

30<sup>th</sup> June 2020.**National Securities Depository Limited,**Trade World, 4<sup>th</sup> Floor,

Kamala Mills Compound,

Senapati Bapat Marg, Lower Parel,

Mumbai-400013.

Dear Sir,

**Sub.: Corporate Action Information for admission of 0.01% Secured Optionally Convertible Debentures.****Ref.: Allotment of securities of Suzlon Energy Limited (the “Company”) issued on a preferential basis under the Resolution Plan of the Company and its certain identified subsidiaries.**

In terms of the in-principle approvals granted by the National Stock Exchange of India Limited on 7<sup>th</sup> May 2020 and BSE Limited on 12<sup>th</sup> May 2020 the Securities Issue Committee of the Board of Directors of the Company at their meeting held on 27<sup>th</sup> June 2020, allotted **4,10,000 (Four Lacs Ten Thousand)** fully paid up 0.01% Secured Optionally Convertible Debentures (hereinafter referred to as the “OCDs”) of the Company having a face value of Rs.1,00,000/- (Rupees One Lac Only) each aggregating to Rs.4100,00,00,000/- (Four Thousand One Hundred Crores Only) to one or more lenders on preferential basis in terms of the restructuring of debt of the Company and its certain identified subsidiaries in dematerialised form.

In this connection, we furnish the following information, documents, undertakings and confirmation for admission of the aforesaid Optionally Convertible Debentures (OCDs) (ISIN: INE040H07028):

<b>Sr. No.</b>	<b>Particulars</b>	<b>Annexure</b>
1.	Corporate Action Information Form for OCDs	Enclosed as Annexure I
2.	Certified true copy of the resolution of the shareholders approving the issuance of securities	Enclosed as Annexure II
3.	Certified true copy of the resolution of the Securities Issue Committee of the Board of Directors for allotment of securities	Enclosed as Annexure III
4.	Confirmation regarding terms and conditions of securities	Enclosed as Annexure IV
5.	Copy of “In-Principle” approval of the Stock Exchanges	Enclosed as Annexure V
6.	Copy of Form No.PAS-3 for return of allotment as filed with MCA together with a copy of the Challan	Enclosed as Annexure VI
7.	Corporate Action Fees	Being arranged separately

We hereby authorise our Registrar & Share Transfer Agents, KFin Technologies Private Limited to take necessary corporate action for credit of further issued securities.

In case of any queries / clarifications the under-mentioned officials may be contacted:

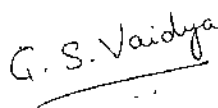
Contact Details	
Name of Contact Person	Mrs. Geetanjali S.Vaidya
Designation	Company Secretary
Telephone Nos. (landline & mobile)	9923694192
Email – id	<a href="mailto:mca@suzlon.com">mca@suzlon.com</a> / <a href="mailto:ggeetanjali@suzlon.com">ggeetanjali@suzlon.com</a>

Hope you would find the above information in order and self-explanatory. We request you to do the needful for admission of the additional securities issued by the Company at the earliest.

Thanking you,

Yours faithfully,

**For Suzlon Energy Limited**



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

Encl.: As above.

C.C.: KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032.

**CORPORATE ACTION INFORMATION FORM**  
 (For Debt instruments - Allotment)  
**OPTIONALLY CONVERTIBLE DEBENTURES**

Ref. No. : \_\_\_\_\_

Date: 30-06-2020

To,  
 Vice President  
 National Securities Depository Limited,  
 Trade World, A Wing,  
 Kamala Mills Compound, Lower Parel,  
Mumbai-400013.

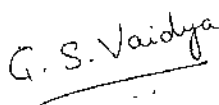
We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE040H07028
Security Description	Optionally Convertible Debentures (OCDs)
Allotment Date	27-06-2020
Face Value per security	Rs.1,00,000/- (Rupees One Lac Only)
Distinctive Numbers	From 1 To 410000
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	(Yes/No)
If through EBP, name of Electronic Book Provider	N.A.
Funds Settlement (Tick any one as applicable)	<input type="checkbox"/> Through Clearing corporation – N.A. <input type="checkbox"/> Through Issuer's Escrow Bank – N.A.
If through Clearing Corporation, name of clearing corporation	N.A.

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	<b>16</b>	<b>4,10,000</b>
Electronic Form – CDSL	Nil	Nil
Physical Form	Nil	Nil
<b>Total Allotted</b>	<b>16</b>	<b>4,10,000</b>

<i>Lock-in details</i>	<i>No. of securities</i>	<i>Lock-in release date</i>
Lenders	<b>4,10,000</b>	<b>28-06-2021</b>

I, Geetanjali S.Vaidya, Company Secretary (M.No.A18026) of Suzlon Energy Limited declare that the Company has obtained all the necessary approvals for the aforesaid issue of securities and is in compliance with all the applicable rules and regulations. The allotment is in terms of the Resolution of Securities Issue Committee of the Board of Directors of the Company dated 27-06-2020 (*copy enclosed*).



Signature :  
 Name: Geetanjali S.Vaidya

**Notes:**

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

*Annexure A*

Date: 30-06-2020

To,  
**The Managing Director,**  
 National Securities Depository Limited,  
 Trade World, 4<sup>th</sup> floor,  
 Kamala Mills Compound,  
 Senapati Bapat Marg, Lower Parel,  
Mumbai-400013.

Dear Sir,

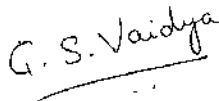
We intend to issue securities under existing ISIN as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. and are pari passu with the bonds / debentures under the following ISIN wherein the new securities being issued.

**Details of current issue:**

ISIN	INE040H07028
Date of Allotment ( <i>in DD-MM-YYYY</i> )	27-06-2020
Date of Maturity ( <i>in DD-MM-YYYY</i> )	26 <sup>th</sup> June 2030
Allotment Quantity	4,10,000
Issue Price (in Rs.)	Rs.1,00,000/-
Face Value (in Rs.)	Rs.1,00,000/-
Issue Size (in Rs. Crs.)	Rs.4100 Crores
Certificate Nos./Distinctive Nos. (From – To)	From 1 to 410000

**Issuance history under the aforesaid ISIN (including current issue):**

Sr. No.	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
1.	27-06-2020	4,10,000	4,10,000	1,00,000	Rs.4100 Crores	Rs.4100 Crores

*Note: Add rows, if applicable***For Suzlon Energy Limited**


**Name: Geetanjali S.Vaidya**  
**Designation: Company Secretary**

**TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE SHAREHOLDERS OF SUZLON ENERGY LIMITED DATED 18<sup>TH</sup> MAY 2020 HELD BY WAY OF POSTAL BALLOT PROCESS**

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**Agenda Item No.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**

**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 7<sup>th</sup> 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 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 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 <sup>th</sup> 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><tr><th>Date</th><th>Redemption of OCD</th></tr><tr><td>30<sup>th</sup> June 2020</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2021</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2022</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2023</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2024</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2025</td><td>Rs.10/- each</td></tr></table>	Date	Redemption of OCD	30 <sup>th</sup> June 2020	Rs.10/- each	30 <sup>th</sup> June 2021	Rs.10/- each	30 <sup>th</sup> June 2022	Rs.10/- each	30 <sup>th</sup> June 2023	Rs.10/- each	30 <sup>th</sup> June 2024	Rs.10/- each	30 <sup>th</sup> June 2025	Rs.10/- each
Date	Redemption of OCD															
30 <sup>th</sup> June 2020	Rs.10/- each															
30 <sup>th</sup> June 2021	Rs.10/- each															
30 <sup>th</sup> June 2022	Rs.10/- each															
30 <sup>th</sup> June 2023	Rs.10/- each															
30 <sup>th</sup> June 2024	Rs.10/- each															
30 <sup>th</sup> June 2025	Rs.10/- each															



Sr. No.	TOPIC	DETAILS	
		30 <sup>th</sup> June 2026	Rs.10/- each
		30 <sup>th</sup> June 2027	Rs.10/- each
		30 <sup>th</sup> June 2028	Rs.10/- each
		30 <sup>th</sup> June 2029	Rs.10/- each
		30 <sup>th</sup> June 2030 or the last day of initial tenor, whichever is earlier	Rs.10/- each or such other amount as may be mutually agreed
		New Series	
		31 <sup>st</sup> March 2031	Rs.4980/- each
		31 <sup>st</sup> March 2032	Rs.4990/- each
		31 <sup>st</sup> March 2033	Rs.9990/- each
		31 <sup>st</sup> March 2034	Rs.9990/- each
		31 <sup>st</sup> March 2035	Rs.9990/- each
		31 <sup>st</sup> March 2036	Rs.9990/- each
		31 <sup>st</sup> March 2037	Rs.9990/- each
		31 <sup>st</sup> March 2038	Rs.9990/- each
		31 <sup>st</sup> March 2039	Rs.14990/- each
		31 <sup>st</sup> March 2040	Rs.14990/- each
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.”	

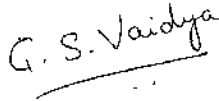
“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board (for actions that are permitted to be performed by such Committee under the provisions of the Act) be and is hereby authorised on behalf of the



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."

**CERTIFIED TRUE COPY  
FOR SUZLON ENERGY LIMITED**



**GEETANJALI S. VAIDYA,  
COMPANY SECRETARY.**

**TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE SECURITIES ISSUE COMMITTEE OF THE BOARD OF DIRECTORS OF SUZLON ENERGY LIMITED HELD AT SHORTER NOTICE ON SATURDAY, 27<sup>TH</sup> JUNE 2020 AT 5.30 P.M. AT THE OFFICE OF KFIN TECHNOLOGIES PRIVATE LIMITED AT SELENIUM BUILDING, TOWER B, PLOT NO. 31 & 32, FINANCIAL DISTRICT, NANAKRAMGUDA, SERILINGAMPALLY, HYDERABAD-500032**

**To allot the securities of the Company on preferential basis to the lenders pursuant to restructuring of debt of the Company and its certain identified subsidiaries**

“RESOLVED THAT 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 7<sup>th</sup> June 2019 (the “RBI Circular”) (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) read with the Framework Restructuring Agreement dated 31<sup>st</sup> March 2020 (including any amendments thereto) 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 (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 in terms of special resolution dated 18<sup>th</sup> May 2020 passed by the shareholders of the Company by way of postal ballot conducted vide Postal Ballot Notice dated 18<sup>th</sup> April 2020, the results of which were declared on 19<sup>th</sup> May 2020 and in-principle approvals granted by the National Stock Exchange of India Limited on 7<sup>th</sup> May 2020 and BSE Limited on 12<sup>th</sup> May 2020 under Regulation 28(1) of the Listing Regulations, **(i) 99,71,76,872 (Ninety Nine Crores Seventy One Lacs Seventy Six Thousand Eight Hundred Seventy Two)** fully paid up equity shares of the Company bearing distinctive numbers from 7016353622 to 8013530493 having a face value of Rs.2/- (Rupees Two Only) each aggregating to Rs.16/- (Rupees Sixteen Only), i.e. at an aggregate consideration of Re.1/- (Rupee One Only) per lender (“Equity Holders”); **(ii) 4,10,000 (Four Lacs Ten Thousand)** fully paid up 0.01% Secured Optionally Convertible Debentures (hereinafter referred to as the “OCDs”) of the Company bearing distinctive numbers from 1 to 410000 having a face value of Rs.1,00,000/- (Rupees One Lac Only) each aggregating to Rs.4100,00,00,000/- (Rupees Four Thousand One Hundred Crores Only) for 16 Lenders (“OCD Holders”); and **(iii) 49,85,88,439 (Forty Nine Crores Eighty Five Lacs Eighty Eight Thousand Four Hundred Thirty Nine)** fully paid up convertible warrants of the Company bearing distinctive numbers from 1 to 498588439 having a face value of Rs.2/- (Rupees Two Only) each (hereinafter referred to as the “Warrants”) aggregating to Rs.16/- (Rupees Sixteen Only), i.e. at an aggregate consideration of Re.1/- (Rupee One Only) per lender (“Warrant Holders”), (equity shares, OCDs and Warrants are hereinafter collectively referred to as the “Securities”) be and the same are hereby allotted to the Lenders in part conversion of their existing debt aggregating to Rs.4100,00,00,032/- (Rupees Four Thousand One Hundred Crores and Thirty Two Only), in dematerialised form as under:

Sr. No.	Name of Lender(s)	No. of Securities allotted in part conversion of existing debt of the Lenders		
		Equity shares of Rs.2/- each	OCDs of Rs.1,00,000/- each	Warrants of Rs.2/- each
1.	State Bank of India	35,35,44,620	1,45,363	17,67,72,310
2.	Axis Bank Limited	2,27,77,584	9,365	1,13,88,792

Sr. No.	Name of Lender(s)	No. of Securities allotted in part conversion of existing debt of the Lenders		
		Equity shares of Rs.2/- each	OCDs of Rs.1,00,000/- each	Warrants of Rs.2/- each
3.	Bank of Baroda	9,90,51,809	40,726	4,95,25,905
4.	Bank of India	67,64,660	2,781	33,82,330
5.	Bank of Maharashtra	1,29,29,102	5,316	64,64,551
6.	Central Bank of India	4,11,71,462	16,928	2,05,85,731
7.	ICICI Bank Limited	2,57,72,707	10,597	1,28,86,354
8.	IDBI Bank Limited	12,86,86,255	52,911	6,43,43,128
9.	Indian Overseas Bank	7,51,99,474	30,919	3,75,99,737
10.	Punjab National Bank	7,99,40,980	32,869	3,99,70,490
11.	Union Bank of India	1,10,78,471	4,555	55,39,236
12.	Yes Bank Limited	97,84,853	4,023	48,92,427
13.	Life Insurance Corporation of India	3,16,63,267	13,019	1,58,31,634
14.	Saraswat Co-operative Bank Limited	35,74,840	1,470	17,87,420
15.	Export Import Bank of India	1,06,20,990	4,367	53,10,495
16.	Power Finance Corporation Limited	8,46,15,798	34,791	4,23,07,899
	<b>TOTAL</b>	<b>99,71,76,872</b>	<b>4,10,000</b>	<b>49,85,88,439."</b>

“RESOLVED FURTHER THAT (i) 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 Lenders 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 approved the Resolution Plan, i.e. 27<sup>th</sup> March 2020; (ii) 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 then applicable provisions of the ICDR Regulations, RBI regulations and the Companies Act, 2013; and (iii) 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 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 above), such ‘Reference Date’ is the date on which the lenders approved the Resolution Plan i.e. 27<sup>th</sup> March 2020.”

“RESOLVED FURTHER THAT the equity shares so allotted in terms of this resolution / arising pursuant to conversion of OCDs and / or Warrants shall rank pari passu with the existing equity shares of the Company in all respects and that the Securities so allotted shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT the OCDs shall be issued on 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	Rs.4,100 Crores
4.	Coupon	0.01% p.a., payable annually on 30 <sup>th</sup> 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	Initial Tenor of 10 years.

Sr. No.	TOPIC	DETAILS																																														
		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	<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><tr><th>Date</th><th>Redemption of OCD</th></tr><tr><td>30<sup>th</sup> June 2020</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2021</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2022</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2023</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2024</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2025</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2026</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2027</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2028</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2029</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2030 or the last day of initial tenor, whichever is earlier</td><td>Rs.10/- each or such other amount as may be mutually agreed</td></tr><tr><td colspan="2">New Series</td></tr><tr><td>31<sup>st</sup> March 2031</td><td>Rs.4980/- each</td></tr><tr><td>31<sup>st</sup> March 2032</td><td>Rs.4990/- each</td></tr><tr><td>31<sup>st</sup> March 2033</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2034</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2035</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2036</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2037</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2038</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2039</td><td>Rs.14990/- each</td></tr><tr><td>31<sup>st</sup> March 2040</td><td>Rs.14990/- each</td></tr></table>	Date	Redemption of OCD	30 <sup>th</sup> June 2020	Rs.10/- each	30 <sup>th</sup> June 2021	Rs.10/- each	30 <sup>th</sup> June 2022	Rs.10/- each	30 <sup>th</sup> June 2023	Rs.10/- each	30 <sup>th</sup> June 2024	Rs.10/- each	30 <sup>th</sup> June 2025	Rs.10/- each	30 <sup>th</sup> June 2026	Rs.10/- each	30 <sup>th</sup> June 2027	Rs.10/- each	30 <sup>th</sup> June 2028	Rs.10/- each	30 <sup>th</sup> June 2029	Rs.10/- each	30 <sup>th</sup> June 2030 or the last day of initial tenor, whichever is earlier	Rs.10/- each or such other amount as may be mutually agreed	New Series		31 <sup>st</sup> March 2031	Rs.4980/- each	31 <sup>st</sup> March 2032	Rs.4990/- each	31 <sup>st</sup> March 2033	Rs.9990/- each	31 <sup>st</sup> March 2034	Rs.9990/- each	31 <sup>st</sup> March 2035	Rs.9990/- each	31 <sup>st</sup> March 2036	Rs.9990/- each	31 <sup>st</sup> March 2037	Rs.9990/- each	31 <sup>st</sup> March 2038	Rs.9990/- each	31 <sup>st</sup> March 2039	Rs.14990/- each	31 <sup>st</sup> 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>																																														
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.																																														

Sr. No.	TOPIC	DETAILS
		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 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 OCD Holders under the Resolution Plan.”

“RESOLVED FURTHER THAT the allotment 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 / allotment 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 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 1<sup>st</sup> July 2015 (hereinafter referred to as “IRAC norms”)) by 31<sup>st</sup> 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 49,85,88,439 (Forty Nine Crores Eighty Five Lacs Eighty Eight Thousand Four Hundred Thirty Nine) 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 31<sup>st</sup> March 2022, then all the Warrants shall expire without any further action required from the Company or the Warrant Holders and the amount subscribed shall stand forfeited.
- 6) The Warrants by their nature, until converted into equity shares, do not give the 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.

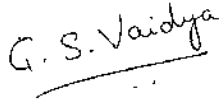


- 8) Upon taking delivery of equity shares and subject to the lock-in requirements and other applicable provisions of the ICDR Regulations, Warrant Holders shall be free to immediately sell such shareholding in market and utilise the proceeds for reducing their Part A Facilities under the Resolution Plan.”

“RESOLVED FURTHER THAT Mr. Tulsi R.Tanti, Chairman & Managing Director, Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer, 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 take all actions and to do all such acts, deeds, matters and things and sign documents, agreements, applications, undertakings, declarations, letters and such other papers as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including applying to NSDL and / or CDSL for admission of securities, giving credit for securities so allotted / arising pursuant to conversion of convertible securities directly into the depository accounts of Lenders, seeking listing of the equity shares so allotted / arising pursuant to conversion of convertible securities, filing of prescribed forms with the Registrar of Companies, Gujarat and / or any other statutory / regulatory authorities, engaging Mr. Shailesh Indapurkar, a Company Secretary in practice or such other professional, for certification of necessary forms and to settle all questions, difficulties or doubts that may arise in the issue and do such other acts or execute all such deeds, documents, writings, agreements, applications in connection with the issue as they may in their absolute discretion deem necessary or desirable to give effect to this resolution without being required to seek any further consent or approval of the Committee or otherwise.”

CERTIFIED TRUE COPY

**FOR SUZLON ENERGY LIMITED**



**GEETANJALI S. VAIDYA,  
COMPANY SECRETARY.**



30<sup>th</sup> June 2020.

**National Securities Depository Limited,**  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai-400013.

**Central Depository Services (India) Limited,**  
25<sup>th</sup> Floor, Marathon Futurex,  
N.M. Joshi Marg,  
Lower Parel (East),  
Mumbai-400013.

Dear Sirs,

**Sub.: Confirmation regarding terms and conditions of securities.****Ref.: Allotment of securities of Suzlon Energy Limited (the “Company”) issued on a preferential basis under the Resolution Plan of the Company and its certain identified subsidiaries.**

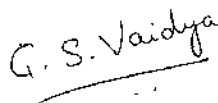
In terms of the in-principle approvals granted by the National Stock Exchange of India Limited on 7<sup>th</sup> May 2020 and BSE Limited on 12<sup>th</sup> May 2020 the Securities Issue Committee of the Board of Directors of the Company at their meeting held on 27<sup>th</sup> June 2020, allotted **4,10,000 (Four Lacs Ten Thousand)** fully paid up 0.01% Secured Optionally Convertible Debentures (hereinafter referred to as the “OCDs”) of the Company having a face value of Rs.1,00,000/- (Rupees One Lac Only) each aggregating to Rs.4100,00,00,000/- (Four Thousand One Hundred Crores Only) to one or more lenders on preferential basis in terms of the restructuring of debt of the Company and its certain identified subsidiaries in dematerialised form.

This is to confirm that the terms and conditions on which OCDs are allotted are as under:-

Sr. No.	TOPIC	DETAILS
1.	Instrument	Secured Optionally Convertible Debentures
2.	Issuer	Suzlon Energy Limited
3.	Amount	Rs.4,100 Crores
4.	Coupon	0.01% p.a., payable annually on 30 <sup>th</sup> 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	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	Each OCD of face value of Rs.1,00,000/- to be redeemed in the following manner:

Sr. No.	TOPIC	DETAILS																																														
	of OCDs	<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><tr><th>Date</th><th>Redemption of OCD</th></tr><tr><td>30<sup>th</sup> June 2020</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2021</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2022</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2023</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2024</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2025</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2026</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2027</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2028</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2029</td><td>Rs.10/- each</td></tr><tr><td>30<sup>th</sup> June 2030 or the last day of initial tenor, whichever is earlier</td><td>Rs.10/- each or such other amount as may be mutually agreed</td></tr><tr><th colspan="2">New Series</th></tr><tr><td>31<sup>st</sup> March 2031</td><td>Rs.4980/- each</td></tr><tr><td>31<sup>st</sup> March 2032</td><td>Rs.4990/- each</td></tr><tr><td>31<sup>st</sup> March 2033</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2034</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2035</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2036</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2037</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2038</td><td>Rs.9990/- each</td></tr><tr><td>31<sup>st</sup> March 2039</td><td>Rs.14990/- each</td></tr><tr><td>31<sup>st</sup> March 2040</td><td>Rs.14990/- each</td></tr></table>	Date	Redemption of OCD	30 <sup>th</sup> June 2020	Rs.10/- each	30 <sup>th</sup> June 2021	Rs.10/- each	30 <sup>th</sup> June 2022	Rs.10/- each	30 <sup>th</sup> June 2023	Rs.10/- each	30 <sup>th</sup> June 2024	Rs.10/- each	30 <sup>th</sup> June 2025	Rs.10/- each	30 <sup>th</sup> June 2026	Rs.10/- each	30 <sup>th</sup> June 2027	Rs.10/- each	30 <sup>th</sup> June 2028	Rs.10/- each	30 <sup>th</sup> June 2029	Rs.10/- each	30 <sup>th</sup> June 2030 or the last day of initial tenor, whichever is earlier	Rs.10/- each or such other amount as may be mutually agreed	New Series		31 <sup>st</sup> March 2031	Rs.4980/- each	31 <sup>st</sup> March 2032	Rs.4990/- each	31 <sup>st</sup> March 2033	Rs.9990/- each	31 <sup>st</sup> March 2034	Rs.9990/- each	31 <sup>st</sup> March 2035	Rs.9990/- each	31 <sup>st</sup> March 2036	Rs.9990/- each	31 <sup>st</sup> March 2037	Rs.9990/- each	31 <sup>st</sup> March 2038	Rs.9990/- each	31 <sup>st</sup> March 2039	Rs.14990/- each	31 <sup>st</sup> March 2040	Rs.14990/- each
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Sr. No.	TOPIC	DETAILS
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 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 OCD Holders under the Resolution Plan.”

**FOR SUZLON ENERGY LIMITED****GEETANJALI S. VAIDYA,  
COMPANY SECRETARY.**

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/23475

May 07, 2020

The Company Secretary  
Suzlon Energy Limited  
"SUZLON", 5, Shrimali Society,  
Near Shri Krishna Complex,  
Navrangpura, Ahmedabad-380009.

**Kind Attn: Ms. Geetanjali S Vaidya**

Dear Madam,

**Sub: In - Principle approval under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We are in receipt of your application regarding In-principle approval for issue of 100,00,00,000 Equity shares of Rs. 2/- each, 4,10,000 OCDs of Rs.1,00, 000/- each and 50,00,00,000 warrants of Rs. 2/- each to be issued under Preferential Basis in terms of Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the applicable guidelines, regulations, directions of the Exchange or any statutory authorities as on the date of listing application.
4. Compliance of all conditions as per the SEBI (LODR) Regulations, 2015 as on date of listing, Companies Act, 1956 / Companies Act, 2013 and other applicable laws.
5. Submissions of documents as may be required by NSE and payment of applicable fees.

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations, 2015, Guidelines/ Regulations issued by statutory authorities, etc.

Yours faithfully,  
For National Stock Exchange of India Limited

Jiten Patel  
Manager

Cc:  
National Securities Depository Limited  
4th Floor, Trade World  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai 400 013.

Central Depository Services Limited  
P. J. Towers, 28th Floor  
Dalal Street  
Mumbai – 400 023.

P.S. Checklist of all the further issues is available on website of the exchange at the following URL: [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

DCS/PREF/JR/PRE/630/2020-21

May 12, 2020

The Company Secretary  
**SUZLON ENERGY LTD.**  
Suzlon, 5, Shrimali Society, Near Shri Krishna Complex,  
Navrangpura, Ahmedabad, Gujarat, 380009

Dear Sir,

**Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We refer to your application seeking our "in-principle" approval for the issue of 100,00,00,000 equity shares of Rs. 2/- each to be issued at a price not less than Re. 1/- to Non-Promoters and issue of 50,00,00,000 warrants convertible into equity shares of Rs. 2/- each to be issued at a price of Re. 1/- to Non-Promoters and 4,10,000 0.01% Secured Optionally Convertible Debentures (OCDs) of face value of Rs.1,00,000/- each convertible into equity shares of Rs. 2/- each aggregating to Rs. 4100,00,00,000/- to be allotted at a price calculated, considering relevant date as per regulation 161(b) to Non Promoters on a preferential basis."

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security and you are required to duly and separately comply with the requirements in respect thereof.

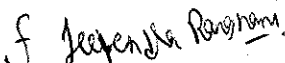
You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link: <https://www.bseindia.com/static/about/downloads.aspx?expandable=2>.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019, "the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)" along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.

The Exchange reserves its right to withdraw this 'in-principle' approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,

  
Nitinkumar Pujari  
Senior Manager

# FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]



## Return of Allotment

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1.(a) \*Corporate Identity Number (CIN) of company

L40100GJ1995PLC025447

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

SUZLON ENERGY LIMITED

(b) Address of the Registered office of the company

SUZLON 5, SHRIMALI SOCIETY NEAR SHRI KRISHNA  
COMPLEX NAVRANGPURA  
AHMEDABAD  
Gujarat  
380009  
India

(c) \*Email ID of the company

mca@suzlon.com

3. Securities allotted payable in cash

\*Number of allotments

2

1 (i) \*Date of allotment

27/06/2020

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

18/05/2020

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

R39175997

Particulars	<input type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Brief particulars of terms and conditions		Pari passu with existing Equity Shares		
Number of securities allotted		1,396,579,500		
Nominal amount per security (in Rs.)		2.00		
Total nominal amount (in Rs.)		2,793,159,000		
Amount paid per security on application (excluding premium) (in Rs.)		2.00		
Total amount paid on application (excluding premium) (in Rs.)		2,793,159,000		
Amount due and payable on allotment per security (excluding premium) (in Rs.)		0.00		
Total Amount payable on allotment (excluding premium) (in Rs.)		0.00		
Premium amount per security due and payable (if any) (in Rs.)		0.45		
Total premium amount due and payable (if any) (in Rs.)		628,460,775		
Premium amount paid per security (if any)		0.45		
Total premium amount paid (if any) (in Rs.)		628,460,775		
Amount of discount per security (if any) (in Rs.)		0.00		
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)		0.00		
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				



2 (i)\* Date of allotment  (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution  (DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Unsecured Compulsorily Convertible
Number of securities allotted				4,998
Nominal amount per security (in Rs.)				100000.00
Total nominal amount (in Rs.)				499,800,000
Amount paid per security on application (excluding premium) (in Rs.)				100000.00
Total amount paid on application (excluding premium) (in Rs.)				499,800,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				0.00
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

#### 4. Securities allotted for consideration other than cash

\* Number of allotments

3

(i)\* Date of allotment

27/06/2020

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

18/05/2020

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

R39175997

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Number of securities allotted				410,000
Nominal amount per security (in Rs.)				100,000.00
Total nominal amount (in Rs.)				41,000,000,000.
Amount to be treated as paid up on each security (in Rs.)				100,000
Premium amount per security (if any) (in Rs.)				0.00
Total premium amount (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00

(iv)\* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans	Issuance of OCDs for part conversion of loan	41,000,000,000.00
(f) Other items (to be specified)		

(v)\* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash  
(if yes, attach a copy of such agreement or contract). ☒ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☒ Yes ☐ No

(i)\* Date of allotment 27/06/2020 (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution 18/05/2020 (DD/MM/YYYY)

(b) SRN of Form No. MGT-14 R39175997

Particulars	<input type="checkbox"/> Preference shares	<input checked="" type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted		997,176,872		
Nominal amount per security (in Rs.)		2.00		
Total nominal amount (in Rs.)		1,994,353,744.0		
Amount to be treated as paid up on each security (in Rs.)		2.00		
Premium amount per security (if any) (in Rs.)		0.00		
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)		0.00		
Total discount amount (if any) (in Rs.)		0.00		

(iv)\* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans	Issuance of Equity for part conversion of loan	16.00
(f) Other items (to be specified)		

(v)\* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract). ☒ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☒ Yes ☐ No

(i)\* Date of allotment 27/06/2020 (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution 18/05/2020 (DD/MM/YYYY)

(b) SRN of Form No. MGT-14 R39175997

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Number of securities allotted				498,588,439
Nominal amount per security (in Rs.)				2.00
Total nominal amount (in Rs.)				997,176,878.00
Amount to be treated as paid up on each security (in Rs.)				2.00
Premium amount per security (if any) (in Rs.)				0.00
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				

(iv)\* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans	Issuance of Warrants for part conversion of loan	16.00
(f) Other items (to be specified)		

(v)\* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract). ☒ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☒ Yes ☐ No

## 5. Bonus shares issued

(a) Date of allotment	<input type="text"/>	(DD/MM/YYYY)
(b) Number of bonus shares	<input type="text"/>	
(c) Nominal amount per share (in Rs.)	<input type="text"/>	
(d) Amount to be treated as paid up per share (in Rs.)	<input type="text"/>	
(e) * Date of passing shareholders' resolution	<input type="text"/>	(DD/MM/YYYY)
(f) * SRN of Form No MGT-14	<input type="text"/>	

## 6. In respect of private placement

(a) Category to whom allotment is made:

- ☒ Existing shareholders  
☒ Employee  
☐ Directors  
☐ Qualified Institutional Buyers  
☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;  
☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;  
☒ completed allotment in respect of earlier private placement offers;  
☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;  
☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;  
☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

## 7.\* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	46,000,000,000	7,732,462,470	7,713,530,493	7,713,530,493
Nominal amount per equity share	Rs.2/-	Rs.2/-	Rs.2/-	Rs.2/-
Total amount of equity shares	92,000,000,000.00	15,464,924,940.00	15,427,060,986.00	15,427,060,986.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	92,000,000,000.00	15,464,924,940.00	15,427,060,986.00	15,427,060,986.00

8.\* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	414,998	100000	41,499,800,000
Secured loans			37,298,636,138
Others, specify	0	0	0

9.\* Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

### Attachments

### List of attachments

1.\* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

Attach

2.\* Copy of Board or shareholders' resolution.

Attach

3. Valuation Report from the valuer, if any;

Attach

4. Copy of contract where securities have been allotted for consideration other than cash or attachment wherein the details of contract reduced in writing by the company , if any;

Attach

List of Allottees.pdf  
SIC Resolution.pdf  
ValuationReport and Addendum\_Amrish Garg  
Share Subscription Agreement.pdf  
FormPAS5\_190520.pdf  
Debenture Trust Deed.pdf  
Warrant Subscription and Escrow Agreement  
Clarification.pdf

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach



### Declaration

I am authorized by the Board of Directors of the Company vide resolution no \* 1 dated \* 27/06/2020 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

**\* To be digitally signed by**

\* Designation Director

VINOD  
RANCHH  
ODBHAI  
TANTI  
Digitally signed  
by VINOD  
RANCHHODBHAI  
TANTI  
Date: 2020.06.29  
02:24:58 +05'30'

\* Director identification number of the director; or  
DIN or PAN of the manager or CEO or CFO; or  
Membership number of the Company Secretary

00002266

### Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

**\* To be digitally signed by**

Shailesh  
Dilip  
Indapurkar  
Digitally signed  
by Shailesh Dilip  
Indapurkar  
Date: 2020.06.29  
07:54:18 +05'30'

- \* ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or  
☒ Company secretary (in whole-time practice)

\* Whether associate or fellow ☒ Associate ☐ Fellow

\* Membership number

17306

\* Certificate of practice number

5701

**Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.**

**MINISTRY OF CORPORATE AFFAIRS**  
**RECEIPT**  
**G.A.R.7**

SRN : R43529825

Service Request Date : 28/06/2020

Payment made into : HDFC Bank

Received From :

**Name :** NIMISHA HEMANT AGNIHOTRI  
**Address :** C-36, BHARGAV PALACE, NEAR DYNANDEEP ENGLISH  
SCHOOL, SINHAGAD ROAD, VADGAON (BK),PUNE  
PUNE, Maharashtra  
India - 411041

Entity on whose behalf money is paid

**CIN:** L40100GJ1995PLC025447  
**Name :** SUZLON ENERGY LIMITED  
**Address :** SUZLON 5,SHRIMALI SOCIETY NEAR SHRI KRISHNA  
COMPLEX NAVRANGPURA  
AHMEDABAD, Gujarat  
India - 380009

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

**Mode of Payment:** Internet Banking - HDFC Bank

**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)