

SUZLON ENERGY LIMITED

[CIN: L40100GJ1995PLC025447]

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009;
Tel.: +91.79.6604 5000; **Fax:** +91.79.2656 5540; **Website:** www.suzlon.com; **Email id:** investors@suzlon.com

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the shareholders of Suzlon Energy Limited will be held on Tuesday, 24th March 2020 at 4.00 p.m. at H T Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 to transact the following businesses:

SPECIAL BUSINESS:

1. To approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 61(1)(a), Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs.2498,00,00,000/- (Rupees Two Thousand Four Hundred Ninety Eight Crores Only) divided into 1249,00,00,000 (One Thousand Two Hundred Forty Nine Crores) equity shares of Rs.2/- (Rupees Two Only) each to Rs.8400,00,00,000/- (Rupees Eight Thousand Four Hundred Crores Only) divided into 4200,00,00,000 (Four Thousand Two Hundred Crores) equity shares of Rs.2/- (Rupees Two Only) each by creation of additional 2951,00,00,000 (Two Thousand Nine Hundred Fifty One Crores) equity shares of Rs.2/- (Rupees Two Only) each in the Authorised Share Capital of the Company."

"RESOLVED FURTHER THAT pursuant to Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:

V. The Authorised Share Capital of the Company is Rs.8400,00,00,000/- (Rupees Eight Thousand Four Hundred Crores Only) divided into 4200,00,00,000 (Four Thousand Two Hundred Crores) equity shares of Rs.2/- (Rupees Two Only)."

"RESOLVED FURTHER THAT Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, the Wholtime Director & COO, Mr. J.P.Chalasani, the Group Chief Executive Officer, Mr. Swapnil Jain, the Chief Financial Officer and Mrs. Geetanjali S.Vaidya, the Company Secretary of the Company, be and are hereby severally authorised to intimate the Registrar of Companies, Gujarat about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to give effect to the aforementioned Resolution, including to enable the Company and the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company as specified in the above Resolution."

2. To approve issue of equity shares of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT in terms of restructuring of debt (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan) of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any and to the extent applicable, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Regulation 158(6) of Chapter V – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA") and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities including but not limited to the GOI, SEBI, RBI, MCA, etc., and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot in dematerialised form, up to 100,00,00,000 (One Hundred Crores) equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each subject to such equity shares constituting at least 10% of the post- issue share capital of the Company (subject to certain permissible exclusions as may be agreed by the lenders), to be issued at an aggregate consideration of Re.1/- (Rupee One Only) for each lender to one or more lenders as mentioned in the explanatory statement (hereinafter collectively referred to as the "Proposed Equity Holders") in part conversion of their debt, in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in accordance with Regulation 158(6) of the ICDR Regulations read with Regulations 31-33 of Annex-1 to the RBI Circular, the "Reference Date", for determining the price of the equity shares being allotted to the Proposed Equity Holders by way of preferential issue pursuant to conversion of debt as part of a debt restructuring in accordance with RBI guidelines is the date on which the lenders approve the Resolution Plan."

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board (for actions that are permitted to be performed by such Committee under the provisions of the Act) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representative(s)) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Reference Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Equity Holders, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any of the lenders while approving or implementing the Resolution Plan or by any statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board’s decisions on such matters as decisions that shall prevail and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board (for actions that are permitted to be performed by such committee under the provisions of the Act) to give effect to this resolution.”

3. To approve issue of optionally convertible debentures of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in terms of the restructuring of debt (hereinafter referred to as the “Resolution Plan”, which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan) of the Company and its certain identified subsidiaries (collectively, “Suzlon The Group” or the “STG”) formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the “RBI Circular”) and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions, if any and to the extent applicable, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities including but not limited to the GOI, SEBI, RBI, MCA, etc., and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in dematerialised form, up to 4,10,000 (Four Lacs Ten Thousand) 0.01% Secured Optionally Convertible Debentures (hereinafter referred to as the “OCDs”) having a face value of Rs.1,00,000/- (Rupees One Lac Only) each to be issued at the face value aggregating to Rs.4100,00,00,000/- (Rupees Four Thousand One Hundred Crores Only) to one or more lenders as mentioned in the explanatory statement (hereinafter collectively referred to as the “Proposed OCD Holders”) in lieu of part conversion of their debt, in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the “Relevant Date / Reference Date”, for determining the price of the equity shares to be allotted pursuant to conversion of OCDs shall be fixed at the time of conversion of the OCDs as per the applicable provisions of the ICDR Regulations, RBI regulations and the Act.”

“RESOLVED FURTHER THAT (a) the OCDs as well as the equity shares to be allotted on conversion of the OCDs shall be made fully paid up at the time of allotment, (b) the equity shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, and (c) the OCDs as well as the equity shares issued upon conversion of the OCDs shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of OCDs to the Proposed OCD Holders shall be subject to the following terms and conditions apart from other requirements as prescribed under applicable laws:

Sr. No.	TOPIC	DETAILS
1.	Instrument	Secured Optionally Convertible Debentures
2.	Issuer	Suzlon Energy Limited
3.	Amount	Up to Rs.4,100 Crores
4.	Coupon	0.01% p.a., payable annually on 30 th June
5.	Face value	Rs.1,00,000/- each
6.	Rating	Unrated

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7.	Listing	Unlisted																																														
8.	Issue price	At par with Face Value																																														
9.	Tenor	Initial Tenor of 10 years. At the end of initial tenor, the holders of OCDs shall have the obligation to subscribe to new series of OCDs having tenor of 10 (ten) years. Such new series shall be issued in compliance with the provisions of applicable law, and on similar terms of issuance as that of old series OCDs (save and except for required adjustments needed for payments / pre-payments / conversions of OCDs made during the currency of old series OCDs pursuant to the terms of issuance of the old series and / or the provisions of the Resolution Plan) in accordance with regulatory approvals and such that proceeds of old series shall be utilised for subscription to the new series.																																														
10.	Redemption of face value of OCDs	Each OCD of face value of Rs.1,00,000/- to be redeemed in the following manner: In the event of any payments / prepayments / conversions made during the currency of OCDs pursuant to the terms of issuance and / or the provisions of the Resolution Plan, such payment / prepayment / conversion amount shall be adjusted against the payment schedule provided below. <table border="1"> <thead> <tr> <th>Date</th> <th>Redemption of OCD</th> </tr> </thead> <tbody> <tr> <td>30th June 2020</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2021</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2022</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2023</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2024</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2025</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2026</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2027</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2028</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2029</td> <td>Rs.10/- each</td> </tr> <tr> <td>30th June 2030</td> <td>Rs.10/- each or such other amount as may be agreed</td> </tr> <tr> <td colspan="2">New Series</td> </tr> <tr> <td>31st March 2031</td> <td>Rs.4980/- each</td> </tr> <tr> <td>31st March 2032</td> <td>Rs.4990/- each</td> </tr> <tr> <td>31st March 2033</td> <td>Rs.9990/- each</td> </tr> <tr> <td>31st March 2034</td> <td>Rs.9990/- each</td> </tr> <tr> <td>31st March 2035</td> <td>Rs.9990/- each</td> </tr> <tr> <td>31st March 2036</td> <td>Rs.9990/- each</td> </tr> <tr> <td>31st March 2037</td> <td>Rs.9990/- each</td> </tr> <tr> <td>31st March 2038</td> <td>Rs.9990/- each</td> </tr> <tr> <td>31st March 2039</td> <td>Rs.14990/- each</td> </tr> <tr> <td>31st March 2040</td> <td>Rs.14990/- each</td> </tr> </tbody> </table>	Date	Redemption of OCD	30 th June 2020	Rs.10/- each	30 th June 2021	Rs.10/- each	30 th June 2022	Rs.10/- each	30 th June 2023	Rs.10/- each	30 th June 2024	Rs.10/- each	30 th June 2025	Rs.10/- each	30 th June 2026	Rs.10/- each	30 th June 2027	Rs.10/- each	30 th June 2028	Rs.10/- each	30 th June 2029	Rs.10/- each	30 th June 2030	Rs.10/- each or such other amount as may be agreed	New Series		31 st March 2031	Rs.4980/- each	31 st March 2032	Rs.4990/- each	31 st March 2033	Rs.9990/- each	31 st March 2034	Rs.9990/- each	31 st March 2035	Rs.9990/- each	31 st March 2036	Rs.9990/- each	31 st March 2037	Rs.9990/- each	31 st March 2038	Rs.9990/- each	31 st March 2039	Rs.14990/- each	31 st March 2040	Rs.14990/- each
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11.	Voting Rights	Nil. Equity shares of the Company issued upon conversion of OCDs shall carry the same voting rights as are available on the existing equity shares of the Company.																																														
12.	Convertibility Option	In case of default in redemption of OCDs pursuant to its terms, the holders of OCDs shall have the option to convert the defaulted redemption amount into equity shares of the Company. In case of default in servicing OCDs, the OCD holders shall have an option to convert OCDs into equity shares of the Company.																																														
13.	Conversion Price	Conversion Price of the OCDs for their conversion into equity shares of the Company shall be determined at the time of conversion of the OCDs as per applicable ICDR Regulations, RBI regulations and the Act.																																														
14.	Security	OCDs will be secured by (a) Corporate Guarantee of Suzlon Global Services Limited, Suzlon Power Infrastructure Limited, Suzlon Gujarat Wind Park Limited and Suzlon Generators Limited and (b) such other security as per the Resolution Plan																																														
15.	Prepayment	OCDs shall be subject to prepayment terms (including exit price) as agreed to between the Board and the Proposed OCD Holders under the terms of the Resolution Plan. It clarified that there shall not be any prepayment penalty for servicing of OCDs.																																														
16.	Other Conditions	OCDs shall be subject to such other terms and conditions as may be agreed to between the Board and the Proposed OCD Holders under the Resolution Plan.”																																														

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board (for actions that are permitted to be performed by such Committee under the provisions of the Act) be and is hereby authorised on behalf of the Company

to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representative(s)) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed OCD Holders, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any of the lenders while approving or implementing the Resolution Plan or by any statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board's decisions on such matters as decisions that shall prevail and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board (for actions that are permitted to be performed by such committee under the provisions of the Act) to give effect to this resolution."

4. To approve issue of convertible warrants of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT in terms of restructuring of debt (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan) of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any and to the extent applicable, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Regulation 158(6) of Chapter V – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities including but not limited to the GOI, SEBI, RBI, MCA, lenders, etc., and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in dematerialised form, up to 50,00,00,000 (Fifty Crores) convertible warrants of Rs.2/- (Rupee Two Only) each (hereinafter referred to as the "Warrants") at an aggregate consideration of Re.1/- (Rupee One only) for each lender (hereinafter referred to as the "Warrant Price") to one or more lenders as mentioned in the explanatory statement (hereinafter collectively referred to as the "Proposed Warrant Holders"), in part conversion / resolution of their debt, in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit"

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and equity shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions apart from other requirements as prescribed under applicable laws:

- 1) The Warrants shall be unsecured and unrated and shall be issued and allotted in terms of the Resolution Plan and shall be in accordance with the RBI Circular and Regulation 158(6) of the ICDR Regulations and accordingly other provisions of ICDR Regulations shall not apply to this preferential issue of Warrants.
- 2) The Warrants shall be allotted as fully paid- up.
- 3) All Warrants shall be deposited into a separate escrow agent account. The Warrants shall be released by the escrow agent to the Proposed Warrant Holders only upon occurrence of the "conversion event" (as described below).
- 4) In case Part A Facilities under the Resolution Plan are not classified as "Standard" (as per Reserve Bank of India's Master Circular - Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances dated 1st July 2015 (hereinafter referred to as "IRAC norms")) by 31st March 2022 ("Conversion Event"), then the Warrants shall be converted into and the Company shall allot, at no additional cost / payment, 1 (One) equity share of a face value of Rs.2/- (Rupees Two Only) each of the Company per Warrant, aggregating to 50,00,00,000 (Fifty Crores) equity shares of the Company in exchange of all the Warrants together, subject to necessary adjustments on account of any subsequent corporate actions, at no additional cost of any nature, such that the Equity Shares arising out of the conversion of the Warrants shall aggregate to not less than 5% of the issued and paid-up share capital of the Company as on the date of allotment of the Warrants.
- 5) In case Part A Facilities under the Resolution Plan are upgraded as "Standard" (as per IRAC norms) on or before 31st March 2022, then all the Warrants shall expire without any further action required from the Company or the Proposed Warrant Holders and the amount subscribed shall stand forfeited.
- 6) The Warrants by their nature, until converted into equity shares, do not give the Proposed Warrant Holders any rights available to shareholders of the Company including voting rights.

- 7) The equity shares arising from exercise of the Warrants shall be fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Regulation 158(6) of the ICDR Regulations. The said equity shares shall be listed on the National Stock Exchange of India Limited and BSE Limited subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- 8) Upon taking delivery of equity shares and subject to the lock-in requirements and other applicable provisions of the ICDR Regulations, Proposed Warrant Holders shall be free to immediately sell such shareholding in market and utilise the proceeds for reducing their Part A Facilities under the Resolution Plan.”

“RESOLVED FURTHER THAT in accordance with Regulation 158(6) of the ICDR Regulations read with Regulations 31-33 of Annex-1 to the RBI Circular, the “Reference Date”, for conversion of convertible securities into equity is the date on which the lenders approve the conversion of the convertible securities into equity and as the Proposed Warrant Holders (being the lenders to the Company) have approved the conversion of Warrants under the terms of the Resolution Plan (such terms have been described in above paragraph), such ‘Reference Date’ is the date on which the lenders approve the Resolution Plan.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution on conversion of Warrants shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board (for actions that are permitted to be performed by such Committee under the provisions of the Act) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Reference Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Warrants Holders, listing of the equity shares to be issued and allotted upon conversion of Warrants, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any of the lenders while approving or implementing the Resolution Plan or by any statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board’s decisions on such matters as decisions that shall prevail and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board (for actions that are permitted to be performed by such committee under the provisions of the Act) to give effect to this resolution.”

5. To consider in-principle approval for conversion of loan to equity

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and other applicable provisions, if any and to the extent applicable, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board, to convert the whole or part of the outstanding loans of the Company (including borrowings by way of issuance of debentures and whether disbursed on or prior to or after the date of this resolution) into fully paid up equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each, in one or more tranches, on such terms and conditions as set forth by the lenders to the Company (hereinafter referred to as the “Lenders”) in the sanction letter(s), term sheet(s), loan agreement(s), security document(s) and / or any other financing documents by whatever name called (hereinafter referred to as the “Financing Documents”) or as may be stipulated by the Lenders in respect of existing financial assistance or any financial assistance which may be availed in future by the Company, at the option of the Lenders, not exceeding Rs.20,000 Crores (Rupees Twenty Thousand Crores Only), consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 and each such financial assistance being separate and distinct from the other, and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- i) the conversion right reserved as aforesaid may be exercised by the Lenders in accordance with the terms of the Financing Documents;
- ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Financing Documents and subject to the applicable laws, allot and issue the requisite number of fully paid-up equity shares of the Company to the Lenders from the date of conversion and the Lenders shall accept the same in satisfaction of the part of the loans so converted;

- iii) the part of the loan so converted shall cease to carry interest, further interest, additional interest, repayment instalment, liquidated damages, commission, fee, etc., as the case may be, from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the Financing Documents shall stand reduced by the amounts of the loan so converted;
- iv) The equity shares so allotted and issued to the Lenders shall rank pari passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board / such other persons authorised by the Board from time to time be and are hereby severally authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the applicable law, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Lenders, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the offer, issue and allotment as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

6. To approve issue of equity shares / equity linked instruments

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions, consents and sanctions as may be necessary from, and under the rules, regulations, guidelines issued by, the Government of India (GOI), the Reserve Bank of India (RBI), Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs, and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India (SEBI), BSE Limited, National Stock Exchange of India Limited and / or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares (having face value of Rs.2/- each) (‘Equity Shares’) of the Company are listed and the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities including the lenders and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or Fully Convertible Debentures (FCDs), Non-Convertible Debentures (NCDs) with warrants or any other financial instruments by whatever name called (OFIs) convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the ‘Securities’) or any combination of the Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, through public issue(s) by prospectus, private placement(s) or a combination thereof at such time or times, and / or Qualified Institutional Placement (‘QIP’) and / or rights offering or any combination thereof, through issue of prospectus and / or placement document or other permissible / requisite offer document to any eligible person including Qualified Institutional Buyers (‘QIBs’) in accordance with Chapter VI of the ICDR Regulations or otherwise, and / or to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Promoters / Promoter Group, Indian and / or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion, for an aggregate value of up to Rs.1,000 Crores (Rupees One Thousand Crores Only) or an amount equivalent thereof in one or more foreign currencies (inclusive of such premium as may be fixed on such Securities), by offering such Securities at such time or times, at such price or prices (payable in cash or kind or in exchange of / upon conversion of existing Securities), at a discount or premium to the market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers and / or other advisors, as the Board in its absolute discretion may deem fit and appropriate.”

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as ‘Eligible Securities’ within the meaning of the ICDR Regulations):

- (a) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 12 (twelve) months from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the ICDR Regulations from time to time;
- (b) the Eligible Securities shall not be eligible to be sold for a period of 12 (twelve) months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations;
- (c) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed 5 (five) times the net worth of the Company as per the audited balance sheet of the previous financial year;
- (d) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations;
- (e) in the event that convertible securities and / or warrants which are convertible into Equity Shares of the Company are issued along with NCDs to QIBs under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and / or warrants simultaneously with NCDs and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations;
- (f) the allotment to each QIB in the proposed QIP will not exceed 5% of the post issue paid-up capital of the Company or such other limit as may be permitted under applicable law;
- (g) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.”

“RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the underlying equity shares shall rank pari passu with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the issue of Equity Shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of any merger, amalgamation, takeover or any other re-organisation or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing

of the Issue(s), including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s).”

“RESOLVED FURTHER THAT all the aforesaid powers and authorities be and are hereby further sub-delegated to the Securities Issue Committee of the Board and that the said Securities Issue Committee be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. and to do all such acts, deeds, matters and things as might be required in connection with the issue of the Securities which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board.”

7. To approve divestment / dilution / disposal of the Company’s investment(s) / asset(s) / undertaking(s)

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in terms of the ongoing business, corporate and debt restructuring of the Company and its certain identified subsidiaries (collectively, “Suzlon The Group” or the “STG”) and pursuant to Section 180(1)(a) of the Companies Act, 2013 (“Act”) read with Regulation 24 and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and to the extent applicable, of the Act, the Memorandum and Articles of Association of the Company and subject to requisite approvals of all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary (including approval of the lenders), and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee thereof authorised for the purpose) for divestment / dilution / disposal / change in control of, selling, leasing or otherwise dealing in the Company’s or any of its subsidiaries’ investment(s) / asset(s) / undertaking(s), partly or fully, and including but not limiting to one or more or all of the following on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit in the best interest of the Company:

- (a) SE Forge Limited
- (b) Suzlon Global Services Limited
- (c) Suzlon Wind Energy Romania SRL
- (d) Suzlon Energy Portugal, Lda
- (e) Suzlon Wind Eberji Sanayi Ve Ticaret Ltd. Şti
- (f) Suzlon Wind Energy Espana S.L.U
- (g) Suzlon Wind Energy South Africa PTY Ltd
- (h) Suzlon Wind Energy Lanka Pvt Ltd
- (i) Suzlon Wind Energy Corporation
- (j) Suzlon Wind Energy Nicaragua S.A
- (k) Suzlon Energy Australia Pty Ltd
- (l) Corporate Office of Suzlon Group at “One Earth”, Hadapsar, Pune
- (m) Any other investment(s) / asset(s) / undertaking(s) identified by the Board and agreed with the Lenders

(hereinafter referred to as the “Assets”).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or such other persons authorised by the Board from time to time be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the time when the divestment / dilution / disposal / change in control / selling / leasing / other dealings be done / made, the manner of divestment / dilution / disposal / change in control / selling / dealing / other dealings, extent of divestment / dilution / disposal / change in control / selling / dealing / other dealings, other incidental and ancillary activities thereto determining such other terms and conditions, other incidental and ancillary activities relevant to the divestment / dilution / disposal / change in control / selling / leasing / other dealings of the Company’s Assets, negotiating, finalising and executing agreement(s), such other document(s), by whatever name called, such other deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter and to complete the aforesaid transaction, from time to time, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, from time to time, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. To approve issue of equity shares of the Company on preferential basis to the Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals (including approvals of the existing lenders of the Company) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, fully paid-up equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each, at an issue price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws, for an aggregate consideration not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crores) to the Promoters and certain persons / entities as mentioned in the explanatory statement (hereinafter collectively referred to as the “Proposed Allottees”), in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the “Relevant Date”, for determining the price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, i.e. 20th February 2020 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee (for actions that are permitted to be performed by such Committee under the provisions of the Act) of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottees, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board (for actions that are permitted to be performed by such committee under the provisions of the Act) to give effect to this resolution.”

9. To approve issue of compulsorily convertible debentures of the Company on preferential basis to Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “ICDR Regulations”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals (including approvals of the existing lenders of the Company) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in dematerialised form, 10,000 (Ten Thousand) unsecured compulsorily convertible debentures (hereinafter referred to as the “CCDs”) of the Company having a face value of Rs.1,00,000/- (Rupees One Lac Only) each for cash at par aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores Only) to Tanti Holdings Private Limited (i.e. a promoter of the Company) and certain persons / entities as mentioned in the explanatory statement (hereinafter collectively referred to as the “Proposed Allottees”), in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the CCDs be offered and issued on the following terms and conditions:

1. **Face Value:** Each CCD shall have a face value of Rs.1,00,000/- (Rupees One Lac Only).
2. **Form:** The CCDs shall be allotted in dematerialised form and shall be rupee denominated, unsecured, unlisted, unrated, compulsorily convertible and subject to the provisions of the Companies Act, 2013, the ICDR Regulations and the Memorandum and Articles of Association of the Company.
3. **Conversion Ratio / Other Conversion Terms:** Each CCD shall be convertible into 38,314 equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each. The conversion of CCDs shall be at the option of the Proposed Allottees during the period of 18 months from the date of allotment, and if such option is not exercised, the CCDs shall compulsorily and mandatorily convert into equity shares of the Company, as per the conversion ratio specified above on the last day of the period of 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price determined with reference to the Relevant Date, i.e. 20 February 2020, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue in accordance with the ICDR Regulations.
4. **Interest:** The CCDs shall carry ‘nil’ interest.
5. **Voting:** The CCDs shall not carry any voting rights.
6. **Amendment of terms:** The Board / Securities Issue Committee may, subject to the applicable laws and consent of the CCD Holders, vary the terms of allotment and / or conversion of the CCDs, from time to time, as it may think fit in the best interest of the Company.”

“RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the “Relevant Date”, for determining the price of the equity shares to be allotted to the Proposed Allottees pursuant to conversion of CCDs allotted on a preferential basis, is 20 February 2020, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.”

“RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of CCDs allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottee(s), listing of the equity shares to be issued and / or allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

10. To amend the Articles of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14(1), 15 read with Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals and permissions, if any and to the extent required, the Articles of the Company be and the same are hereby amended as under:

- I. Insert the following definition after the definition of “Register of Members”:

“**Resolution Plan**” means the resolution plan proposed to be approved by the lenders of the Company, for resolution of the debt of the Company and its subsidiaries, in accordance with and pursuant to the Prudential Framework for Resolution of Stressed Assets issued by the Reserve Bank of India dated June 7, 2019; and

- II. Insert following Articles 7A, 7B and 7C after the existing Article 7 in the Articles of Association of the Company:

7A. Further, subject to the provisions of the Act and these Articles, the Directors may also issue, allot or otherwise dispose of debentures, warrants or such other securities, convertible into equity or otherwise, to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at discount and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting and to give to any person the option to call or put for any such securities either at par or at a premium or at a discount during such time and for such consideration as the Directors think fit.

7B. The terms and conditions of the following securities issued in accordance with the **Resolution Plan**, including any terms in relation to the issue, conversion, redemption and cancellation are deemed to be incorporated in these Articles, with effect from the date of approval of this Article 7B by the members of the Company:

- a. Secured unlisted unrated 0.01% p.a. optionally convertible debentures of face value of Rs. 100,000 each having initial tenor of 10 years, as per the following terms:

Sr. No.	TOPIC	DETAILS																																														
1.	Instrument	Secured Optionally Convertible Debentures																																														
2.	Issuer	Suzlon Energy Limited																																														
3.	Amount	Up to Rs.4,100 Crores																																														
4.	Coupon	0.01% p.a., payable annually on 30 th June																																														
5.	Face value	Rs.1,00,000/- each																																														
6.	Rating	Unrated																																														
7.	Listing	Unlisted																																														
8.	Issue price	At par with Face Value																																														
9.	Tenor	<p>Initial Tenor of 10 years.</p> <p>At the end of initial tenor, the holders of OCDs shall have the obligation to subscribe to new series of OCDs having tenor of 10 (ten) years. Such new series shall be issued in compliance with the provisions of applicable law, and on similar terms of issuance as that of old series OCDs (save and except for required adjustments needed for payments / pre-payments / conversions of OCDs made during the currency of old series OCDs pursuant to the terms of issuance of the old series and / or the provisions of the Resolution Plan) in accordance with regulatory approvals and such that proceeds of old series shall be utilised for subscription to the new series.</p>																																														
10.	Redemption of face value of OCDs	<p>Each OCD of face value of Rs.1,00,000/- to be redeemed in the following manner:</p> <p>In the event of any payments / prepayments / conversions made during the currency of OCDs pursuant to the terms of issuance and / or the provisions of the Resolution Plan, such payment / prepayment / conversion amount shall be adjusted against the payment schedule provided below.</p> <table border="1" data-bbox="571 842 1426 1766"> <thead> <tr> <th data-bbox="571 842 1002 883">Date</th> <th data-bbox="1002 842 1426 883">Redemption of OCD</th> </tr> </thead> <tbody> <tr><td data-bbox="571 883 1002 923">30th June 2020</td><td data-bbox="1002 883 1426 923">Rs.10/- each</td></tr> <tr><td data-bbox="571 923 1002 963">30th June 2021</td><td data-bbox="1002 923 1426 963">Rs.10/- each</td></tr> <tr><td data-bbox="571 963 1002 1003">30th June 2022</td><td data-bbox="1002 963 1426 1003">Rs.10/- each</td></tr> <tr><td data-bbox="571 1003 1002 1044">30th June 2023</td><td data-bbox="1002 1003 1426 1044">Rs.10/- each</td></tr> <tr><td data-bbox="571 1044 1002 1084">30th June 2024</td><td data-bbox="1002 1044 1426 1084">Rs.10/- each</td></tr> <tr><td data-bbox="571 1084 1002 1124">30th June 2025</td><td data-bbox="1002 1084 1426 1124">Rs.10/- each</td></tr> <tr><td data-bbox="571 1124 1002 1165">30th June 2026</td><td data-bbox="1002 1124 1426 1165">Rs.10/- each</td></tr> <tr><td data-bbox="571 1165 1002 1205">30th June 2027</td><td data-bbox="1002 1165 1426 1205">Rs.10/- each</td></tr> <tr><td data-bbox="571 1205 1002 1245">30th June 2028</td><td data-bbox="1002 1205 1426 1245">Rs.10/- each</td></tr> <tr><td data-bbox="571 1245 1002 1286">30th June 2029</td><td data-bbox="1002 1245 1426 1286">Rs.10/- each</td></tr> <tr><td data-bbox="571 1286 1002 1326">30th June 2030</td><td data-bbox="1002 1286 1426 1326">Rs.10/- each</td></tr> <tr><td colspan="2" data-bbox="571 1326 1426 1366">New Series</td></tr> <tr><td data-bbox="571 1366 1002 1407">31st March 2031</td><td data-bbox="1002 1366 1426 1407">Rs.4980/- each</td></tr> <tr><td data-bbox="571 1407 1002 1447">31st March 2032</td><td data-bbox="1002 1407 1426 1447">Rs.4990/- each</td></tr> <tr><td data-bbox="571 1447 1002 1487">31st March 2033</td><td data-bbox="1002 1447 1426 1487">Rs.9990/- each</td></tr> <tr><td data-bbox="571 1487 1002 1528">31st March 2034</td><td data-bbox="1002 1487 1426 1528">Rs.9990/- each</td></tr> <tr><td data-bbox="571 1528 1002 1568">31st March 2035</td><td data-bbox="1002 1528 1426 1568">Rs.9990/- each</td></tr> <tr><td data-bbox="571 1568 1002 1608">31st March 2036</td><td data-bbox="1002 1568 1426 1608">Rs.9990/- each</td></tr> <tr><td data-bbox="571 1608 1002 1649">31st March 2037</td><td data-bbox="1002 1608 1426 1649">Rs.9990/- each</td></tr> <tr><td data-bbox="571 1649 1002 1689">31st March 2038</td><td data-bbox="1002 1649 1426 1689">Rs.9990/- each</td></tr> <tr><td data-bbox="571 1689 1002 1729">31st March 2039</td><td data-bbox="1002 1689 1426 1729">Rs.14990/- each</td></tr> <tr><td data-bbox="571 1729 1002 1770">31st March 2040</td><td data-bbox="1002 1729 1426 1770">Rs.14990/- each</td></tr> </tbody> </table>	Date	Redemption of OCD	30 th June 2020	Rs.10/- each	30 th June 2021	Rs.10/- each	30 th June 2022	Rs.10/- each	30 th June 2023	Rs.10/- each	30 th June 2024	Rs.10/- each	30 th June 2025	Rs.10/- each	30 th June 2026	Rs.10/- each	30 th June 2027	Rs.10/- each	30 th June 2028	Rs.10/- each	30 th June 2029	Rs.10/- each	30 th June 2030	Rs.10/- each	New Series		31 st March 2031	Rs.4980/- each	31 st March 2032	Rs.4990/- each	31 st March 2033	Rs.9990/- each	31 st March 2034	Rs.9990/- each	31 st March 2035	Rs.9990/- each	31 st March 2036	Rs.9990/- each	31 st March 2037	Rs.9990/- each	31 st March 2038	Rs.9990/- each	31 st March 2039	Rs.14990/- each	31 st March 2040	Rs.14990/- each
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11.	Voting Rights	<p>Nil.</p> <p>Equity shares of the Company issued upon conversion of OCDs shall carry the same voting rights as are available on the existing equity shares of the Company.</p>																																														

Sr. No.	TOPIC	DETAILS
12.	Convertibility Option	In case of default in redemption of OCDs pursuant to its terms, the holders of OCDs shall have the option to convert the defaulted redemption amount into equity shares of the Company. In case of default in servicing OCDs, the OCD holders shall have an option to convert OCDs into equity shares of the Company.
13.	Conversion Price	Conversion Price of the OCDs for their conversion into equity shares of the Company shall be determined at the time of conversion of the OCDs as per applicable ICDR Regulations, RBI regulations and the Act.
14.	Security	OCDs will be secured by (a) Corporate Guarantee of Suzlon Global Services Limited, Suzlon Power Infrastructure Limited, Suzlon Gujarat Wind Park Limited and Suzlon Generators Limited and (b) such other security as per the Resolution Plan
15.	Prepayment	OCDs shall be subject to prepayment terms (including exit price) as agreed to between the Board and the Proposed OCD Holders under the terms of the Resolution Plan. It clarified that there shall not be any prepayment penalty for servicing of OCDs.
16.	Other Conditions	OCDs shall be subject to such other terms and conditions as may be agreed to between the Board and the Proposed OCD Holders under the Resolution Plan.”

- b. Warrants convertible into at least 5% of the equity share capital of the Company or 41,75,00,000 equity shares, whichever is higher, and issued in lieu of equity shares to be allotted to lenders in the event the accounts of the Company are not classified as ‘Standard’ (as per IRAC norms) by September 30, 2022.
- 7C. The Lenders of the Company shall have the right to require the Company to acquire any securities including compulsorily convertible preference shares of Suzlon Global Services Limited or any other subsidiary of the Company, allotted to the Lenders, in terms of the Resolution Plan, as per the terms and conditions of such securities and as further detailed in the documentation entered into between the Company and the Lenders in terms of the Resolution Plan.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or such other persons authorised by the Board from time to time be and are hereby severally authorised to do all such acts, deeds, matters and things, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors of
Suzlon Energy Limited

Place : Mumbai

Date : 27th February 2020

Regd. Office: “Suzlon”, 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

Geetanjali S.Vaidya,
Company Secretary.
M. No. A18026.

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The instrument appointing proxy in order to be effective must be deposited at the Company’s Registered Office, duly completed, stamped and signed, not less than 48 (forty eight) hours before commencement of this Extra Ordinary General Meeting of the Company.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Special Business is enclosed herewith.
- Corporate shareholders intending to send their authorised representatives to attend this Extra Ordinary General Meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
- Shareholders desirous of asking any questions at this Extra Ordinary General Meeting are requested to send in their questions so as to reach the Company’s Registered Office at least 7 (seven) days before the date of this Extra Ordinary General Meeting so that the same can be suitably replied to.
- Shareholders / proxies / authorised representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
- Keeping in view the “Green Initiative in Corporate Governance” of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the shareholders in electronic form.

Shareholders who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Email: einward.ris@kfintech.com. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants to enable servicing of notices / documents / Annual Reports electronically to their email address. Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website www.suzlon.com and are also available for inspection at the Company's Registered Office and Corporate Office during specified office hours.

8. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant and shareholders holding shares in physical form are required to submit their PAN to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No.1800-3454-001; Email: einward.ris@kfintech.com.
9. The route map showing directions to reach the venue of this Extra Ordinary General Meeting is enclosed herewith.
10. All documents required to be kept open for inspection, if any, are open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.
11. **Remote e-voting**

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rules made thereunder, the Company is providing facility for voting by electronic means ("remote e-voting") to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Extra Ordinary General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The shareholders who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No.F2587 and Certificate of Practice No.2407) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. **The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 18th March 2020 being the cut-off date for the purpose.** The shareholders of the Company holding shares either in dematerialised or in physical form, as on the cut-off date, may cast their vote electronically. A person who is not a shareholder on the cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date, i.e. 18th March 2020, may obtain the User ID and password in the manner as mentioned below:

- (i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>DP ID Client ID or Event number (i.e.5243)+Folio No. to 9212993399
 Example for NSDL : MYEPWD<SPACE>IN12345612345678
 Example for CDSL : MYEPWD<SPACE>1402345612345678
 Example for Physical : MYEPWD<SPACE>52431234567
- (ii) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

The process and manner for remote e-voting is as under:

1. The Company has entered into an arrangement with KFin Technologies Private Limited ("Kfintech") for facilitating remote e-voting for the ensuing Extra Ordinary General Meeting. The instructions for remote e-voting are as under:
 - (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
 - (ii) Enter the login credentials, i.e. user-id & password, mentioned on the attendance slip / email forwarded through the electronic notice:

User ID	For shareholder(s) / beneficial owner(s) holding shares in demat form:- a) For NSDL:- 8 characters DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits Beneficiary ID c) For shareholder(s) holding shares in physical form:- Event number (i.e. 5243)+folio number
Password	Your unique password is printed on the EGM attendance slip / sent via email forwarded through the electronic notice.
Captcha	Enter the verification code for security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case

(A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Kfintech's e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID., etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Kfintech's e-voting website to reset the same.

- (v) You need to login again with the new credentials.
 - (vi) On successful login, system will prompt to select the 'Event', i.e. 'SUZLON ENERGY LIMITED'.
 - (vii) If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
 - (viii) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
 - (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - (xi) Corporate / Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to ravi@ravics.com with a copy to evoting@karvy.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".
2. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Extra Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.
 3. **The Portal will remain open for voting from: 9.00 a.m. on Saturday, 21st March 2020 to 5.00 p.m. on Monday, 23rd March 2020 (both days inclusive). The e-voting portal shall be disabled by Kfintech thereafter.**
 4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. Ganesh Chandra Patro of Kfin Technologies Private Limited ("Kfintech") at 040-67162222 or at 1800-3454-001 (toll free); email: einward.ris@kfintech.com.
 5. The Scrutinizer shall immediately after the conclusion of the voting at the Extra Ordinary General Meeting, first count the votes cast at the Extra Ordinary General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (three) days after the conclusion of the Extra Ordinary General Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
 6. The resolutions will be deemed to be passed on the Extra Ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
 7. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company (www.suzlon.com) and on Kfintech's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to the National Stock Exchange of India Limited and BSE Limited.
 8. KPRISM- Mobile service application by Kfintech:
Members are requested to note that, the Registrar and Share Transfer Agent, Kfin Technologies Private Limited ("Kfintech") has launched a new mobile application - KPRISM and website <https://kprism.kfintech.com/app/> for online service to shareholders.
Members can download the mobile application, register yourself (one time) for availing host of services viz., consolidated portfolio view serviced by Kfintech, dividend status and send requests for change of address, change / update bank mandate. Through the mobile app, members can download annual reports, standard forms and keep track of upcoming general meetings, IPO allotment status and dividend disbursements. The mobile application is available for download from Android Play Store or scan the below QR code. Alternatively visit the link <https://kprism.kfintech.com/app/> to download the mobile application.



<https://kprism.kfintech.com/app/>

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Agenda Item No.1: To approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company

The present Authorised Share Capital of the Company is Rs.2498,00,00,000/- (Rupees Two Thousand Four Hundred Ninety Eight Crores Only) divided into 1249,00,00,000 (One Thousand Two Hundred Forty Nine Crores) equity shares of Rs.2/- (Rupees Two Only) each. In terms of the restructuring of debt of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan), the Company has to, inter alia, undertake preferential allotment of (a) Equity Shares of Rs.2/- (Rupees Two Only) each, (b) Optionally Convertible Debentures of Rs.1,00,000/- (Rupees One Lac Only) each, and (c) warrants convertible into the equity shares of the Company to one or more lenders. In view of the same and to meet to the future requirements of the Company, it has been felt necessary to increase the authorised share capital of the Company suitably.

As a consequence of the above, it would be necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company respectively require the consent of the shareholders at a general meeting.

Copies of documents relevant to this Resolution including a copy of the amended Memorandum and Articles of Association of the Company shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.

The Board of Directors recommend passing of the Ordinary Resolution to approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.1 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No. 2, 3 and 4 : To approve issue of equity shares, optionally convertible debentures and convertible warrants of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries

In terms of the restructuring of debt of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan), the Company has to, inter alia, undertake preferential allotment of (a) Equity Shares of Rs.2/- (Rupees Two Only) each, (b) Optionally Convertible Debentures of Rs.1,00,000/- (Rupees One Lac Only) each, and (c) warrants convertible into the equity shares of the Company to one or more lenders as mentioned at point no.(x) below.

A company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Act") and further read with the provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act, the ICDR Regulations and the RBI Circular.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations.

(i) The object / purpose of the preferential issue:

The object of the preferential issue is to comply with the Resolution Plan which inter alia includes part conversion of lenders' debt by allotment of following Securities:

- 1) up to 100,00,00,000 (One Hundred Crores) equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each to be issued at an aggregate consideration of Re.1/- (Rupee One Only) for each lender, to one or more lenders as mentioned in point no.(x) below (hereinafter referred to as the "Proposed Equity Holders") in lieu of part conversion of their debt;
- 2) up to 4,10,000 (Four Lacs Ten Thousand) 0.01% Secured Optionally Convertible Debentures (hereinafter referred to as the "OCDs") having a face value of Rs.1,00,000/- (Rupees One Lac Only) each to be issued at face value aggregating to Rs.4,10,00,00,000/- (Rupees Four Thousand One Hundred Crores Only) to one or more lenders mentioned in point no.(x) below (hereinafter referred to as the "Proposed OCD Holders") in lieu of part conversion of their debt;
- 3) up to 50,00,00,000 (Fifty Crores) warrants of Rs.2/- (Rupee Two Only) each (hereinafter referred to as the "Warrants") convertible into 1 (One) equity share of a face value of Rs.2/- (Rupees Two Only) each at an aggregate consideration of Re.1/- (Rupee One only) for each lender to one or more lenders mentioned in point no.(x) below (hereinafter referred to as the "Proposed Warrant Holders") in lieu of part conversion / resolution of their debt.

(ii) The total number of shares or other securities to be issued:

It is intended to create, offer, issue and allot following securities of the Company on preferential basis in terms of the Resolution Plan:

Sr. No.	Nature of Security along with face value	No. of Securities of the Company	Issue Price
1.	Equity shares having a face value of Rs.2/- each	100,00,00,000 equity shares	At an aggregate consideration of Re.1/- for each lender in lieu of part conversion of their debt
2.	OCDs having a face value of Rs.1,00,000/- each	4,10,000 OCDs	At face value of Rs.1,00,000/- each in lieu of part conversion of their debt
3.	Convertible Warrants	50,00,00,000 Convertible Warrants	At an aggregate consideration of Re.1/- per lender in lieu of part conversion of their debt.

(iii) The price or price band at / within which the allotment is proposed:

Up to 100,00,00,000 equity shares and up to 50,00,00,000 Warrants are being issued at an aggregate issue price of Re.1 for each lender for all the equity shares / Warrant, as the case may be, proposed to be issued to them hereunder. OCDs are proposed to be issued at par with face value of Rs.1,00,000/- (Rupees One Lac only) each. The consideration to be received from issuance of equity shares, OCDs and Warrants shall be adjusted out of any debt or other obligations owed by the Company towards the Proposed Equity Holders, Proposed OCD Holders and Proposed Warrant Holders respectively.

Regulation 164(1) of the ICDR Regulations with respect to determination of minimum price is not applicable to preferential issue of equity shares and Warrants since the provisions of Chapter V of the ICDR Regulations are not applicable where the preferential issue of specified securities is made to the lenders pursuant to conversion of their debt as part of a debt restructuring implemented in accordance with the guidelines specified by RBI subject to compliance of conditions specified Regulation 158(6) of the ICDR Regulations.

In terms of Regulation 158(6)(a) of the ICDR Regulations, the issue price of securities / conversion price of debt as mentioned in the resolutions is determined in accordance with the provisions of the RBI Circular.

Regulation 32 of Annex-1 to the RBI Circular provides for calculation of the issue price based on the lower of: (a) certain weighted average price of the equity shares on the stock exchanges, or (b) book value per equity share to be calculated from the latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring, if any. As the book value per share of the Company calculated as above is in the negative, per Regulations 31 to 33 of Annex-1 and other applicable provisions of the RBI Circular, the issue price of the equity shares to lenders (either upfront or upon conversion of Warrants) has been determined to be Re.1/- per lender. Such determination has also been certified by two independent valuers appointed by the Company in compliance with the requirements of Regulation 158(6) of the ICDR Regulations.

In terms of Section 53(2A) of the Act, a company may issue shares at a discount to its creditors when its debt is converted into shares in pursuance to any statutory resolution plan or debt restructuring scheme in accordance with any guidelines or directions or regulations specified by the RBI.

(iv) OCDs are proposed to be issued at par with face value of Rs.1,00,000/- (Rupees One Lac only) each. The "Relevant Date / Reference Date", for determining the price of the equity shares to be allotted pursuant to conversion of OCDs shall be fixed at the time of conversion of the OCDs as per the applicable provisions of ICDR Regulations, RBI guidelines and the Act.

(v) Basis on which the price has been arrived at along with report of the registered valuer:

In terms of Regulation 158(6)(b) of the ICDR Regulations, the issue price of equity shares and Warrants has been certified by two independent valuers.

OCDs are proposed to be issued at par with face value of Rs.1,00,000/- (Rupees One Lac only) each.

(vi) Relevant date with reference to which the price has been arrived at:

As explained in the Resolutions, the 'Reference Date' for determining the price of the equity shares and Warrants is the date on which the lenders approve the Resolution Plan.

OCDs are proposed to be issued at par with face value of Rs.1,00,000/- (Rupees One Lac only) each. The "Relevant Date / Reference Date", for determining the price of the equity shares to be allotted pursuant to conversion of OCDs shall be fixed at the time of conversion of the OCDs as per the applicable provisions of ICDR Regulations, RBI guidelines and the Act.

(vii) The class or classes of persons to whom the allotment is proposed to be made:

The allotment of securities is proposed to be made to one or more lenders as mentioned at point no.(x) below.

(viii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the existing Promoters, Directors and Key Managerial Personnel and their relatives intend to subscribe to the proposed preferential issue in terms of the Resolution Plan. However, certain Promoters, Directors and Key Managerial Personnel and / or their relatives may subscribe to the equity shares of the Company being issued on preferential basis in terms of a separate resolution undertaken in terms of this Notice.

(ix) Proposed time within which the allotment shall be completed:

The Company will issue and allot equity shares, OCDs and Warrants within the time limit specified in the Resolution Plan or such other extended time as may be mutually agreed upon between the Proposed Equity Holders, Proposed OCD Holders, Proposed Warrant Holders and the STG.

(x) The identity of the proposed allottees, maximum number / amount of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

Sr. No.	Name of lender	Category	Natural person who ultimately controls the lender	No. of securities to be allotted to the lenders	Pre-Issue shareholding		Post-Issue shareholding	
					No. of shares	%	No. of shares	%
1.	State Bank of India	Non-promoter	Not Applicable	Equity – Up to 100,00,00,000 equity shares of Rs.2/- each at an aggregate consideration of Re.1/- for each lender OCDs – Up to 4,10,000 OCDs of Rs.1,00,000/- each aggregating to Rs.4,100,00,00,000/- Warrants - up to 50,00,00,000 warrants of Rs.2/- each at an aggregate consideration of Re.1/- for each lender	2,36,50,211	0.4446	196,91,24,029	23.58
2.	Axis Bank Limited	Non-promoter	Not Applicable		1,06,08,297	0.1994		
3.	Bank of Baroda	Non-promoter	Not Applicable		5,01,28,608	0.9423		
4.	Bank of India	Non-promoter	Not Applicable		Nil	Nil		
5.	Bank of Maharashtra	Non-promoter	Not Applicable		Nil	Nil		
6.	Corporation Bank	Non-promoter	Not Applicable		13,66,357	0.0257		
7.	Central Bank of India	Non-promoter	Not Applicable		74,45,714	0.1400		
8.	ICICI Bank Limited	Non-promoter	Not Applicable		Nil	Nil		
9.	IDBI Bank Limited	Non-promoter	Not Applicable		Nil	Nil		
10.	Indian Overseas Bank	Non-promoter	Not Applicable		3,21,65,030	0.6046		
11.	Oriental Bank of Commerce	Non-promoter	Not Applicable		Nil	Nil		
12.	Punjab National Bank	Non-promoter	Not Applicable		2,27,96,274	0.4285		
13.	Union Bank of India	Non-promoter	Not Applicable		55,28,105	0.1039		
14.	Yes Bank Limited	Non-promoter	Not Applicable		Nil	Nil		
15.	Life Insurance Corporation of India	Non-promoter	Not Applicable		9,00,97,771	1.6936		
16.	The Saraswat Cooperative Bank Limited	Non-promoter	Not Applicable		Nil	Nil		
17.	Export-Import Bank of India	Non-promoter	Not Applicable		2,46,34,955	0.4631		
18.	Power Finance Corporation of India	Non-promoter	Not Applicable		Nil	Nil		
19.	Indian Renewable Energy Development Authority	Non-promoter	Not Applicable		Nil	Nil		

Note: For calculation of post issue percentage, kindly refer to Notes provided in Annexure 1

(xi) The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

(xii) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from 1st April 2019 till the date of this Notice. The Company has undertaken various preferential allotments in terms of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2019-20 will not exceed the limit specified in the Act and Rules made thereunder.

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This allotment is proposed to be made to one or more of the Proposed Equity Holders, Proposed OCD Holders and Proposed Warrant Holders mentioned at point no.(x) above in terms of the Resolution Plan in lieu of part conversion of their debt. The consideration to be received from issuance of equity shares, OCDs and Warrants shall be adjusted out of any debt or other obligations owed by the Company towards the Proposed Equity Holders, Proposed OCD Holders and Proposed Warrant Holders respectively.

In terms of Regulation 158(6)(b) of the ICDR Regulations, the issue price of securities / conversion price of debt has been certified by two independent valuers.

(xiv) The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in the Annexure 1 forming part of this Notice.

(xv) Undertaking to recomputed price:

The same is not applicable in the present case.

(xvi) Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

(xvii) Certificate from Statutory Auditors: Chapter V is not applicable.

(xviii) Lock-in Period:

The securities allotted to the Proposed Equity Holders, Proposed OCD Holders and Proposed Warrant Holders shall be locked-in as per Regulation 158(6)(c) and (d) and Regulation 167(4) of the ICDR Regulations, as applicable.

(xix) Disclosure pertaining to wilful defaulters:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

(xx) Compliance with Regulation 158(6) of the ICDR Regulations and applicable provisions of the Act:

Sr. No.	Conditions specified in Regulation 158(6) of the ICDR Regulations	Status of compliance
1.	Guidelines for determining the conversion price have been specified by the Reserve Bank of India in accordance with which the conversion price shall be determined and which shall be in compliance with the applicable provisions of the Companies Act, 2013	Yes, the issue price of securities / conversion price of debt is determined in accordance with guidelines specified by RBI vide the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued on 7 th June 2019
2.	Conversion price shall be certified by two independent valuers	Yes, the issue price of securities / conversion price of debt have been certified by two independent valuers
3.	Specified securities so allotted shall be locked-in for a period of one year from the date of their allotment; Provided that for the purpose of transferring the control, the lenders may transfer the specified securities allotted to them before completion of the lock-in period subject to continuation of the lock-in on such securities for the remaining period, with the transferee	Yes, the securities to be allotted shall be subject to lock-in as specified
5.	The lock-in of equity shares allotted pursuant to conversion of convertible securities issued on preferential basis shall be reduced to the extent the convertible securities have already been locked-in	Will be complied with at appropriate time
6.	The applicable provisions of the Companies Act, 2013 are complied with, including the requirement of a special resolution	The Company has complied with / shall comply with the provisions of the Act to the extent applicable to this preferential issue. Further, in terms of Section 53(2A) of the Act, a company may issue shares at a discount to its creditors when its debt is converted into shares in pursuance to any statutory resolution plan or debt restructuring scheme in accordance with any guidelines or directions or regulations specified by the RBI.

It is hereby clarified that in case of any inconsistency between the terms and conditions mentioned in the resolutions and / or the corresponding explanatory statements and the terms and conditions specified in the Resolution Plan, the terms and conditions contained in the Resolution Plan shall always prevail to the maximum extent permitted under the applicable laws and practical to implement.

The consent of the shareholders is sought for the issue of the securities in terms of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board of Directors recommend passing of these resolutions as Special Resolutions to approve issue of equity shares, OCDs and Warrants on preferential basis in terms of the Resolution Plan. In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos.2, 3 and 4 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution. Further, the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest exceeding 2% in the Proposed Equity Holders, Proposed OCD Holders and Proposed Warrant Holders.

The issue of securities under these resolutions is authorised by the Articles of Association of the Company.

The equity shares arising pursuant to these Resolutions shall be listed on the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

Copies of documents relevant to these Resolutions shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.

Agenda Item No.5: To consider in-principle approval for conversion of loan in to equity

In terms of the restructuring of debt of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders/others in relation to or in order to implement the Resolution Plan), the Company has to inter alia pass an enabling special resolution under Section 62(3) of the Companies Act, 2013 for obtaining in-principle approval of the shareholders for conversion of loan into equity in the event of default by the Company.

Section 62(1) of the Companies Act, 2013 inter alia provides that where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer. Further, Section 62(3) of the Companies Act, 2013 provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

Pursuant to Section 62(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders is required for the issuance and allotment of the equity shares consequent to conversion of debt into equity, if so exercised by the Lenders.

The Board of Directors recommend passing of the Special Resolution to consider in-principle approval for conversion of loan in to equity. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.5 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.6: To approve issue of equity shares / equity linked instruments

The resolution contained in the agenda of the Notice is an enabling resolution to enable the Company to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs (including new FCCBs / Equity Shares in lieu of existing FCCBs), FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments as stated in the resolution (the "Securities") to an extent of Rs.1,000 Crores. The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'). The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VI of the ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

With a view to issue new FCCBs / Equity Shares in lieu of existing FCCBs as also to meet to the financial requirements of the Company, it is proposed to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments to the extent of Rs.1,000 Crores in one or another manner and in one or more tranches.

Similar enabling resolution was passed by the shareholders earlier, however since the market conditions have changed since the last approval as also considering the current position of the Company and to meet to various regulatory requirements and as a matter of prudent practice, a fresh resolution is proposed to be passed to create, offer, issue and allot Securities to the extent of Rs.1,000 Crores in one or another manner and in one or more tranches.

In case of qualified institutional placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the ICDR Regulations. The Board may, at its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutional placement, subject to ICDR Regulations.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

In case of issuance of FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

The relevant date for minimum issue price for issuance of Equity Shares upon exercise of the warrants shall be the date of the meeting in which the Board or a Committee of the Board decides to open the issue of warrants.

The Securities issued pursuant to the offering(s) would be listed on the Indian stock exchanges and / or international stock exchange(s) and may be represented by Securities or other financial instruments outside India. The issue, allotment and conversion would be subject to receipt of regulatory approvals, if any.

The Special Resolution seeks to give the Board of Directors the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board of Directors may in its absolute discretion deem fit.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VI of the ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot equity shares to investors who may or may not be the existing shareholders of the Company.

The Board of Directors believe that the issue of equity shares / equity linked instruments is in the interest of the Company and therefore recommend passing of the Special Resolution in the matter. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.6 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.7: To approve divestment / dilution / disposal of the Company's investment(s) / asset(s) / undertaking(s)

In terms of the ongoing business, corporate and debt restructuring of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") the Board envisages divestment / dilution / disposal / change in control of / selling / leasing or otherwise dealing in the Company's or any of its subsidiaries' investment(s) / asset(s) / undertaking(s), partly or fully, and including but not limiting to one or more or all of the Company's Assets on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit in the best interest of the Company.

In particular, as part of the Resolution Plan, the Board has also agreed to approve issuance by Suzlon Global Services Limited, one of the Company's subsidiaries ("SGSL") of up to 4,20,000 (Four Lacs Twenty Thousand) 0.0001% Compulsorily Convertible Preference Shares (hereinafter referred to as the "CCPS") having a face value of Rs.1,00,000/- (Rupees One Lac Only) each to be issued at par aggregating to Rs.4,200,00,00,000/- (Rupees Four Thousand Two Hundred Crores Only) to the lenders towards part conversion of their debt. The CCPS have a conversion date of 31st March 2040. As per other terms, in certain conditions, CCPS may be converted (at the conversion date or earlier) into the equity shares of SGSL (causing dilution in the shareholding of the Company in SGSL or a change in control of SGSL) or, be given to the Company against issuance of Equity Shares of an equivalent value (subject to necessary approvals, including the approval of the shareholders of the Company by way of a special resolution).

Section 180(1)(a) of the Companies Act, 2013 inter alia provides that the board of directors of a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution, where (a) the “undertaking” shall mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year; (b) the expression “substantially the whole of the undertaking” in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), a listed company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the material subsidiary without passing a special resolution in its general meeting. Further, in terms of Regulation 24(6) of the Listing Regulations, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution.

Since divestment / dilution / disposal / change in control of / selling / leasing or otherwise dealing in the Company’s or any of its subsidiaries’ investment(s) / asset(s) / undertaking(s), partly or fully, may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the provisions of Regulation 24 of the Listing Regulations, the approval of the shareholders is being sought specifically (where applicable), as a matter of abundant caution and good corporate governance in terms of Regulation 24 of the Listing Regulations read with Section 180(1)(a) of the Companies Act, 2013.

The Board recommends passing of the enabling Special Resolution to approve divestment / dilution / disposal of the Company’s investment(s) / asset(s) / undertaking(s). In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.7 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.8: To approve issue of equity shares of the Company on preferential basis to Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations

The Company proposes to undertake a capital raising exercise by way of preferential issue to the Promoters and certain persons / entities (“Proposed Allottees”) who have expressed their inclination to subscribe to the equity shares of the Company with a view to support the Company in the present situation.

Accordingly, the Company proposes to create, offer, issue and allot, in one or more tranches, fully paid-up equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each, at an issue price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) and applicable laws, for an aggregate consideration not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crores) to the Proposed Allottees, the details of which are provided in point no.(ix) below.

A company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Act”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations:

(i) The object / purpose of the preferential issue:

The object of the preferential issue is to meet the funding requirements and other general corporate purposes including but not limited to build up of new inventory, critical vendor and other approved payments.

(ii) The total number of shares or other securities to be issued:

It is intended to create, offer, issue and allot in one or more tranches, fully paid-up equity shares of the Company, having a face value of Rs.2/- (Rupees Two Only) each, at an issue price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws, for an aggregate consideration not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crores) to the Proposed Allottees mentioned at point no.(ix) below.

(iii) The price or price band at / within which the allotment is proposed:

The issue price shall be determined by the Board and / or Securities Issue Committee of Board at the time of allotment; subject however that the issue price shall not be less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws and it shall be certified by the Statutory Auditors of the Company and / or Practicing Chartered Accountants.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

Since the Company is a listed company, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws. As the Company is a listed company, the report of the registered valuer is not required in terms of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

(v) Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in terms of Regulation 161(a) of the ICDR Regulations for determination of issue price is 20th February 2020, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees being the Promoters and certain persons / entities as mentioned at point no.(ix) below.

(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

The Promoter-Directors namely Mr. Tulsi R.Tanti, the Chairman and Managing Director, Mr. Vinod R.Tanti, the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti, the Non-executive Director of the Company and their relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoters / Promoter Group.

Further, the Key Managerial Personnel of the Company, namely, Mr. Swapnil Jain, the Chief Financial Officer, has got an interest in this resolution to the extent of the equity shares that may be subscribed to and allotted to him.

Except the above, none of the existing Directors and Key Managerial Personnel and their relatives intend to subscribe to the proposed preferential issue.

(viii) Proposed time within which the allotment shall be completed:

The Company will issue and allot equity shares within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law.

(ix) The identity of the proposed allottees, maximum number / amount of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)	%
1	Tanti Holdings Private Limited (Promoter)	Promoter	Rambhoben Ukabhai	50,00,00,000	19,15,70,881	15,89,01,093	2.99	35,04,71,974	4.20
2	Cannon Realty Pvt. Ltd. j/w. Sun Fastfin Services Pvt. Ltd. in the capacity of partners of M/s. GEE SIX Enterprises	Non-Promoter	Dilip Shanghvi	6,91,50,000	2,64,94,253	13,83,00,000	2.60	16,47,94,253	1.97
3	Shanghvi Finance Pvt. Ltd. j/w. Aditya Medisales Ltd. J/w. Kumud S. Shanghvi in the capacity of partners of M/s. Sunrise Associates	Non-Promoter	Dilip Shanghvi	5,04,50,000	1,93,29,502	10,09,00,000	1.90	12,02,29,502	1.44
4	Shanghvi Finance Pvt. Ltd. j/w. Aditya Medisales Ltd. J/w. Aalok D. Shanghvi in the capacity of partners of M/s. Goldenstar Enterprises	Non-Promoter	Dilip Shanghvi	5,04,50,000	1,93,29,502	10,09,00,000	1.90	12,02,29,502	1.44
5	Shanghvi Finance Pvt. Ltd. j/w. Aditya Medisales Ltd. J/w. Vibha Shanghvi in the capacity of partners of M/s. Pioneer Resources	Non-Promoter	Dilip Shanghvi	5,04,50,000	1,93,29,502	10,09,00,000	1.90	12,02,29,502	1.44
6	Aditya Medisales Ltd. j/w. M J Pharmaceuticals Pvt. Ltd. J/w. Ms. Vidhi Shanghvi in the capacity of partners of M/s. Expert Vision	Non-Promoter	Dilip Shanghvi	4,00,00,000	1,53,25,670	8,00,00,000	1.50	9,53,25,670	1.14
7	Aalok D. Shanghvi	Non-Promoter	Not Applicable	3,40,00,000	1,30,26,820	6,80,00,000	1.28	8,10,26,820	0.97
8	Vibha Shanghvi	Non-Promoter	Not Applicable	2,15,00,000	82,37,548	4,30,00,000	0.81	5,12,37,548	0.61
9	Vidhi D. Shanghvi	Non-Promoter	Not Applicable	3,40,00,000	1,30,26,820	6,80,00,000	1.28	8,10,26,820	0.97
10	Neostar Developers LLP	Non-Promoter	Sudhir Valia & Vijay Parekh	4,25,00,000	1,62,83,525	8,50,00,000	1.60	10,12,83,525	1.21
11	Real Gold Developers LLP	Non-Promoter	Sudhir Valia & Vijay Parekh	4,25,00,000	1,62,83,525	8,50,00,000	1.60	10,12,83,525	1.21
12	Suraksha Buildwell LLP	Non-Promoter	Sudhir Valia & Vijay Parekh	5,50,00,000	2,10,72,797	11,00,00,000	2.07	13,10,72,797	1.57
13	Sudhir V. Valia	Non-Promoter	Not Applicable	25,00,000	9,57,854	29,295	0.00	9,87,149	0.01
14	Raksha S. Valia	Non-Promoter	Not Applicable	25,00,000	9,57,854	25,000	0.00	9,82,854	0.01
15	Vijay M. Parekh	Non-Promoter	Not Applicable	25,00,000	9,57,854	50,00,000	0.09	59,57,854	0.07
16	Paresh M. Parekh	Non-Promoter	Not Applicable	25,00,000	9,57,854	50,00,000	0.09	59,57,854	0.07
17	Chintan Jaysukh Bhalodia	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
18	Aashka Chintan Bhalodia	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
19	Alish Jaysukhbhai Bhalodia	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
20	Jaysukhbhai Odhavjibhai Bhalodia	Non-Promoter	Not Applicable	2,00,00,000	76,62,835	-	-	76,62,835	0.09
21	Saravanakumar S	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
22	Indrani Patnaik	Non-Promoter	Not Applicable	20,00,00,000	7,66,28,352	-	-	7,66,28,352	0.92

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)	%
23	Satendra Birdichand Navalakha	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	20,160	0.00	38,51,578	0.05
24	Jagjivan Ranchhodbhai Sakhiya	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
25	Rajesh Omkarnath Malpani j/w. Manish Madhav Malpani in capacity of partners of M/s. Giriraj Enterprises	Non-Promoter	Rajesh Omkarnath Malpani; Manish Madhav Malpani	15,00,00,000	5,74,71,264	7,500	0.00	5,74,78,764	0.69
26	Bharat Mathuradas Mehta	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
27	Ankit Ashok Singhvi	Non-Promoter	Not Applicable	1,20,00,000	45,97,701	-	-	45,97,701	0.06
28	Babulal Amarchand Singhvi	Non-Promoter	Not Applicable	1,20,00,000	45,97,701	-	-	45,97,701	0.06
29	Mridul R.Singhvi	Non-Promoter	Not Applicable	60,00,000	22,98,851	-	-	22,98,851	0.03
30	Mayank R.Singhvi	Non-Promoter	Not Applicable	60,00,000	22,98,851	-	-	22,98,851	0.03
31	Praveen Sukhraj Singhvi	Non-Promoter	Not Applicable	1,20,00,000	45,97,701	-	-	45,97,701	0.06
32	Tribhuvan Amarchand Singhvi	Non-Promoter	Not Applicable	1,20,00,000	45,97,701	-	-	45,97,701	0.06
33	Mukand Lal Dua	Non-Promoter	Not Applicable	1,50,00,000	57,47,126	-	-	57,47,126	0.07
34	Ramesh Kumar Dua	Non-Promoter	Not Applicable	1,50,00,000	57,47,126	-	-	57,47,126	0.07
35	A.C. Arunachalam j/w. Suseela Arunachalam in the capacity of partners of M/s. Viking Knitters	Non-Promoter	Chinnaya Gounder Arunachalam; Suseela Arunachalam; Arunachalam Premanand; A. Vijay Anand	1,00,00,000	38,31,418	-	-	38,31,418	0.05
36	Rajasthan Gum Private Limited	Non-Promoter	Bheru Jain	10,00,00,000	3,83,14,176	-	-	3,83,14,176	0.46
37	Sun-N-Sand Hotels Pvt. Ltd.	Non-Promoter	Gul R. Advani; Rajesh G. Advani; Sangeeta A. Mansharamani	3,00,00,000	1,14,94,253	-	-	1,14,94,253	0.14
38	Mukesh Manekchand Sheth	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
39	Zaveri And Company Private Limited	Non-Promoter	Zaverilal V.Mandalia; Kishor P.Mandalia;	2,50,00,000	95,78,544	-	-	95,78,544	0.11
40	KRBL Limited	Non-Promoter	Not Applicable since the Proposed Allottee is a listed company	5,00,00,000	1,91,57,088	-	-	1,91,57,088	0.23
41	Palanisamy Duraisamy	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	2,00,000	0.00	40,31,418	0.05
42	Rajani Agrawal	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
43	Om Prakash Soni j/w. Aakash Soni in the capacity of partners of M/s. Shree Ram Industries	Non-Promoter	Om Prakash Soni; Aakash Soni	2,00,00,000	76,62,835	-	-	76,62,835	0.09
44	Jay Bharat Dyeing & Printing Pvt Ltd	Non-Promoter	Jitendra Kumar Arya	1,00,00,000	38,31,418	-	-	38,31,418	0.05
45	Dineshchand N.Gupta	Non-Promoter	Not Applicable	65,00,000	24,90,421	13,000	0.00	25,03,421	0.03
46	Maheshchand N.Gupta	Non-Promoter	Not Applicable	65,00,000	24,90,421	6,012	0.00	24,96,433	0.03
47	K.P. Energy Limited	Non-Promoter	Not Applicable since the Proposed Allottee is a listed company	1,00,00,000	38,31,418	-	-	38,31,418	0.05
48	Dr.K.Ramakrishnan	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
49	Krishnakumar Gangadhar Agrawal	Non-Promoter	Not Applicable	75,00,000	28,73,563	2,70,000	0.01	31,43,563	0.04
50	Maya Krishnakumar Agrawal	Non-Promoter	Not Applicable	75,00,000	28,73,563	-	-	28,73,563	0.03
51	Bhabani Pigments Private Limited	Non-Promoter	Anant Kanoi	1,00,00,000	38,31,418	100	0.00	38,31,518	0.05
52	Techno Electric & Engineering Company Limited	Non-Promoter	Not Applicable since the Proposed Allottee is a listed company	5,00,00,000	1,91,57,088	-	-	1,91,57,088	0.23

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)	%
53	Sterling Agro Industries Ltd.	Non-Promoter	Laxmi Narain Kesarwani	1,00,00,000	38,31,418	-	-	38,31,418	0.05
54	Binaguri Tea Company Private Limited	Non-Promoter	Satyam Kanoi	1,00,00,000	38,31,418	-	-	38,31,418	0.05
55	Sumita Agarwala	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
56	Ashok Amarchand Singhvi	Non-Promoter	Not Applicable	1,80,00,000	68,96,552	-	-	68,96,552	0.08
57	Mukesh Babulal Singhvi	Non-Promoter	Not Applicable	1,80,00,000	68,96,552	-	-	68,96,552	0.08
58	Sandeep Tribhuvan Singhvi	Non-Promoter	Not Applicable	1,20,00,000	45,97,701	-	-	45,97,701	0.06
59	Sukhraj Amarchand Singhvi	Non-Promoter	Not Applicable	1,20,00,000	45,97,701	-	-	45,97,701	0.06
60	Arvind Cotsyn (India) Limited	Non-Promoter	Shyamsunder Marda	1,00,00,000	38,31,418	-	-	38,31,418	0.05
61	B C Umapathy	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
62	Samrat Infradev Private Limited	Non-Promoter	Surendra Kumar Bachhawat	1,00,00,000	38,31,418	1,50,000	0.00	39,81,418	0.05
63	S.K.Shivaraj	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
64	Amit Laxman Kunjir	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
65	Suresh Amritlal Gandhi	Non-Promoter	Not Applicable	1,00,00,000	38,31,418	-	-	38,31,418	0.05
66	Shraddha Energy And Infraprojects Private Limited	Non-Promoter	Shivaji Bhagwanrao Jadhav	1,00,00,000	38,31,418	-	-	38,31,418	0.05
67	Amrik Singh And Sons Crane Services Private Limited	Non-Promoter	Gurvinder Singh Surjit Singh Saini; Satvinder Singh Gurdip Singh Saini	25,00,00,000	9,57,85,441	-	-	9,57,85,441	1.15
68	Sanghvi Movers Limited	Non-Promoter	Not Applicable since the Proposed Allottee is a listed company	6,00,00,000	2,29,88,506	-	-	2,29,88,506	0.28
69	Kush Synthetics Private Ltd.	Non-Promoter	Mansukhlal Karsandas Virani	4,00,00,000	1,53,25,670	-	-	1,53,25,670	0.18
70	K R Composites Private Limited	Non-Promoter	Mansukhlal Khodidas Radadiya	1,00,00,000	38,31,418	-	-	38,31,418	0.05
71	Deepakkumar Sitaram Singh	Non-Promoter	Individual	30,00,000	11,49,425	-	-	11,49,425	0.01
72	Prashant Shantilal Shah	Non-Promoter	Individual	50,00,000	19,15,709	-	-	19,15,709	0.02
73	Hiten Haridas Madlani	Non-Promoter	Individual	30,00,000	11,49,425	1,100	0.00	11,50,525	0.01
74	Punjabhai Rajshibhai Modhwadia	Non-Promoter	Individual	30,00,000	11,49,425	-	-	11,49,425	0.01
75	Vikas Sunilkumar Jhalani	Non-Promoter	Individual	75,00,000	28,73,563	31,700	0.00	29,05,263	0.03
76	Barkat Cranes & Equipments Private Limited	Non-Promoter	Manamar Singh G Bedi, Gaganpreet Singh G Bedi	2,00,00,000	76,62,835	-	-	76,62,835	0.09
77	Bharat Electrical Contractors And Manufacturers Private Limited	Non-Promoter	Shantinath Adagouda Patil	50,00,000	19,15,709	5,000	0.00	19,20,709	0.02
78	Sunpower India Ventures Private Limited	Non-Promoter	Praveen Sharma	1,00,00,000	38,31,418	-	-	38,31,418	0.05
79	S Esakkiappan	Non-Promoter	Not Applicable	25,00,000	9,57,854	-	-	9,57,854	0.01
80	Rajeshwari E	Non-Promoter	Not Applicable	25,00,000	9,57,854	-	-	9,57,854	0.01
81	Deepal R.Dwivedi J/w. Romal R.Dwivedi in the capacity of partners of M/s. Dwarkesh Transport Corporation	Non-Promoter	Deepal R Dwivedi; Romal R. Dwivedi; Rajendra Kumar Dwivedi	2,00,00,000	76,62,835	-	-	76,62,835	0.09
82	S.Madeswaran j/w. Nitin Madeswaran j/w. Nikitha Madeswaran in the capacity of partners of M/s. M R L Transports	Non-Promoter	S. Madeswaran; P Nallammal; Nitin Madeswaran; Nikitha Madeswaran	2,00,00,000	76,62,835	-	-	76,62,835	0.09
83	Sumeet Trans Logistics Private Limited	Non-Promoter	Mahabir Gupta	2,00,00,000	76,62,835	1,00,000	0.00	77,62,835	0.09

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)	%
84	Sri Kamakshi Logistics Private Limited	Non-Promoter	E. Chakkaravarthy, E. Venkatesan, V. Vishnu Kumar, C. Vishnu Prashanth	1,00,00,000	38,31,418	-	-	38,31,418	0.05
85	Hitech Renewable Energy Private Limited	Non-Promoter	Satish Kumar Rathi	1,50,00,000	57,47,126	-	-	57,47,126	0.07
86	Laxman Singh Bhati	Non-Promoter	Individual	50,00,000	19,15,709	-	-	19,15,709	0.02
87	Viviana Power Tech Private Limited	Non-Promoter	Nikesh Kishorchandra Choksi	25,00,000	9,57,854	-	-	9,57,854	0.01
88	Shriram Krishnaji Surve	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
89	Raman Choudhary	Non-Promoter	Individual	70,00,000	26,81,992	-	-	26,81,992	0.03
90	ZF Wind Power Coimbatore Private Limited	Non-Promoter	\$	12,00,00,000	4,59,77,011	-	-	4,59,77,011	0.55
91	Hub Renewable Energy Private Limited	Non-Promoter	Mr. Balrajsinh A.Parmar; Mr. Ranjitsinh A.Parmar; Mr. Amarsinh A.Parmar	11,00,00,000	4,21,45,594	29,02,642	0.05	4,50,48,236	0.54
92	Ranjitsinh A.Parmar	Non-Promoter	Individual	1,00,00,000	38,31,418	11,547	0.00	38,42,965	0.05
93	Balrajsinh A.Parmar	Non-Promoter	Individual	75,00,000	28,73,563	8,76,497	0.02	37,50,060	0.04
94	Vishwajitsinh B. Parmar	Non-Promoter	Individual	75,00,000	28,73,563	1,000	0.00	28,74,563	0.03
95	Pratulchandra Chandrakant Mehta	Non-Promoter	Individual	50,00,000	19,15,709	-	-	19,15,709	0.02
96	Vipon Kumar Gupta	Non-Promoter	Individual	50,00,000	19,15,709	-	-	19,15,709	0.02
97	Tejjas Parmar	Non-Promoter	Individual	50,00,000	19,15,709	11,000	0.00	19,26,709	0.02
98	Amarsinh A. Parmar	Non-Promoter	Individual	50,00,000	19,15,709	25,000	0.00	19,40,709	0.02
99	Yadlapalli Venkat Ramana Vijay	Non-Promoter	Individual	40,00,000	15,32,567	-	-	15,32,567	0.02
100	Manish Jain	Non-Promoter	Individual	28,20,000	10,80,460	4,20,000	0.01	15,00,460	0.02
101	Harish H.Mehta	Non-Promoter	Individual	27,00,000	10,34,483	3,75,000	0.01	14,09,483	0.02
102	Fatehali Alchiya	Non-Promoter	Individual	25,65,000	9,82,759	-	-	9,82,759	0.01
103	Rohit Chauhan	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
104	Bipin Harilal Shah	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
105	Anandkumar Hansraj Bagrecha	Non-Promoter	Individual	1,15,00,000	44,06,130	3,05,000	0.01	47,11,130	0.06
106	Subodh Dubey	Non-Promoter	Individual	25,00,000	9,57,854	1,010	0.00	9,58,864	0.01
107	Sreenivasa Choudary Jetty	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
108	Suresh R.Pillai	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
109	Dinesh Karna	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
110	Rakesh B.Shukla	Non-Promoter	Individual	25,00,000	9,57,854	1,76,760	0.00	11,34,614	0.01
111	N.Muthukrishnan	Non-Promoter	Individual	25,00,000	9,57,854	-	-	9,57,854	0.01
112	Neeraj Saoji Pardhi	Non-Promoter	Individual	30,00,000	11,49,425	72,000	0.00	12,21,425	0.01
113	Rajesh Surendra Kumar	Non-Promoter	Individual	20,25,000	7,75,862	6,500	0.00	7,82,362	0.01
114	Vinod Kumar Bishnoi	Non-Promoter	Individual	20,00,000	7,66,284	31,900	0.00	7,98,184	0.01
115	Rajesh Chunilal Dhrangadharia	Non-Promoter	Individual	25,00,000	9,57,854	1,14,000	0.00	10,71,854	0.01
116	Alok Kumar Das	Non-Promoter	Individual	20,00,000	7,66,284	23,300	0.00	7,89,584	0.01
117	Nishith Kumar	Non-Promoter	Individual	20,00,000	7,66,284	37,200	0.00	8,03,484	0.01
118	Abhijit Prabhakar Deshpande	Non-Promoter	Individual	20,00,000	7,66,284	-	-	7,66,284	0.01
119	Hitesh Chhanubha Parmar	Non-Promoter	Individual	20,00,000	7,66,284	67,800	0.00	8,34,084	0.01
120	Sandeep Lonkar	Non-Promoter	Individual	15,00,000	5,74,713	37,700	0.00	6,12,413	0.01
121	Chandra Bhushan Prasad Roy	Non-Promoter	Individual	15,00,000	5,74,713	30,880	0.00	6,05,593	0.01
122	Narendra Chhaganbhai Savalia	Non-Promoter	Individual	11,00,000	4,21,456	2,500	0.00	4,23,956	0.01

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)	%
123	Vivek Kumar	Non-Promoter	Individual	10,00,000	3,83,142	70,000	0.00	4,53,142	0.01
124	Shyamal Vinodray Budhdev	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
125	Lalita Mahendrabhai Shah	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
126	OmPrakash Talwar	Non-Promoter	Individual	10,00,000	3,83,142	5,000	0.00	3,88,142	0.00
127	Nandkumar Deo	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
128	Pavas Agarwal	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
129	Yasheen Arvind Vibhakar	Non-Promoter	Individual	10,00,000	3,83,142	37,600	0.00	4,20,742	0.01
130	Jitendra R.Deshpande	Non-Promoter	Individual	10,00,000	3,83,142	46,250	0.00	4,29,392	0.01
131	Om Prakash Khandelwal	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
132	Rajiv S.Parekh	Non-Promoter	Individual	10,00,000	3,83,142	5,515	0.00	3,88,657	0.00
133	Kuman Vrajlal Vaghasiya	Non-Promoter	Individual	10,00,000	3,83,142	60,780	0.00	4,43,922	0.01
134	Sunil Sudhakar Joshi	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
135	Ketan Kumar Mukund Chamra Soni	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
136	Sunil Kumar Mishra	Non-Promoter	Individual	10,00,000	3,83,142	11,810	0.00	3,94,952	0.00
137	Animesh Ranjan	Non-Promoter	Individual	10,00,000	3,83,142	20,000	0.00	4,03,142	0.00
138	Bharat Parsotam Kothia	Non-Promoter	Individual	10,00,000	3,83,142	57,900	0.00	4,41,042	0.01
139	Gajanan J.Wankhede	Non-Promoter	Individual	10,00,000	3,83,142	8,720	0.00	3,91,862	0.00
140	Dhritabrata Biswas	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
141	Manohar Adhar Patil	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
142	Shobha Sanjay Shete	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
143	Krunal Mukund Shah	Non-Promoter	Individual	10,00,000	3,83,142	25,000	0.00	4,08,142	0.00
144	Nilesh M.Vekaria	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
145	Hetkumar Indravadan Shah	Non-Promoter	Individual	55,00,000	21,07,280	1,20,250	0.00	22,27,530	0.03
146	Swapnil Jain j/w. Pragya Swapnil Jain	Non-Promoter	Individual	25,82,000	9,89,272	-	-	9,89,272	0.01
147	V.B. Rao	Non-Promoter	Individual	25,00,000	9,57,854	17,100	0.00	9,74,954	0.01
148	Bakul N.Rathod	Non-Promoter	Individual	50,00,000	19,15,709	3,65,000	0.01	22,80,709	0.03
149	Mansukh Raghav Pambhar	Non-Promoter	Individual	25,00,000	9,57,854	6,85,000	0.01	16,42,854	0.02
150	Nimish Shah	Non-Promoter	Individual	25,00,000	9,57,854	33,500	0.00	9,91,354	0.01
151	Skilpan Finvest Private Limited	Non-Promoter	Beena Kirtikumar Vagadia; Ripal Kirtikumar Vagadia	25,00,000	9,57,854	-	-	9,57,854	0.01
152	C.Prakash Kumar	Non-Promoter	Individual	25,00,000	9,57,854	35,950	0.00	9,93,804	0.01
153	Ishwar Chand Mangal	Non-Promoter	Individual	20,00,000	7,66,284	2,00,000	0.00	9,66,284	0.01
154	Anoop Khatri	Non-Promoter	Individual	20,00,000	7,66,284	-	-	7,66,284	0.01
155	Ankur Garg	Non-Promoter	Individual	17,00,000	6,51,341	1,55,000	0.00	8,06,341	0.01
156	Sriram Iyer	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
157	Anupkumar D.Vaishnav	Non-Promoter	Individual	10,00,000	3,83,142	70,500	0.00	4,53,642	0.01
158	Lancy G.Tauro	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
159	Yugandar Gunturu	Non-Promoter	Individual	20,00,000	7,66,284	35,063	0.00	8,01,347	0.01
160	Harishchandra Mondal	Non-Promoter	Individual	10,00,000	3,83,142	2,70,100	0.01	6,53,242	0.01
161	Punitkumar D.Nagar	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
162	A.Mohamed Ibrahim	Non-Promoter	Individual	10,08,000	3,86,207	12,000	0.00	3,98,207	0.00
163	Vinay Gupta	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
164	Lilaram Thakwani	Non-Promoter	Individual	10,00,000	3,83,142	-	-	3,83,142	0.00
	Grand Total - Certain persons / entities			3,00,00,00,000	1,14,94,25,287	1,15,76,37,234	21.76	2,30,70,62,521	27.62

§ The ultimate holder is identified as Zeppelin Foundation. Zeppelin Foundation is a charitable foundation held by city of Friedrichshafen as a trustee. Zeppelin Foundation is administered jointly by the first Mayor of Friedrichshafen, the municipal council of Friedrichshafen and stiftungsflge, the foundation administration (Department of municipal council of Friedrichshafen)

Note: For calculation of post issue percentage, kindly refer to Notes provided in Annexure 1

(x) The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

(xi) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from 1st April 2019 till the date of this Notice. The Company has undertaken various preferential allotments in terms of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2019-20 will not exceed the limit specified in the Act and Rules made thereunder.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed company, the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration.

(xiii) The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an **Annexure 1** forming part of this Notice.

(xiv) Undertaking to recomputed price:

The same is not applicable in the present case.

(xv) Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

(xvi) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations and applicable provisions of the Companies Act, 2013 shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting of the Company.

(xvii) Lock-in Period:

The equity shares allotted to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of the ICDR Regulations.

(xviii) Disclosure pertaining to wilful defaulters:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

The consent of the shareholders is sought for the issue of the equity shares in terms of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board recommends passing of the Special Resolution to approve issue of equity shares of the Company on preferential basis to Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.8 of the accompanying Notice.

The Promoter-Directors namely Mr. Tulsi R.Tanti, the Chairman and Managing Director, Mr. Vinod R.Tanti, the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti, the Non-executive Director of the Company and their relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoters. Further, the Key Managerial Personnel of the Company, namely, Mr. Swapnil Jain, Chief Financial Officer, has got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to him. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Further, Mr. Tulsi R.Tanti, the Chairman and Managing Director, Mr. Vinod R.Tanti, the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti, the Non-executive Director of the Company along with other Promoters and entities forming part of the Promoter Group hold 99.89% of the equity share capital of Tanti Holdings Private Limited, one of the Proposed Allottees as on the date of this Notice. Except for the above, none of the Directors and / or Key Managerial Personnel of the Company has any shareholding interest exceeding 2% in any of the Proposed Allottees.

The issue of equity shares under this Resolution is authorised by the Articles of Association of the Company.

The equity shares of the Company issued under this Resolution shall be listed on the National Stock Exchange of India Limited and BSE Limited.

Copies of documents relevant to these Resolutions shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.

Agenda Item No.9: To approve issue of compulsorily convertible debentures of the Company on preferential basis to Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations

The Company proposes to undertake a capital raising exercise by way of preferential issue to Tanti Holdings Private Limited (i.e. a promoter of the Company) and certain persons / entities ("Proposed Allottees") who have expressed their inclination to subscribe to the unsecured compulsorily convertible debentures ("CCDs") of the Company with a view to support the Company in the present situation.

Accordingly, the Board at its meeting held on 27th February 2020 had, subject to the approval of the shareholders and other regulatory approvals as may be required, approved the proposal to create, offer, issue and allot, in one or more tranches, 10,000 (Ten Thousand) CCDs having a face value of Rs.1,00,000/- (Rupees One Lac Only) each for cash at par aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores Only) to Tanti Holdings Private Limited (i.e. a promoter of the Company) and certain persons / entities as mentioned in the explanatory statement (hereinafter collectively referred to as the "Proposed

Allottees”), in one or more tranches, whether they are shareholders of the Company or not, by way of a preferential allotment.

A company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 71(1), 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Act”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue of the CCDs are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended:

(i) The object / purpose of the preferential issue:

The object of the preferential issue is to meet the funding requirements and other general corporate purposes including but not limited to build up of new inventory, critical vendor and other approved payments.

(ii) The total number of shares or other securities to be issued and the manner of issue and the amount which the Company proposes to raise by way of such issue:

It is intended to create, offer, issue and allot 10,000 (Ten Thousand) CCDs having a face value of Rs.1,00,000/- (Rupees One Lac Only) each aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores Only) to the Proposed Allottees mentioned below, pursuant to a preferential allotment on a private placement basis.

(iii) The price or price band at / within which the allotment is proposed:

Each CCD shall be convertible into 38,314 equity shares of the Company having a face value of Rs.2/- (Rupees Two Only) each. The CCDs are being issued for cash at par and the CCDs shall be convertible into equity shares of the Company at the option of the Proposed Allottees during the period of 18 months from the date of allotment and if such option is not exercised, shall compulsorily and mandatorily convert into equity shares of the Company, on the last day of the period of 18 months from the date of allotment as specified in the ICDR Regulations, at the conversion price of Rs.2.61 per equity share determined with reference to the Relevant Date, i.e. 20th February 2020, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue in accordance with the ICDR Regulations.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

Since the Company is a listed company, the conversion price of Rs.2.61 per equity share has been determined with reference to the Relevant Date (as mentioned in point (v) below) in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws. Further, the report of the registered valuer is not required in terms of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

(v) Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in terms of Regulation 161(b) of the ICDR Regulations for determining the price of the equity shares to be allotted to the Proposed Allottees pursuant to conversion of CCDs allotted on a preferential basis, would be a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees, i.e. Tanti Holdings Private Limited (which is a promoter of the Company) and certain persons / entities as mentioned in point no.(ix) below.

(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

The Promoter-Directors namely Mr. Tulsi R.Tanti, the Chairman and Managing Director, Mr. Vinod R.Tanti, the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti, the Non-executive Director of the Company and their relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed by and allotted to Tanti Holdings Private Limited (which is a promoter of the Company).

Other than the above, none of the existing Directors and Key Managerial Personnel and their relatives intend to subscribe to the proposed preferential issue.

(viii) Proposed time within which the allotment shall be completed:

The Company will issue and allot CCDs within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law.

(ix) The identity of the proposed allottees, the natural persons which ultimately control the proposed allottees, maximum number / amount of equity shares proposed to be allotted and the percentage of post issue capital that may be held by the proposed allottees:

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted pursuant to conversion of CCDs	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)*	%
1	Tanti Holdings Private Limited (Promoter)	Promoter	Rambhoben Ukabhai	50,00,00,000	19,15,70,881	15,89,01,093	2.99	54,20,42,855	6.49
2	Cannon Realty Pvt. Ltd. j/w. Sun Fastfin Services Pvt. Ltd. in the capacity of partners of M/s. GEE SIX Enterprises	Non-Promoter	Dilip Shanghvi	6,91,50,000	2,64,94,253	13,83,00,000	2.60	19,12,88,506	2.29
3	Shanghvi Finance Pvt. Ltd. j/w. Aditya Medisales Ltd. J/w. Kumud S. Shanghvi in the capacity of partners of M/s. Sunrise Associates	Non-Promoter	Dilip Shanghvi	5,04,50,000	1,93,29,502	10,09,00,000	1.90	13,95,59,004	1.67

Sr. No.	Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Natural person who ultimately controls the proposed allottee	Value in Rs. (Approx.)	Maximum no. of equity shares to be allotted pursuant to conversion of CCDs	Pre-preferential shareholding (No. of shares)	%	Post-preferential shareholding (No. of shares)*	%
4	Shanghvi Finance Pvt. Ltd. j/w. Aditya Medisales Ltd. J/w. Aalok D. Shanghvi in the capacity of partners of M/s. Goldenstar Enterprises	Non-Promoter	Dilip Shanghvi	5,04,50,000	1,93,29,502	10,09,00,000	1.90	13,95,59,004	1.67
5	Shanghvi Finance Pvt. Ltd. j/w. Aditya Medisales Ltd. J/w. Vibha Shanghvi in the capacity of partners of M/s. Pioneer Resources	Non-Promoter	Dilip Shanghvi	5,04,50,000	1,93,29,502	10,09,00,000	1.90	13,95,59,004	1.67
6	Aditya Medisales Ltd. j/w. M J Pharmaceuticals Pvt. Ltd. J/w. Ms. Vidhi Shanghvi in the capacity of partners of M/s. Expert Vision	Non-Promoter	Dilip Shanghvi	4,00,00,000	1,53,25,670	8,00,00,000	1.50	11,06,51,341	1.32
7	Aalok D. Shanghvi	Non-Promoter	Not Applicable	3,40,00,000	1,30,26,820	6,80,00,000	1.28	9,40,53,640	1.13
8	Vibha Shanghvi	Non-Promoter	Not Applicable	2,15,00,000	82,37,548	4,30,00,000	0.81	5,94,75,096	0.71
9	Vidhi D. Shanghvi	Non-Promoter	Not Applicable	3,40,00,000	1,30,26,820	6,80,00,000	1.28	9,40,53,640	1.13
10	Neostar Developers LLP	Non-Promoter	Sudhir Valia & Vijay Parekh	4,25,00,000	1,62,83,525	8,50,00,000	1.60	11,75,67,050	1.41
11	Real Gold Developers LLP	Non-Promoter	Sudhir Valia & Vijay Parekh	4,25,00,000	1,62,83,525	8,50,00,000	1.60	11,75,67,050	1.41
12	Suraksha Buildwell LLP	Non-Promoter	Sudhir Valia & Vijay Parekh	5,50,00,000	2,10,72,797	11,00,00,000	2.07	15,21,45,594	1.82
13	Sudhir V. Valia	Non-Promoter	Not Applicable	25,00,000	9,57,854	29,295	0.00	19,45,004	0.02
14	Raksha S. Valia	Non-Promoter	Not Applicable	25,00,000	9,57,854	25,000	0.00	19,40,709	0.02
15	Vijay M. Parekh	Non-Promoter	Not Applicable	25,00,000	9,57,854	50,00,000	0.09	69,15,709	0.08
16	Paresh M. Parekh	Non-Promoter	Not Applicable	25,00,000	9,57,854	50,00,000	0.09	69,15,709	0.08

Note: For calculation of post issue percentage, kindly refer to Notes provided in Shareholding Pattern provided in Annexure 1.

*The post issue percentage mentioned above is after considering equity allotment to be made under Agenda item no.8

(x) The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

(xi) Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from 1st April 2019 till the date of this Notice. The Company has undertaken various preferential allotments in terms of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2019-20 will not exceed the limit specified in the Act and Rules made thereunder.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

(xiii) The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.

(xiv) Undertaking to recomputed price:

The same is not applicable in the present case.

(xv) Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

(xvi) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations and applicable provisions of the Companies Act, 2013 shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting of the Company.

(xvii) Lock-in Period:

The CCDs allotted to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of the ICDR Regulations.

(xviii) Listing

The Company will make an application to the stock exchanges at which the existing shares are already listed, for listing of the equity shares to be issued on conversion of the CCDs. Such equity shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

(xix) Disclosure pertaining to wilful defaulters:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

The consent of the shareholders is sought for the issue of the CCDs in terms of Sections 71(1), 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations, Listing Regulations read with the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board recommends passing of the Special Resolution to approve issue of CCDs on preferential basis to the Proposed Allottees. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.9 of the accompanying Notice.

The Promoter-Directors namely Mr. Tulsi R.Tanti, the Chairman and Managing Director, Mr. Vinod R.Tanti, the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti, the Non-executive Director of the Company and their relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed by and allotted to Tanti Holdings Private Limited (i.e. a promoter of the Company). Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Further, Mr. Tulsi R.Tanti, the Chairman and Managing Director, Mr. Vinod R.Tanti, the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti, the Non-executive Director of the Company along with other Promoters and entities forming part of the Promoter Group hold 99.89% of the equity share capital of Tanti Holdings Private Limited, one of the Proposed Allottees, as on the date of this Notice. Except for the above, none of the Directors and / or Key Managerial Personnel of the Company has any shareholding interest exceeding 2% in any of the Proposed Allottees.

Copies of documents relevant to these Resolutions shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.

Agenda Item No.10: To amend the Articles of Association of the Company

In terms of the restructuring of debt of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan), the Company has to, inter alia, amend the Articles of Association of the Company by including the terms of the optionally convertible debentures proposed to be allotted by the Company to the lenders.

In terms of the provisions of Section 14 of the Companies Act, 2013 read with Rules made thereunder, a company may, by special resolution, alter its Articles of Association.

The Board recommend passing of the Special Resolution to amend the Articles of Association. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.10 of the accompanying Notice.

Copies of documents relevant to this Resolution including a copy of the amended Articles of Association of the Company shall be made available for inspection at the registered office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of this Extra Ordinary General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Extra Ordinary General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

By order of the Board of Directors of
Suzlon Energy Limited

Place : Mumbai

Date : 27th February 2020

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

Geetanjali S.Vaidya,
Company Secretary.
M. No. A18026.

ANNEXURE 1

The pre issue and post issue shareholding pattern of the Company after considering all the preferential allotments to be made under this Notice is provided hereunder:

Sr. No.	Category	Pre-Issue		Post-Issue	
		Number of shares	% of shareholding	Number of shares	% of shareholding
A	Promoters' holding:				
1	Indian:				
	Individual	59,83,84,000	11.25	59,83,84,000	7.16
	Bodies Corporate	45,44,00,456	8.54	83,75,42,218	10.03
	Sub Total (A1)	1,05,27,84,456	19.79	1,43,59,26,218	17.19
2	Foreign Promoters	-		-	
	Sub Total (A2)	-		-	
	Sub Total A [(A1) + (A2)]	1,05,27,84,456	19.79	1,43,59,26,218	17.19
B	Non-Promoters' Shareholding				
1	Institutional Investors				
	Financial Institutions / Banks / Insurance Companies	46,91,24,029	8.82	1,96,91,24,029	23.58
	Others				
	Sub-Total (B1)	46,91,24,029	8.82	1,96,91,24,029	23.58
2	Non-Institutions:				
	Private Corporate Bodies	1,01,61,72,671	19.10	1,79,43,33,591	21.48
	Directors & Relatives (Other than Promoters)	-	-	-	-
	Indian Public	2,61,40,89,738	49.14	2,98,53,54,105	35.74
	Others (including NRI)	15,93,22,387	2.99	15,93,22,387	1.91
	Sub-Total (B2)	3,78,95,84,796	71.24	4,93,90,10,083	59.13
	Sub-Total B [(B1) + (B2)]	4,25,87,08,825	80.05	6,90,81,34,112	82.71
C	GDRs	82,80,840	0.16	82,80,840	0.10
	GRAND TOTAL [(A) + (B) + (C)]	5,31,97,74,121	100.00	8,35,23,41,170	100.00

Notes:

- 1) The post-issue paid-up capital is arrived after considering all preferential allotments under Resolution under Item nos.2, 4, 8 and 9 to Proposed Equity Holders, Proposed Warrant Holders and proposed CCD Holders respectively. While calculating the post-issue paid-up capital, allotment of equity shares to Proposed OCD Holders pursuant to conversion of OCDs in terms of Resolution under Item no. 3 has not been considered since issuance of equity shares against OCDs is contingent upon happening of a particular event(s) / Proposed OCD Holders exercising their option to convert, and since the number of equity shares to be issued to upon conversion of OCDs cannot be ascertained at this point of time. Further, allotment of equity shares to Proposed Warrant Holders upon conversion of Warrants and to the Proposed CCD Holders upon conversion of CCDs has been considered on as-if-converted basis.
- 2) The number of equity shares, OCDs and Warrants to be allotted to each of the (i) Proposed Equity Holders; (ii) Proposed OCD Holders; and (iii) Proposed Warrant Holders cannot be ascertained as on date of this Notice and accordingly the number of securities proposed to be issued to each of them cannot be disclosed separately and would be determined only on the basis of confirmations received from lender for actual outstanding balances as on applicable date. However, the total number of securities to be issued and allotted shall not exceed the total number of aggregate securities provided in the respective Resolutions.
- 3) The number of equity shares actually allotted to the Proposed Allottees being Promoters and certain persons / entities shall depend on the subscription made by the respective Proposed Allottees as also actual issue price fixed by the Board at the time of allotment which shall not be less than Rs.2.61 per equity share. The post-issue paid-up capital as well as post-issue shareholding percentage provided above assumes full subscription by each of the Proposed Allottees. In the event that this will not be the case or the actual issue price is higher than the minimum price, the post-issue paid-up capital as well as post-issue shareholding percentage provided above may stand altered consequently.
- 4) The post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of OCDs into equity shares; and (ii) the conversion of the existing Foreign Currency Convertible Bonds (FCCBs) issued by the Company and / or conversion of new series of FCCBs, if any, issued by the Company.
- 5) The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of securities.

SUZLON

POWERING A GREENER TOMORROW

SUZLON ENERGY LIMITED

[CIN: L40100GJ1995PLC025447]

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009;
Tel.: +91.79.6604 5000; **Fax:** +91.79.2656 5540; **Website:** www.suzlon.com; **Email id:** investors@suzlon.com

PROXY FORM

(Form MGT.11)

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered Address	:	
Email ID	:	
Folio No. / Client ID	:	
DP ID	:	

I / We, being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 24th March 2020 at 4.00 p.m. at H T Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Particulars	Ordinary / Special Resolution
1.	To approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company	Ordinary Resolution
2.	To approve issue of equity shares of the Company on preferential basis to the lenders pursuant to the restructuring of debt of the Company and its certain identified subsidiaries	Special Resolution
3.	To approve issue of optionally convertible debentures of the Company on preferential basis to the lenders pursuant to the restructuring of debt of the Company and its certain identified subsidiaries	Special Resolution
4.	To approve issue of convertible warrants of the Company on preferential basis to the lenders pursuant to the restructuring of debt of the Company and its certain identified subsidiaries	Special Resolution
5.	To consider in-principle approval for conversion of loan in to equity	Special Resolution
6.	To approve issue of equity shares / equity linked instruments	Special Resolution
7.	To approve divestment / dilution / disposal of the Company's investment(s) / asset(s) / undertaking(s)	Special Resolution

Reso. No.	Particulars	Ordinary / Special Resolution
8.	To approve issue of equity shares of the Company on preferential basis to the Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations	Special Resolution
9.	To approve issue of compulsorily convertible debentures of the Company on preferential basis to Promoters and certain persons / entities in terms of the Companies Act, 2013 and the ICDR Regulations	Special Resolution
10.	To amend the Articles of Association of the Company	Special Resolution

Affix
Revenue
Stamp

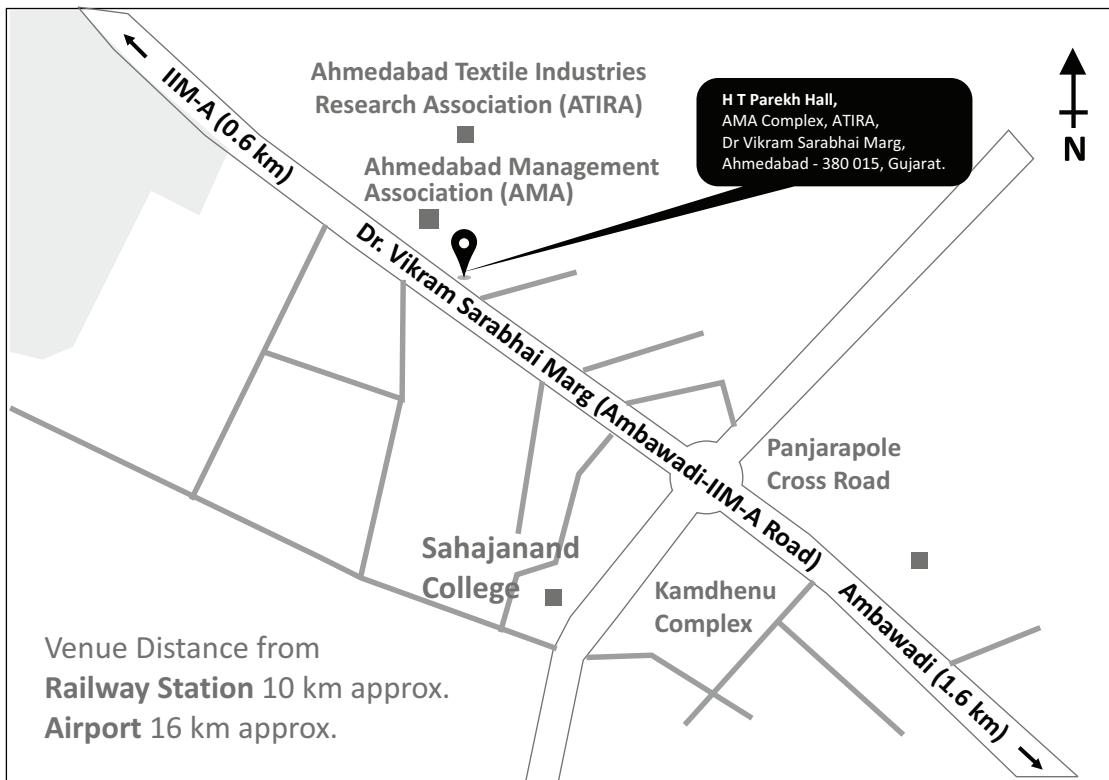
Signed this _____ day of _____ 2020.

Signature of shareholder: _____ Signature of proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed, stamped, signed and deposited at the Company's Registered Office, not less than 48 (forty eight) hours before the commencement of this Extra Ordinary General Meeting of the Company.

MAP OF VENUE OF EXTRA ORDINARY GENERAL MEETING OF SUZLON ENERGY LIMITED [CIN:L40100GJ1995PLC025447]

H T Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.





SUZLON ENERGY LIMITED

[CIN: L40100GJ1995PLC025447]

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009;
Tel.: +91.79.6604 5000; **Fax:** +91.79.2656 5540; **Website:** www.suzlon.com; **Email id:** investors@suzlon.com

ATTENDANCE SLIP

Sr. No. _____

DP ID / Folio No. / Client ID :

Full name and address of the shareholder :

No. of equity shares held :

Full name of the proxy, in case proxy attending :

I / we hereby record my / our presence at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 24th March 2020 at 4.00 p.m. at H T Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

Signature of the shareholder / proxy

E-voting Details

EVENT	User ID	Password

Process and Manner of remote e-voting

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rules made thereunder, the Company is providing facility for voting by electronic means ("remote e-voting") to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Extra Ordinary General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The shareholders who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No.F2587 and Certificate of Practice No.2407) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. **The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 18th March 2020 being the cut-off date for the purpose.** The shareholders of the Company holding shares either in dematerialised or in physical form, as on the cut-off date, may cast their vote electronically. A person who is not a shareholder on the cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date, i.e. 18th March 2020, may obtain the User ID and password in the manner as mentioned below:

- (i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>DP ID Client ID or Event number (i.e.5243)+Folio No. to 9212993399
Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical : MYEPWD<SPACE>52431234567
- (ii) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

The process and manner for remote e-voting is as under:

1. The Company has entered into an arrangement with KFin Technologies Private Limited ("Kfintech") for facilitating remote e-voting for the ensuing Extra Ordinary General Meeting. The instructions for remote e-voting are as under:
 - (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
 - (ii) Enter the login credentials, i.e. user-id & password, mentioned on the attendance slip / email forwarded through the electronic notice:

User ID	For shareholder(s) / beneficial owner(s) holding shares in demat form:- a) For NSDL:- 8 characters DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits Beneficiary ID c) For shareholder(s) holding shares in physical form:- Event number (i.e. 5243)+folio number
Password	Your unique password is printed on the EGM attendance slip / sent via email forwarded through the electronic notice.
Captcha	Enter the verification code for security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Kfintech's e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID., etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Kfintech's e-voting website to reset the same.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event', i.e. 'SUZLON ENERGY LIMITED'.
- (vii) If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
- (ix) After selecting the resolution if you have decided to cast vote on the same, click on “SUBMIT” and a confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate / Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to ravi@ravics.com with a copy to evoting@karvy.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.
- Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Extra Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.
 - The Portal will remain open for voting from: 9.00 a.m. on Saturday, 21st March 2020 to 5.00 p.m. on Monday, 23rd March 2020 (both days inclusive). The e-voting portal shall be disabled by Kfintech thereafter.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. Ganesh Chandra Patro of Kfin Technologies Private Limited (“Kfintech”) at 040-67162222 or at 1800-3454-001 (toll free); email: einward.ris@kfintech.com.
 - The Scrutinizer shall immediately after the conclusion of the voting at the Extra Ordinary General Meeting, first count the votes cast at the Extra Ordinary General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (three) days after the conclusion of the Extra Ordinary General Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
 - The resolutions will be deemed to be passed on the Extra Ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
 - The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company (www.suzlon.com) and on Kfintech's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to the National Stock Exchange of India Limited and BSE Limited.
 - KPRISM- Mobile service application by Kfintech:
Members are requested to note that, the Registrar and Share Transfer Agent, Kfin Technologies Private Limited (“Kfintech”) has launched a new mobile application - KPRISM and website <https://kprism.kfintech.com/app/> for online service to shareholders. Members can download the mobile application, register yourself (one time) for availing host of services viz., consolidated portfolio view serviced by Kfintech, dividend status and send requests for change of address, change / update bank mandate. Through the mobile app, members can download annual reports, standard forms and keep track of upcoming general meetings, IPO allotment status and dividend disbursements. The mobile application is available for download from Android Play Store or scan the below QR code. Alternatively visit the link <https://kprism.kfintech.com/app/> to download the mobile application.



<https://kprism.kfintech.com/app/>