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Confirmation of Your Representation: You have accessed the attached Documents on the basis that you have confirmed your representation, agreement and acknowledgement to the Company that you (1) (i) hold an Indian address, (ii) are not a resident in the United States, as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), (iii) are a shareholder located in a jurisdiction other than India and the United States where the offer and sale of the securities may be permitted under the laws of such jurisdictions; and (2) consent to delivery of, or access to, the attached Documents and any amendments or supplements thereto by electronic transmission.

The attached Documents have been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Company or any of its directors, officers, employees, agents, representatives, or affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the Documents distributed to you in electronic format and the hard copy version. We will provide a hard copy version to you upon request.

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ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF SUZLON ENERGY LIMITED (THE “COMPANY”) ONLY**

This is an Abridged Letter of Offer containing salient features of the letter of offer dated September 28, 2022 (the “Letter of Offer”), which is available on the websites of our Company, Registrar, the Lead Manager, and the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited. You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar’s website at <https://rights.kfintech.com>, and the Company’s website at www.suzlon.com, the Letter of Offer, Abridged Letter of Offer along with the Rights Entitlement and Application Form to the Eligible Equity Shareholders who have provided an Indian address to our Company or located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. You may also download the Letter of Offer from the websites of, the Securities and Exchange Board of India (“SEBI”), the BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”), the Lead Manager, www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.ingaventures.com, respectively. The Application Form is available on the respective websites of our Company, the Lead Manager, Stock Exchanges and the Registrar.

**Suzlon Energy Limited**

Registered Office: “Suzlon”, 5, Shrimali Society Near Shri Krishna Complex, Navrangpura, Ahmedabad 380 009, Gujarat, India; Tel: +91 79 6604 5000

Corporate Office: One Earth, Hadapsar, Pune 411 028, Maharashtra, India; Tel: +91 20 6702 2000

Contact Person: Geetanjali S. Vaidya, Company Secretary and Compliance Officer

E-mail: investors@suzlon.com; **Website:** www.suzlon.com; **Corporate Identity Number:** L40100GJ1995PLC025447

PROMOTERS OF OUR COMPANY

TULSI R. TANTI, GITA T. TANTI, TULSI RANCHHODBHAI HUF, RANCHHODBHAI RAMJIBHAI HUF, RANCHHODBHAI RAMJIBHAI FAMILY TRUST AND TANTI HOLDINGS PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SUZLON ENERGY LIMITED ONLY**ISSUE DETAILS, LISTING AND PROCEDURE**

ISSUE OF UP TO 2,400,000,000 PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ 5 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 3 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹1,200 CRORE* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 5 RIGHTS EQUITY SHARES FOR EVERY 21 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON TUESDAY, OCTOBER 4, 2022 (“RECORD DATE”) (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 298 OF THE LETTER OF OFFER.

**Assuming full subscription and receipt of all Call Monies with respect to the Rights Equity Shares.*

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES

AMOUNT PAYABLE PER RIGHTS EQUITY SHARE*	Face Value (₹)	Premium (₹)	Total (₹)
On Application	1.00	1.50	2.50
Additional calls as may be decided by the Board/Committee of the Board from time to time	1.00	1.50	2.50
Total (₹)	2.00	3.00	5.00

** For further details on Payment Schedule, see “Terms of the Issue” on page 298 of the Letter of Offer.*

The existing Equity Shares are listed on Stock Exchanges. Our Company has received the “in-principle” approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to the Issue through their letters dated September 19, 2022. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE.

Procedure: If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section “Terms of the Issue” on page 298 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, SEBI, Stock Exchanges, the Lead Manager as stated above.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI to the SEBI ICDR Regulations. Our Company satisfies the conditions specified in Regulation 99 of the SEBI ICDR Regulations, and accordingly, our Company is eligible to make this Issue by way of a ‘fast track issue’.

MINIMUM SUBSCRIPTION

The objects of this Issue involve: (i) repayment or pre-payment of a portion of certain outstanding borrowings availed by our Company and its Subsidiaries; and (ii) subject to receipt of relevant approvals from the RTL lenders, general corporate purposes provided that the total amount utilised towards general corporate purposes shall not exceed 25% of the Issue Proceeds. Further, our Promoters and Promoter Group have undertaken that they will subscribe to the full extent of their Rights Entitlements and that they shall not renounce their Rights Entitlements (except to the extent of renunciation by any of them in favour of any other member of our Promoter Group) subject to the aggregate shareholding of our Promoters and Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations. Accordingly, in terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription is not applicable to this Issue.

INDICATIVE TIMETABLE**			
Last Date for credit of Rights Entitlements	Monday, October 10, 2022	Finalisation of Basis of Allotment (on or about)	Friday, October 28, 2022
Issue Opening Date	Tuesday, October 11, 2022	Date of Allotment (on or about)	Monday, October 31, 2022
Last Date for On Market Renunciation of Rights Entitlements [#]	Friday, October 14, 2022	Date of credit (on or about)	Tuesday, November 1, 2022
Issue Closing Date*	Thursday, October 20, 2022	Date of Listing (on or about)	Thursday, November 3, 2022

**The above time table is indicative and does not constitute any obligation on our Company or Lead Manager.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

* Our Board or the Securities Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS
<p>The Letter of Offer, this Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue (collectively, the "Issue Materials") will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to us, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.</p> <p>Further, the Letter of Offer will be provided to those who make a request in this regard.</p> <p>The Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.</p> <p>The Letter of Offer is being delivered only to investors outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S. None of the Rights Entitlements or the Rights Equity Shares has been, or will be, registered under the US Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and applicable U.S. state securities laws.</p> <p>No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with the Stock Exchanges and submitted to SEBI for information and dissemination. Accordingly, the Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, and Issue Materials or advertisements in connection with this Issue may not be distributed, in whole or in part, in or into any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.</p>

GENERAL RISKS	
<p>Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For making an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (the "SEBI") nor does SEBI guarantee the accuracy nor adequacy of the Letter of Offer. Specific attention of investors is invited to the statement of "Risk Factors" on page 19 of the Letter of Offer and "Internal Risk Factors" on page 6 of this Abridged Letter of Offer before making an investment in this Issue.</p>	
Name of the Lead Manager and contact details	<p>Inga Ventures Private Limited 1229 Hubtown Solaris, N.S. Phadke Marg Opp. Telli Galli, Andheri (East), Mumbai 400 069 Maharashtra, India, Tel: +91 22 6988 6003 E-mail: suzlon.rights@ingaventures.com Investor Grievance ID: investors@ingaventures.com Website: www.ingaventures.com Contact person: Kavita Shah SEBI Registration No.: INM000012698</p>
Name of the Registrar to the Issue and contact details	<p>KFin Technologies Limited (formerly KFin Technologies Private Limited) Selenium, Tower B, Plot No. -31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi 500 032, Telangana, India Tel: +91 40 6716 2222 /1800 309 4001 E-mail: suzlon.rights@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M. Murli Krishna SEBI Registration No.: INR000000221</p>
Name of the Statutory Auditors	Deloitte Haskins & Sells LLP*

Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker to the Issue	IndusInd Bank Limited

* Walker Chandiook & Co. LLP has been appointed as the statutory auditors of our Company, pursuant to resolution dated August 10, 2022 by our Board, which is subject to the approval of the Shareholders at the ensuing annual general meeting of our Company to be held on September 29, 2022. The Statutory Auditors will hold office until such appointment of Walker Chandiook & Co. LLP as the statutory auditors at the ensuing twenty seventh annual general meeting to be held on September 29, 2022. For details on appointment of statutory auditors, please see “Material Developments” on page 289 of the Letter of Offer.

Summary of Business

We are one of India’s top manufacturers in the wind component manufacturing segment as per capacity and are one of the top renewable O&M service providers in India, as per capacity serviced (*Source: CRISIL Report*). We focus on the integrated design, engineering, development and manufacture of technologically advanced wind turbine generators (“WTGs”). We endeavour to focus on high performance and cost-efficiency. With a footprint across 17 countries spread over six continents, we have the largest wind installed base as a wind energy OEM with approximately 13.45 GW of installed capacity in India as at June 30, 2022, contributing towards approximately 33% of India’s wind installed base as at that date (*Source: CRISIL Report*), and an installed capacity of approximately 5.96 GW outside India, aggregating to a global installed capacity of approximately 19.41 GW globally, as at June 30, 2022. The accumulated sales of our WTGs in India stood at 150.6 MW, 807.6 MW and 203.7 MW in the three month period ended June 30, 2022, and in Fiscals 2022 and 2021, respectively.

For further details, please refer to the chapter “Our Business” at page 94 of the Letter of Offer.

OBJECTS OF THE ISSUE

Our Company intends to utilise the Net Proceeds from the Issue of up to ₹900.00 crore* towards funding of repayment or pre-payment of a portion of certain outstanding borrowings availed by our Company and its Subsidiaries. Subject to approval from the RTL Lenders, our Company may utilise up to ₹283.50 crore* from the Net Proceeds towards general corporate purposes, provided that the total amount utilised towards general corporate purposes shall not exceed 25% of the Issue Proceeds. For more details, please refer to the chapter titled “Objects of the Issue” on page 63 of the Letter of Offer.

* Notes:

- The use of Issue Proceeds towards Issue expenses is subject to approval from the RTL Lenders.
- Assuming full subscription and receipt of all Call monies with respect to the Rights Equity Shares and subject to (i) the finalisation of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio rounded off to second decimal; (ii) the Allotment; and (iii) approval from the RTL Lenders.
- Our Company shall first utilise the Net Proceeds towards repayment or pre-payment of a portion of outstanding borrowings availed by our Company and its Subsidiaries up to the estimated amount mentioned above, and use the remaining Net Proceeds, if any, towards general corporate purposes, provided that the total amount utilised towards general corporate purposes shall not exceed 25% of the Issue Proceeds.

Means of finance

The funding requirements mentioned above are based on the internal management estimates of our Company and have not been appraised by any bank, financial institution or any other external, independent agency or verified by the Lead Manager. They are based on current circumstances of our business and our arrangements with our lenders. Our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, receipt of all Call monies with respect to the Rights Equity Shares and timely completion of the Issue, general economic conditions such as consumer confidence, inflation and interest or exchange rate fluctuations, changes in government policies, demographic trends, technological changes, credit availability and competitive environment. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management and may also be subject to timing of making subsequent Calls (one or more) in the future, as determined from time to time, at its sole discretion, by our Board or its Securities Issue Committee, with respect to the Rights Equity Shares for the balance ₹2.50 per Rights Equity Share which constitutes 50% of the Issue Price.

Our Company proposes to meet the entire funding requirements for the proposed Object of the Issue from the Net Proceeds. Accordingly, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue. For more details, please refer to the chapter titled “Objects of the Issue” on page 63 of the Letter of Offer.

Name of Monitoring Agency

CRISIL Ratings Limited

The statement of the shareholding pattern of our Company as on September 23, 2022, as included in the Letter of Offer is as follows:

Category of Shareholder	Pre-Issue Number of Shares Held	Total as a % of Voting Rights
(A) Promoter and Promoter Group	1,460,861,456	14.50%
(b) Public	8,612,225,627	85.50%
(c) Non-public and non-Promoter and Promoter Group	0	-
Grand Total	10,073,087,083	100.00%

For more details, please refer to the section “Capital Structure” on page 60 of the Letter of Offer.

BOARD OF DIRECTORS			
Sr. No	Name	Designation	Other Directorships
1.	Tulsi R. Tanti	Chairman and Managing Director	<p>Indian Companies: NIL</p> <p>Foreign Companies:</p> <ol style="list-style-type: none"> SE Drive Technik GmbH Suzlon Energy Limited (Republic of Mauritius) Suzlon Wind Energy Limited Tarilo Holding B.V. AE Rotor Holding B.V. Valum Holdings B.V. SE Blades Technology B.V.
2.	Vinod R. Tanti	Whole-time Director and Chief Operating Officer	<p>Indian Companies:</p> <ol style="list-style-type: none"> Suzlon Power Infrastructure Limited Suzlon Global Services Limited SE Forge Limited Tanti Holdings Private Limited Samanvaya Holdings Private Limited Silectro Enterprise Private Limited Suzlon Gujarat Wind Park Limited <p>Foreign Companies: NIL</p>
3.	Girish R. Tanti	Non-Executive Director	<p>Indian Companies:</p> <ol style="list-style-type: none"> Tanti Holdings Private Limited Samanvaya Holdings Private Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> Colossus Holdings Pte. Limited Tarilo Holdings B.V. Saphir Shipping Pte. Limited Shaneaka Shipping Pte. Limited Shanica Shipping Pte. Limited Starleena Shipping Pte. Limited AGVO Ventures Pte. Limited ONICT FinTech Pte. Limited ONICT Solar Pte. Limited ONICT Logistics Pte. Limited SORIGIN Financial Services Pte. Limited SORIGIN RE Services Pte. Limited SORIGIN Logistics Services Pte. Limited SORIGIN RE Infra Pte. Limited
4.	Marc Desaedeleer	Independent Director	<p>Indian Companies: NIL</p> <p>Foreign Companies: Prestige Home Automation</p>
5.	Per Torben Hornung Pedersen	Independent Director	<p>Indian Companies:</p> <ol style="list-style-type: none"> Suzlon Global Services Limited SE Forge Limited Suzlon Gujarat Wind Park Limited Suzlon Power Infrastructure Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> SeaTower AS PNE Wind AG Swire Energy Services
6.	Sameer Shah	Independent Director	<p>Indian Companies: NIL</p> <p>Foreign Companies: NIL</p>

BOARD OF DIRECTORS			
Sr. No	Name	Designation	Other Directorships
7.	Seemantinee Khot	Independent Director	Indian Companies: 1. Suzlon Global Services Limited 2. SE Forge Limited 3. Suzlon Gujarat Wind Park Limited 4. Anik Financial Services Pvt Ltd Foreign Companies: NIL
8	Gautam Doshi	Independent Director	Indian Companies: 1. Sun Pharmaceutical Industries Limited 2. Piramal Capital & Housing Finance Limited 3. Sun Pharma Laboratories Limited 4. Capricon Realty Limited 5. PHL Fininvest Private Limited 6. Banda Real Estate Private Limited 7. Kudal Real Estate Private Limited 8. Connect Capital Private Limited 9. Aashni Ecommerce Private Limited Foreign Companies: 1. Sun Pharma Holdings 2. Taro Pharmaceuticals Inc. 3. Sun Pharmaceutical Industries Inc.
9	Hiten Timbadia	Non-Executive Director*	Indian Companies: 1. Manugraph India Limited Foreign Companies: NIL
10	Ajay Mathur	Additional Director (Non-Executive Director)**	Indian Companies: TRN Energy Private Limited Foreign Companies: NIL

* Nominee of the Investor Group pursuant to: (i) the Shareholders' Agreement; and (ii) the Articles of Association.

** Nominee of REC Limited pursuant to: (i) the RTL Agreement; and (ii) the Articles of Association, subject to regularisation of appointment by approval of the Shareholders at the ensuing annual general meeting of our Company to be held on September 29, 2022.

For more details, see the section "Our Management" on page 116 of the Letter of Offer.

NEITHER OUR COMPANY NOR ANY OF OUR PROMOTERS OR ANY OF OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Following are the details as per the Audited Consolidated Financial Information as at and for the Financial Year ended on March 31, 2022 and unaudited consolidated financial results for the quarter ended on June 30, 2022:

(₹ in Crore)

S. No.	Particulars	June 30, 2022	March 31, 2022
1	Total income	1,383.47	6,603.97
2	Profit/ (Loss) before exceptional items and tax	7.21	(82.72)
3	Net Profit/ (Loss) after tax and extraordinary items	2,432.55	(176.55)
4	Equity share capital	1,957.77	1,843.49
5	Other equity (including Non-controlling interests)	(2,611.08)	(5,405.30)
6	Net worth	(653.31)	(3,561.81)
7	Basic earning per share	2.57	(0.22)
8	Diluted earnings per share	2.48	(0.22)
9	Net asset value per share	(0.67)	(3.86)
10	Return on Net Worth (RONW)	(372.34)	4.96*

* Since there is loss for the year and negative net worth, the ratio appears to be positive.

For further details, please see the section "Financial Information" on page 122 of the Letter of Offer.

INTERNAL RISK FACTORS

The below mentioned risks are the top five risk factors as per the Letter of Offer:

1. We have, in the past, experienced certain defaults under our debt obligations and have been subjected to a debt resolution plan and to multiple rounds of refinancing and restructuring of our debt. There is no assurance these will successfully be able to address our cash flow and liquidity concerns.
2. Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our ability to conduct our business and operations.
3. The terms and conditions of the 2032 FCCBs may expose us to certain risks.
4. Our Company and certain of our Subsidiaries have experienced significant losses in the three month period ended June 30, 2022 and in Fiscals 2022 and 2021. In addition, our statutory auditors have drawn attention to a material uncertainty about our Company's ability to continue as a going concern and our Company's ability to generate adequate cash flows to support its operations.
5. Projects included in our order book may be modified or there may be delays in execution or short closed or cancelled, and letters of intent may be withdrawn or may not translate to confirmed orders, which could materially and adversely affect our business, financial condition, cash flows and results of operations.

For further details, see the section "Risk Factors" on page 19 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

LA summary of outstanding legal proceedings involving our Company and our Subsidiaries as at the date of the Letter of Offer is set forth in the table below:

Nature of cases	Number of cases	Amount involved*# (₹ crore)
Company		
Proceedings that would materially and adversely affect the operations or the financial position of our Company if they result in an adverse outcome	2 [^]	5.24
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company	2 ^{**}	-
Material violations of the statutory regulations by our Company	15	1.10
Matters involving economic offences where proceedings have been initiated against our Company	Nil	-
Civil proceedings where the amount involved is equivalent to or in excess of ₹16.51 crore	3	453.29
Total	22[^]	459.63
Subsidiaries		
Proceedings that would materially and adversely affect the operations or the financial position of our Company if they result in an adverse outcome	Nil	-
Proceedings involving issues of moral turpitude or criminal liability on the part of our Subsidiaries	2	-
Material violations of the statutory regulations by our Subsidiaries	3	9.84
Matters involving economic offences where proceedings have been initiated against our Subsidiaries	Nil	-
Civil proceedings where the amount involved is equivalent to or in excess of ₹16.51 crore	Nil	-
Total	5	9.84

* To the extent quantifiable

** One of these matters is against our directors and employees

[^] Additionally, our Company is impleaded in several petitions in relation to payment of compensation under Section 16(3) of the Indian Telegraph Act, 1885. For details, see "Outstanding Litigation and Defaults - Other pending matters against our Company which, if they result in an adverse outcome would materially and adversely affect the operations or financial position of our Company" on page 286 of the Letter of Offer

[#] Excluding the amount of interest payable, if any

For further details, please see the section "Outstanding Litigation and Defaults" on page 281 of the Letter of Offer.

TERMS OF THE ISSUE

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account, please see “*Terms of Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 309 of the Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- (ii) the requisite internet banking.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Terms of Issue - Grounds for Technical Rejection*” on page 306 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - please see “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 302 of the Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account (namely, “Suzlon Energy Limited Rights RE Suspense Account”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact

details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;

- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The remaining procedure for Application shall be same as set out in “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 302 of the Letter of Offer.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of five Rights Equity Share(s) for every twenty one Equity Share(s) held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 5 Equity Share for every 21 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 21 Equity Shares or not in the multiple of 21, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than 5 Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

(a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/ selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN: INE040H20013 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialised form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from October 11, 2022 to October 14, 2022 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: INE040H20013 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on ‘T+2 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: INE040H20013, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Terms of Issue - Basis of Allotment*” on page 317 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Intention and extent of participation by our Promoters and Promoter Group in the Issue:

Our Promoters and Promoter Group have confirmed that they intend to: (i) subscribe, to the full extent of their Rights Entitlements and have also confirmed that they shall not renounce the Rights Entitlements (except to the extent of Rights Entitlements renounced by any of them in favour of our other Promoters or other member(s) of our Promoter Group); (ii) subscribe to the Rights Equity Shares for the Rights Entitlements, if any, which are renounced in their favour by any other Promoters or any other member(s) of our Promoter Group, each as may be applicable; and (iii) at their sole discretion, apply for and subscribe to additional Rights Equity Shares, and any such subscription for Rights Equity Shares shall be over and above their Rights Entitlement.

The above subscription of Rights Equity Shares shall be made to the extent that it does not result in any obligation on our Promoters and members of our Promoter Group to make an “open offer” in accordance with the SEBI Takeover Regulations and shall be in compliance with the Companies Act, the SEBI ICDR Regulations and other applicable laws.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Availability of offer document of the immediately preceding public issue or rights issue for inspection

A copy of the letter of offer dated May 31, 2010 in respect of the rights issue of equity shares of face value of Rs.2 each by our Company is available for inspection the Registered Office and Corporate Office of the Company from the date of the Letter of Offer until the Issue Closing Date.

ANY OTHER IMPORTANT INFORMATION AS PER THE COMPANY

Procedure for Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Suzlon Energy Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as at Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹2.50 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at suzlon.rights@kfintech.com; and

17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 325 of the Letter of Offer, and shall include the following:

“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 325 of the Letter of Offer.

I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, PLEASE SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 318 OF THE LETTER OF OFFER.

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS AT THE RECORD DATE.

Important

1. Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, this Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with the Letter of Offer must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed “Suzlon Energy Limited- Rights Issue” on the envelope and postmarked in India) to the Registrar at the following address:
KFin Technologies Limited (formerly KFin Technologies Pvt. Ltd.) Selenium, Tower B
Plot No-31 and 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddi500 032 Telangana, India
Tel: +91 40 6716 22221 / 1800 309 4001
E-mail: suzlon.rights@kfintech.com
Investor Grievance e-mail: inward.ris@kfintech.com
Contact person: M. Murali Krishna
Website: www.kfintech.com
SEBI Registration No.: INR000000221
3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (<https://rights.kfintech.com>). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 1800 309 4001.

This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

DECLARATION

I hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Tulsi R. Tanti

Chairman and Managing Director

Sd/-

Girish R. Tanti

Non-Executive Director

Sd/-

Vinod R. Tanti

Wholetime Director and Chief Operating Officer

Sd/-

Marc Desaedeleer

Independent Director

Sd/-

Per Torben Hornung Pedersen

Independent Director

Sd/-

Sameer Shah

Independent Director

Sd/-

Seemantinee Khot

Independent Director

Sd/-

Gautam Doshi

Independent Director

Sd/-

Hiten Timbadia

Non-Executive Director

Sd/-

Ajay Mathur

Nominee Non-Executive Director

Sd/-

Himanshu Mody

Group Chief Financial Officer

Place: Pune

Date: September 28, 2022