

April 7, 2025

To,
Securities and Exchange Board of India
Corporate Finance Department
Division of Issue and Listing
SEBI Bhavan, Plot No C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East)
Mumbai 400051

Dear Sir / Madam

Request for seeking exemption under Regulation 300(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and pursuant to SEBI's email to the Association of Investment Bankers of India dated April 26, 2022 (the "Exemption Application")

Proposed Initial Public Offering of equity shares of face value of ₹10 each ("Equity Shares") of Sattva Engineering Construction Limited (the "Company") comprising fresh issue of Equity Shares ("Issue")

1. Background

- 1.1. Our Company was incorporated as "Sattva Engineering Construction Private Limited" a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 21, 2005 from the Registrar of Companies, Tamil Nadu (the "RoC"). Subsequently, the name of our Company was changed from "Sattva Engineering Construction Private Limited" to "Sattva Engineering Construction Limited", consequent to conversion of our Company from private limited company to public limited company and issue of a fresh certificate of incorporation dated December 23, 2024 by the RoC Central Registration Centre. The registered office of our Company is situated at Greams Dugar, 4th floor, North Wing, Old No. 149, New No. 64, Greams Road, Thousand Lights, Chennai 600006, Tamil Nadu, India.
- 1.2. Our Company is engaged the business of providing water resource management solutions, which includes the water supply scheme with underground and overhead tank, underground sewerage system, sewage treatment plants and water treatment plants, primarily for government authorities and bodies. We also offer operation and maintenance services for the sewage treatment plants as a part of the EPC contract
- 1.3. Subject to market conditions, receipt of necessary approvals, and other considerations, our Company is proposing to undertake the Issue. In relation to the Issue, our Company proposes to file the draft red herring prospectus (the "DRHP") with the EMERGE platform of the National Stock Exchange of India Limited (the "NSE EMERGE") and, subsequently file the red herring prospectus and the prospectus (collectively with the DRHP, the "Offer Documents") with the RoC, SEBI and the NSE, in accordance with the provisions of the Companies Act, 2013 ("Companies Act") and the SEBI ICDR Regulations.
- 1.4. Our Company has appointed Vivro Financial Services Private Limited as the book running lead manager to the Issue.

The Promoters of our Company are Santhanam Seshadri, R Sekar and Jagachchandarr Sekar Uthra, who currently hold 85.18% of the pre-Issue paid-up equity share capital of the Company, as set forth in the table below:



Sr. No.	Promoter Shareholder	No. of Equity Shares	% of total shareholding
1.	Santhanam Seshadri	54,94,500	43.09
2.	R Sekar	40,91,799	32.09
3.	Jagachchandarr Sekar Uthra	12,75,182	10.00
Total		1,08,61,481	85.18

None of the Seshadri's Promoter Group hold any shares in the balance 14.82% of the pre-Issue paid-up equity share capital of the Company.

2. Identification of Promoter Group

- 2.1. In connection with the Issue, the Company is required to identify persons and entities, in accordance with the definition prescribed under Regulation 2(1)(pp) of the SEBI ICDR Regulations, as 'members of the promoter group of the Company ("Promoter Group)". In the instant case, the Promoter Group consists of individuals and entities as defined under Regulation 2(1)(pp)(i), (ii) and (iv) of the SEBI ICDR Regulations. Additionally, pursuant to the SEBI ICDR Regulations, certain confirmations and undertakings must be included in the Offer Documents with respect to the Promoter Group
- 2.2. The persons constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

(1) *Natural persons forming part of our Promoter Group*

Promoter	Individuals	Relationship
Santhanam Seshadri	Santhanam Srinivasa Desikachari*	Promoter's Father
	Santhanam Narasimhan*	Promoter's Brother
	Kanaka Ravi	Promoter's Sister
	Rajalakshmi Santhanam Govindhen*	Promoter's Brother
	Santhanam Padmanabhan*	Promoter's Brother
	Kumudha Ramesh	Promoter's Sister
	Rama Seshadri	Promoter's Spouse
	Manasaa Seshadri	Promoter's Daughter
	Srivatshan Seshadri	Promoter's Son
	Jayalaxmi	Spouse's Mother
	K Sridhar	Spouse's Brother
	Govindan K	Spouse's Brother
	Balaji Kannan	Spouse's Brother
	R Sekar	Rajagopal D
Povunammal		Promoter's Mother
Sivasankari		Promoter's Sister
Latha Sekar		Promoter's Sister
Lakshmi Kumaresan		Promoter's Sister
T R Kumaar		Promoter's Brother
Uthra Sekar		Promoter's Spouse
Lokeswer Sekar Uthra		Promoter's 1 st Son
Jagachchandarr Sekar Uthra		Promoter's 2 nd Son
R Thirunavukkarasu		Spouse's Father
T Sundhari		Spouse's Mother
Srikanth N. T.		Spouse's Brother
Kannan Kavitha		Spouse's Sister
Jagachchandarr Sekar Uthra	Sekar R	Promoter's Father
	Uthra Sekar	Promoter's Mother



Promoter	Individuals	Relationship
	Lokeswer Sekar Uthra	Promotor's Brother

(2) *Entities forming part of the Promoter Group*

No.	Companies, Firms, Entities and HUFs
1.	LJ Consulting Private Limited
2.	Sattva Logistics Private Limited*
3.	Sattva Hi-Tech and Conware Private Limited*
4.	Sattva Industries Private Limited*
5.	Sattva Agro Expo Private Limited*
6.	Sical Sattva Rail Terminal Private Limited*
7.	Sattva CFS & Logistics Private Limited*
8.	Visakha CFS and Logistics Private Limited*
9.	Western Gateway Cargo Services Private Limited*
10.	Vintage Integrated Logistics Private Limited*
11.	Durai Shipping and Services Private Limited*

2.3. The Promoter Group of our Promoters Rajagopal Sekar and Jagachchandarr Sekar Uthra are willing to be part of Promoter Group and provide their information, as required under the SEBI ICDR Regulations. However, certain persons belonging to the Promoter Group of our Promoter, Santhanam Seshadri ("Seshadri's Promoter Group") have expressed their unwillingness to be part of promoter group and consequently unwilling to provide their information.

2.4. The Seshadri's Promoter Group, who are not willing to provide their information to include in the DRHP ("Dissenting Promoter Group") are marked with an asterisk above. For ease of reference, we list their names in the table below:

Natural persons & entities forming part of Dissenting Promoter Group:

No.	Individuals	Relationship
1.	Santhanam Srinivasa Desikachari	Promoter's Father
2.	Santhanam Narasimhan	Promoter's Brother
3.	Rajalakshmi Santhanam Govindhen	Promoter's Brother
4.	Santhanam Padmanabhan	Promoter's Brother

No.	Companies
1.	Sattva Logistics Private Limited
2.	Sattva Hi-Tech and Conware Private Limited
3.	Sattva Industries Private Limited
4.	Sattva Agro Expo Private Limited
5.	Sical Sattva Rail Terminal Private Limited
6.	Sattva CFS & Logistics Private Limited
7.	Visakha CFS and Logistics Private Limited
8.	Western Gateway Cargo Services Private Limited
9.	Vintage Integrated Logistics Private Limited
10.	Durai Shipping and Services Private Limited

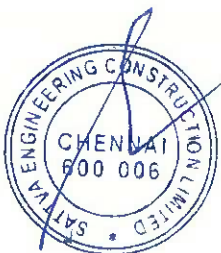
3. Grounds for seeking exemption

3.1. The persons and entities belonging to the Dissenting Promoter Group have indicated to Santhanam Seshadri that they are not willing to be constituted under the category "promoter group" or to furnish or



share any information/documentation related to it and/or other entities, thereby disassociating themselves and their entities from Santhanam Seshadri on the grounds that:

- 3.1.1 they have not, and do not, hold any equity shares, warrants/convertible securities, stock options or any other securities in the Company, and do not have any special rights through any formal or informal arrangement;
 - 3.1.2 they do not (directly or indirectly) have any role in the management or operations of the Company;
 - 3.1.3 they have not been associated with the Company at any time in any capacity including as a promoter or director, and never had any role in the management and operations of the Company (directly or indirectly);
 - 3.1.4 none of them intend to, and will not, participate in the IPO, either directly or indirectly, or apply under the anchor investor portion of the IPO.
- 3.2. Dissenting Promoter Group have provided a sworn affidavit to this effect wherein they have confirmed all the above matters. We enclose the affidavits given by the Dissenting Promoter Group in this regard, a list of which is set out in Annexure A.
- 3.3. Accordingly, our Company is unable to comply with the requirements prescribed under Part A to Schedule VI of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations, with respect to providing all the confirmations/ information to be disclosed in the Offer Documents in relation to the Seshadri's Promoter Group, due to the aforesaid factors. Therefore, our Company is constrained and unable to consider the Dissenting Promoter Group as a part of the Promoter Group of our Company OR include any information with respect to them in the Offer Documents with their consent.
- 3.4. Santhanam Seshadri, will provide the information that is available with him, as an immediate relative of the Seshadri's Promoter Group, and as a minority shareholder in some companies deemed to be part of the Seshadri's Promoter Group and the disclosures in the Offer Documents will be based on this limited information and what is available in the public domain.
- 3.5. Considering the above, we are filing this application to seek relaxation from the strict requirement of including the Dissenting Promoter Group as members of the Promoter Group of our Company and also from including disclosures prescribed under the SEBI ICDR Regulations pertaining to the Dissenting Promoter Group in the Offer Documents.
- 3.6. In the DRHP we file with the NSE Emerge, we will include information of the entire promoter group, including that of the Dissenting Promoter Group with a clear disclosure that (a) the Dissenting Promoter Group had expressed their unwillingness to be part of the promoter group, (b) they have given a sworn affidavit to this effect, (c) we have applied to SEBI for an exemption under Regulation 300 of the SEBI ICDR Regulations to exempt us from disclosing information of the Dissenting Promoter Group in Offer Documents, and (d) the DRHP will contain information of the Dissenting Promoter Group, wherever necessary and applicable, based on the information obtained from the Promoter, Santhanam Seshadri, (he being an immediate relative of the Dissenting Promoter Group) and information available in public domain.



4. Relaxation sought

- 4.1. Regulation 300 of the SEBI ICDR Regulations, which provides that SEBI may, in the interest of investors or for the development of the securities market, relax the strict enforcement of any requirement of the SEBI ICDR Regulations, if the SEBI is satisfied that:
- (a) the requirement is procedural in nature; or
 - (b) any disclosure requirement is not relevant for a particular class of industry or issuer; or
 - (c) the non-compliance was caused due to factors beyond the control of the issuer.
- 4.2. For the reasons set out in paragraph 3 above, our Company is unable to obtain any confirmations from the Dissenting Promoter Group and the Dissenting Promoter Group have expressed their unwillingness to provide their information and confirmations with respect to them.
- 4.3. The non-compliance with regard to include information of the Dissenting Promoter Group is caused due to factors beyond our control. We, therefore, request you to grant an exemption to our Company in terms of Regulation 300(1)(b) and (c) of the SEBI ICDR Regulations from:
- (i) classifying and disclosing the Dissenting Promoter Group as part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations in the Offer Documents and any other document in relation to the Issue; and
 - (ii) disclosing information and confirmations with respect to the Dissenting Promoter Group in the Offer Documents and any other documents in relation to the Issue, as per the requirement under the SEBI ICDR Regulations except to the extent mentioned in para 3.4 above.

The Company has made payment of ₹1 lakh (Rupees one lakh) towards the fees for this Exemption Application in terms of Regulation 300(3) of the SEBI ICDR Regulations vide NEFT and the details of the same are mentioned below:

Name of transferor bank: HDFC Bank

Account number: 50200063730122

UTR Number : HDFCN52025040763252608

Transaction Remarks : NEFT-CITI0100000-C05849070425105321-BDSKBEF72JX0HNHAP0-SECURITIES AND EXCHANGE BOARD OF INDIA SEBI ONLINE EFT


Reference: 1016704381

We request you to keep the contents of this Exemption Application and any related communication, confidential.

We trust you will consider the above request and grant your exemption as prayed above.

Yours faithfully,

For Sattva Engineering Construction Limited


Authorized Signatory:

Name: SANTHANAM SESNADRI

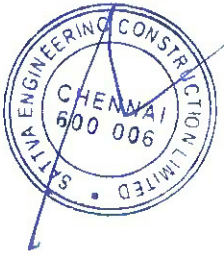
Designation: WHOLE TIME DIRECTOR

DIN:00161517



Annexure A – List of Affidavits given by Dissenting Promoter Group

No.	Name	Relation	Date of Affidavit
1.	Santhanam Srinivasa Desikachari	Promoter's Father	All dated April 1, 2025
2.	Santhanam Narasimhan	Promoter's Brother	
3.	Rajalakshmi Santhanam Govindhen	Promoter's Brother	
4.	Santhanam Padmanabhan	Promoter's Brother	
5.	Sattva Logistics Private Limited	Promoter Group	
6.	Sattva Hi-Tech and Conware Private Limited	Promoter Group	
7.	Sattva Industries Private Limited	Promoter Group	
8.	Sattva Agro Expo Private Limited	Promoter Group	
9.	Sical Sattva Rail Terminal Private Limited	Promoter Group	
10.	Sattva CFS & Logistics Private Limited	Promoter Group	
11.	Visakha CFS and Logistics Private Limited	Promoter Group	
12.	Western Gateway Cargo Services Private Limited	Promoter Group	
13.	Vintage Integrated Logistics Private Limited	Promoter Group	
14.	Durai Shipping and Services Private Limited	Promoter Group	



SATTVA ENGINEERING CONSTRUCTION PVT LTD
4TH FLOOR NEW NO 64
GREAMS DUGAR GREAMS ROAD
THOUSAND LIGHTS
CHENNAI, TAMIL NADU, Pin : 600006

PAYMENT ADVICE

Transaction Date	:	07/04/2025
Remitter Name	:	SATTVA ENGINEERING CONSTRUCTION PVT LTD
Remitter's Account No	:	50200063730122
Beneficiary Code	:	
Beneficiary Name	:	SECURITIES AND EXCHANDGE BOARD OF INDIA SEBI ONLINE EFT
Beneficiary's Account No	:	BDSKBEF72JX0HNHAP0
Transaction Remarks	:	NEFT - CITI0100000 - C05849070425105321 - - BDSKBEF72JX0HNHAP0 - SECURITIES AND EXCHANDGE BOARD OF INDIA SEBI ONLINE EFT
Reference No	:	1016704381
Payment Product	:	NEFT
UTR / RRN No	:	HDFCN52025040763252608
Amount	:	118005.90
Amount In Words	:	One Lakh Eighteen Thousand Five Rupees Ninety Paise

Dear Sir / Madam,

We have initiated your payment for the amount of 118005.90 for the services rendered, vide NEFT, for below mentioned details

Payment Details 1 :
Payment Details 2 :
Payment Details 3 :



Securities and Exchange Board of
India SEBI



(Scan QR Code with QR Reader
to know the transaction status)

NEFT/RTGS Detail

Beneficiary Name: Securities and Exchange Board of India SEBI Online EFT
NEFT/RTGS Amount: 118005.90
(Do not round off amount)
Beneficiary A/C No: BDSKB EF72JX0HNHAP0
(Applicable only for this transaction. First seven characters are alphabets, rest are numbers)
Beneficiary IFSC: CITI0100000
(5th character is zero)
Beneficiary Bank: CITIBANK
D.N. Road, Fort, Mumbai

Challan Details

Challan Creation Date: 07/04/2025

Recommended transfer within: 2 days of challan creation

I/We (sender) have read, understood and accepted the following terms & conditions:

1. I/We will execute NEFT/RTGS from my/our bank within 2 days of creating this slip, post which funds may be refunded and required service may not be rendered.
2. Beneficiary Account Number mentioned in this Challan slip is applicable for current transaction only. For any other or new transaction, kindly initiate a new transaction workflow from merchant's website only.
3. NEFT/RTGS should be initiated by using person to person bank account transfer only [R41 mode only]. In case you are requesting your bank branch to initiate NEFT/RTGS on your behalf, it must be specifically using R41 mode only. Using any other mode for transfer of funds will be treated as invalid and required services will not be rendered.
4. NEFT/RTGS transfer amount should be an exact match with transaction amount mentioned on this slip (including paisa). Do not round off the transfer amount even for the second decimal place.
5. I/We will not initiate multiple NEFT/RTGS by breaking the amount in more than one part. Such EFTs will be treated as invalid transactions and required service will not be delivered.
6. NEFT/RTGS should be initiated from the sender's bank account only as any refund/reversal will be credited in the same bank account.
7. It is sender's responsibility to ensure that the bank account is enabled for incoming NEFT/RTGS in case of refunds.
8. A nominal amount may be charged to the sender towards refund processing for invalid transactions Refunds.

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