

29<sup>th</sup> February 2020.

**National Stock Exchange of India Limited,**  
“Exchange Plaza”,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai-400051.

**BSE Limited,**  
P.J. Towers,  
Dalal Street,  
Mumbai-400001.

Dear Sirs,

**Ref.: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).**

This is further to our letter dated 27<sup>th</sup> February 2020, in relation to the outcome of the Board Meeting held on the same date (“Letter”), wherein, as intimated, the Board has approved issuance of equity shares / compulsorily convertible debentures (CCDs) of the Company on preferential basis to the promoters / certain persons / entities (as mentioned in Annexure 2 of the Letter) to an extent of Rs.400 Crores in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”).

In connection with the preferential allotment, the Company has entered into (i) securities subscription agreement with the persons mentioned at Sr. No.2 to 16 of Annexure 2 of the Letter (“Investor Group”) dated 28<sup>th</sup> February 2020 (“Investor SSA”); (ii) an amended and restated shareholders’ agreement with the Investor Group and promoters of the Company dated 28<sup>th</sup> February 2020 (“SHA”); and (iii) securities subscription agreement with Tanti Holdings Private Limited (“Promoter Group”) dated 28<sup>th</sup> February 2020 (“Promoter SSA”).

In terms of Part A of Schedule III of Regulation 30 of the Listing Regulations, following is the necessary information:

Name(s) of parties with whom the agreement is entered	As stated above.
Purpose of entering into the agreement	The Investor SSA and the Promoter SSA records the terms of raising funds through preferential allotment of equity shares and CCDs to the Investor Group and Promoter Group, respectively.  The SHA inter-alia records the revised understanding in relation to the <i>inter-se</i> rights and obligations between the Investor Group and the promoters in relation to the Company, pursuant to the completion of the proposed preferential allotment mentioned above.
Shareholding, if any, in the entity with whom the agreement is executed	NIL.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	The Investor SSA and Promoter SSA provide that the Company shall issue and allot equity shares and CCDs by way of preferential allotment on private placement basis, to the Investor Group and Promoter Group, for an aggregate consideration of Rs.100 Crores each, subject to conditions precedent as set out in the said agreements.

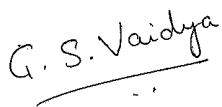
	The SHA <i>inter-alia</i> records the terms and conditions governing the management of the Company, rights of the Investor Group and the promoters to nominate directors in the Company and <i>inter-se</i> agreement for any transfer / acquisition of securities of the Company, in accordance with the terms of the SHA.
Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship	Tanti Holdings Private Limited is one of the promoters of the Company.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Not applicable.
In case of issuance of shares to the parties, details of issue price, class of shares issued	The issue price for equity shares and conversion price of the CCDs is Rs.2.61 per equity share, which has been determined with reference to the Relevant Date (i.e. 20 <sup>th</sup> February 2020), in accordance with Regulation 164(1) of the ICDR Regulations and applicable laws.  The CCDs shall carry a face value of Rs.1,00,000 each and each CCD shall be convertible into 38,314 equity shares of face value Rs.2 each of the Company, within a period of 18 months from the date of allotment of the CCDs.
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	NIL.
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Please see the details of the SHA above.

This is for your information as also for the information of your members and the public at large.

Thanking you,

Yours faithfully,

**For Suzlon Energy Limited**



**Geetanjali S.Vaidya,  
Company Secretary.**