforcement of Regulation 2(1)(pp) of the SEBI ICDR Regulations in relation to Proposed IPO of Denta Water & Infra Solutions Limited ("DWISL")

Sir,

1. This is with reference to your letter dated September 25, 2023, in the matter of Denta Water & Infra Solutions Limited ("DWISL/the company") and the due diligence letter dated October 23, 2023 and November 21, 2023 received from the SMC Capitals Limited ("SMC/Merchant Banker") and other correspondences in this regard. In the communications mentioned above, the Company had sought exemption under Regulation 300(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (from now on referred to as "SEBI ICDR Regulations") from classifying and disclosing C. Siddhalinga Devaru, C. Mangala, and C. Mahadevi (siblings/brothers & sisters of **C. Mruthyunjayaswamy**, Promoter); and S. Chandrashekariah & Dr. Gurumurthy (Brothers of **Sowbhagyamma**, Promoter); and entities in which such individuals may have an interest as part of promoter group of the company ('Connected Entities'), as defined under Regulation 2(1)(pp) of the SEBI ICDR Regulations.
2. While seeking exemption from the compliance with Regulation 2(1)(pp) of the SEBI ICDR Regulations, the Company has *inter-alia* submitted the following:
 - (i) The Company is proposing to undertake an IPO in accordance with the provisions of SEBI ICDR Regulations. Sowbhagyamma, Rajashekhar Tumkur Sujith, C. Mruthyunjayaswamy, and H M Hema are the promoters of the Company ("Promoters"), who currently along with certain members of the promoter group hold 100% of the pre-issue paid-up equity share capital of the Company. In connection with the proposed offer, the Company is required to disclose the individuals and



- (ii) However, C. Mruthyunjayaswamy and Sowbhagyamma do not have cordial relationships with their siblings (**Relevant Persons**). The Company has stated that it is not in a position to make the disclosures with respect to the **Relevant Persons** and their Connected Entities. The details of the **Relevant Persons** of C. Mruthyunjayaswamy and Sowbhagyamma are as mentioned below:

S. No.	Name of the person	Relationship with Promoter(s)
1.	C. Siddhalinga Devaru	Brother of C. Mruthyunjayaswamy
2.	C. Mangala	Sister of C. Mruthyunjayaswamy
3.	C. Mahadevi	Sister of C. Mruthyunjayaswamy
4.	S. Chandrashekariah	Brother of Sowbhagyamma
5.	Dr. Gurumurthy	Brother of Sowbhagyamma

3. Upon examination of the submissions of the Company / Merchant Banker, it is noted that the submissions do not provide satisfactory evidence of dissociation of the promoters with the relevant persons. Based on the circumstances of the case, the facts represented and the due diligence certificate submitted by Lead Manager, the matter was examined and the competent authority has decided not to accede to the request of the company.

4. You are, therefore, advised as under:

- i. To classify and disclose C. Siddhalinga Devaru, C. Mangala, and C. Mahadevi (siblings of **C. Mruthyunjayaswamy**, Promoter); and S. Chandrashekariah & Dr. Gurumurthy (Siblings of **Sowbhagyamma**, Promoter); and connected entities as part of the promoter group as per the SEBI ICDR Regulations requirements, and inform them about such inclusion as a promoter group entity.
 - ii. An appropriate Risk Factor shall be included in the Offer document with respect to the disclosures relating to the promoter group.
 - iii. Applicable disclosures, shall be made in the offer document based on the information as available in the public domain.
 - iv. Further, this letter along with all your aforementioned communications shall be part of material contracts and documents for inspection as disclosed in the offer documents.
5. The rejection is specific to the present case and shall not be treated as a precedent.

Yours faithfully,


Dhruva Jyoti Das