FINANCIAL EXPRESS

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Initial public offer of equity shares on the main board of the Stock Exchanges in Compliance with Chapter I for the Securities and Exchange Sand or India Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").





DENTA WATER AND INFRA SOLUTIONS LIMITED

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Registered Office: #40, 3° Floor, Sri Lakshminarayana Mansion, South End Road, Basavianagudi Bangalore, South Bangalore, South Compliana Telephone: +91 (80 2991 5599; Contact Person: Sujata Gaorikar, Company Secretary and Compliance Officer, Website: Use Complianc

OUR PROMOTERS: SOWBHAGYAMMA, SUJITH T R, C MRUTHYUNJAYA SWAMY AND HEMA H M.

INITIAL PUBLIC OFFER OF UP TO 7,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF DENTA WATER AND INFRA SOLUTIONS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [•] MILLION ("ISSUE").

We are water and infrastructure solutions company engaged in design, installation and commissioning of water management infrastructure projects with expertise in ground water recharging projects.

The Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

• QIB Portion: Not more than 50% of the Issue • Non-institutional Portion: Not less than 15% of the Issue

• Retail Portion: Not less than 35% of the Issue

PRICE BAND: ₹279 TO ₹294 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.

THE FLOOR PRICE AND THE CAP PRICE ARE 27.90 TIMES AND 29.40 TIMES THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY.

THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2024 AT THE LOWER END OF THE PRICE BAND

(i.e FLOOR PRICE) IS 8.97 TIMES AND AT THE UPPER END OF THE PRICE BAND (i.e CAP PRICE) IS 9.45 TIMES AS COMPARED

TO THE AVERAGE INDUSTRY PEER GROUP PE RATIO OF 32.94 TIMES.

WEIGHTED AVERAGE RETURN ON NET WORTH FOR LAST THREE FULL FINANCIAL YEARS IS 45.90%.
BIDS CAN BE MADE FOR A MINIMUM OF 50 EQUITY SHARES AND IN MULTIPLES OF 50 EQUITY SHARES THEREAFTER.

In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated January 16, 2025, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for Issue Price" section on page 108 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the "Basis for Issue Price" section on page 108 of the RHP and provided below in this advertisement.

In making an investment decision and purchase in the Issue, potential investors must only rely on the information included in the RHP and the terms of the Issue, including the merits and risks involved and not rely on any other external sources of information about the Issue available in any manner.

RISKS TO INVESTORS:

For details, refer to "Risk Factors" on page 33 of the RHP.

- 1) Legal Proceedings by Lokayukta and Enforcement Directorate: In the past, one of our Promoters, C Mruthyunjaya Swamy, in the capacity as a secretary of the Public Works Department, Karnataka, has been subjected to enquiry by the Lokayukta Police, Bangalore ("Lokayukta") and initiation of certain legal proceedings by the Enforcement Directorate against him, which was subsequently disposed off. Although Mr. C Mruthyunjaya Swamy is currently retired from the services of Government of Karnataka, there is no assurance that legal proceedings will not be reopened by Lokayukta or any other relevant authority against him. For further details, please refer to Addendum dated June 13, 2024 and November 30, 2024.
- 2) Complaints filed with SEBI and other authorities: Certain untraceable persons have filed complaints with SEBI and other authorities against our Company and our Promoter, C Mruthyunjaya Swamy, with allegations including indulging in corrupt practices, misusing of authority by our Promoter while being in public service and influencing the government officers in awarding the contracts to our Company, among others. There is no assurance that our Company or SEBI or other authorities do not receive similar complaints in future. For further details, please refer to Addendum dated June 13, 2024 and November 30, 2024.
- 3) <u>Customer Concentration:</u> Our revenue contribution from 7) government clients has increased from 18.25% in FY 2023 to 63.40% as of FY 2024, and we currently rely substantially on our government clients for our revenues.
 - We derive a significant part of our revenue from some customers. If one or more of such customers choose not to source their

- requirements from us or to terminate our contracts, our business, cash flows, financial condition and results of operations may be adversely affected. For further details on revenue contribution by our customers, please see section titled "Risk Factors" on page 42 of the RHP.
- 4) <u>Dependency on Government of Karnataka:</u> Our Company relies heavily on the Government of Karnataka for its business. 83.98% of our revenue from operations in six months period ended September 30, 2024, is from Government of Karnataka.
- 5) <u>Dependency on procurement of projects</u>: We are significantly dependent on the procurement of projects. Our revenue and earnings are dependent upon award of new contracts which we cannot directly control. If we fail to secure new contracts on a continual basis, our operating results may be materially and adversely affected, and we may be unable to secure projects or maintain our growth it may impact our profitability and subsequently our revenues, and business operations.
- 6) Supplier concentration risk: We rely on a limited number of suppliers for our raw material, loss of these suppliers may have an adverse effect on our business, results of operations and financial conditions. For further details on suppliers, please see section titled "Risk Factors" on page 44 of the RHP.
- 7) <u>Outstanding Litigations:</u> There is an outstanding litigation against our Promoter, Sowbhagyamma. Any adverse decision in such proceedings may render us / them liable to liabilities / penalties and may adversely affect our business, results of operations and financial condition. For further details, please refer to page no. 348 of RHP.

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- 8) Risk relating to joint venture arrangements: We enter into joint ventures arrangements for completion of our projects which may expose us to additional liabilities on account of our partners' failure or underperformance and any premature termination of which, may adversely affect our business, reputation, financial condition and results of operations.
- 9) Order Book related risk: Our current order book may not necessarily translate into future income in its entirety. Some of our current orders may be modified, cancelled, delayed, put on hold or not fully paid for by our customers, which could adversely affect our business, financial condition, results of operations and future prospects. For further details on Order Book, please see section titled "Risk Factors" on page 42 of the RHP.
- 10) The Weighted Average Cost of Acquisition of all Equity Shares transacted in last three years, 18 months and one year preceding

the date of the RHF	tne	aate	OI	tne	KHP
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Period	Weighted average cost of acquisition (₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price Lowest price – Highest price (in ₹)*
Last one year	Nil	Nil	0-0
Last 18 months	Nil	Nil	0-0
Last three years	Nil	Nil	0-0

- * As certified by Maheshwari & Co., Chartered Accountants, by way of their certificate dated January 16, 2025.
- 11) The BRLM associated with the Issue has handled 1 Main Board issue in the past the three years and such issue has not closed below the issue price on listing price.

BID/ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE* TUESDAY, JANUARY 21, 2025 BID/ISSUE OPENS ON* WEDNESDAY, JANUARY 22, 2025* BID/ISSUE CLOSES ON** FRIDAY, JANUARY 24, 2025***

Our Company in consultation with the BRLM, may consider participation by Anchor investors in accordance with the SEBI (CDR Regulations. The Anchor investor Bid Issue Per **Our Company in consultation with the BRLM, may consider clearly the fall issue Previot for Oilbs one Working Day prior to the Bid Issue Clearing Date in accordance with the \$
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An indicative timetable in respect of the Issue is set out below Submission of Bids (other than Bids from Anchor Investors):

d/ Issue Closing Date)
Only between 10:00 am and 5:00 pm (Indian Standard Time ("IST"))
g Date*
Only between 10:00 a.m. and up to 5:00 p.m. IST
Only between 10:00 a,m, and up to 4:00 p.m. IST
Only between 10:00 a.m. and up to 3:00 p.m. IST
Only between 10:00 a.m. and up to 1:00 p.m. IST
Only between 10:00 a.m. and up to 12:00 p.m. IST

Modification/ Revision/cancella	ation of Bids
Upward Revision of Bids by QIBs and Non-Institutional Investors categories*	Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 4.00 p.m. IST on Bid/Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBIs	Only between 10.00 a.m. on the Bid/Issue Opening Date and up to 5.00 p.m. IST on Bid/Issue Closing Date

Event	Indicative Date
Bid/ Issue Closing Date	Friday, January 24, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, January 27, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about Monday, January 27, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Monday, January 27, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, January 29, 2025

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE")

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Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct February 13, 2020 and read with press releases dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS RECARDS ITS OBJECTS: For information on the main objects of our Co



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REGISTRAR TO THE ISSUE

INTEGRATED

Integrated Registry Management Services Private Limited
No Si Ramana Residency, 4th Cross Sampie Road, Malleswaren, Bangalaru, 590 003,
Kamatala India Haphaeva 860, 273-8815-1816/18128 E-mail-tentingo@ieleystate
Investor grievance e-mail: gir@integratedindia in, dentaleo@integratedindia in,
Website: www.integratedindia.nc. Contact Parson S Giricher
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COMPANY SECRETARY AND COMPLIANCE OFFICER

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