

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, INCLUDING ANY STATE OF THE UNITED STATES OF AMERICA, PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS AND THE DISTRICT OF COLUMBIA (THE "UNITED STATES") OR ANY JURISDICTION IN WHICH SUCH DISTRIBUTION OR DISSEMINATION WOULD BE PROHIBITED BY APPLICABLE LAW.

IMPORTANT: You must read and agree with the terms and conditions of the following disclaimer before continuing.

The following disclaimer applies to the documents of Suzlon Energy Limited (the "**Company**", and such documents, the "**Documents**") attached to this e-mail. You are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached Documents. Neither the Lead Manager, i.e., Inga Ventures Private Limited, nor the Company nor any of their respective affiliates, directors, officers, employees, agents, representatives or advisers accepts any liability whatsoever for any loss howsoever arising from any use of this e-mail or the attached Documents or their respective contents or otherwise arising in connection therewith. By accessing the Documents, you agree to be bound by the following terms and conditions, including any modifications to it from time to time, each time you receive any information from us as a result of such access. **You acknowledge that access to the attached Documents are intended for use by you only and you agree not to forward this on to any other person, internal or external, in whole or in part, or otherwise provide access via e-mail or otherwise to any other person.**

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

INVESTING IN THE SECURITIES DESCRIBED IN THE ATTACHED DOCUMENTS INVOLVES RISKS AND YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER THE SECTION "RISK FACTORS" BEGINNING ON PAGE 19 OF THE LETTER OF OFFER AS WELL AS INFORMATION CONTAINED ELSEWHERE IN THE ATTACHED DOCUMENTS BEFORE MAKING AN INVESTMENT DECISION.

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.

Restrictions: The attached Documents are being furnished in connection with an offering solely for the purpose of enabling you, as a prospective investor, to consider the purchase of the securities described in the Documents. An investment decision should only be made on the basis of the Documents. In making an investment decision, investors must rely on their own examination of the merits and risks involved.

You are reminded that no representation or warranty, express or implied is made or given by or on behalf of, the Company named herein, nor any person who controls it or any director, officer, employee, agent or representative of it or affiliate of such person as to the accuracy, completeness or fairness of the information or opinions contained in this document and such persons do not accept responsibility or liability for any such information or opinions.

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, RESOLD, ALLOTTED, TAKEN UP, EXERCISED, RENOUNCED, PLEDGED OR TRANSFERRED IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES ARE BEING

OFFERED AND SOLD ONLY TO PERSONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT (“REGULATION S”) AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES ARE MADE. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE ATTACHED DOCUMENTS (INCLUDING THE LETTER OF OFFER) SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Except with respect to eligible investors in jurisdictions where such offer is permitted by law, nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of either the Company or the Lead Manager to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute “directed selling efforts” in the United States in accordance with Regulation S.

You are reminded that you have accessed the attached Documents on the basis that you are a person into whose possession the Documents may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver or forward this document, electronically or otherwise, to any other person. The materials relating to the offering of securities referred to in the Documents do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

This e-mail and the attached Documents are intended only for use by the addressee named herein and may contain legally privileged and/or confidential information. If you are not the intended recipient of this e-mail or the attached Documents, you are hereby notified that any dissemination, distribution or copying of this e-mail or the attached Documents is strictly prohibited. If you have received this e-mail and the attached Documents in error, please immediately notify us by reply e-mail and destroy printouts of it, if any.

The attached Documents may contain statements about future events and expectations that constitute forward-looking statements. There can be no assurance that the expectations reflected in the forward-looking statements contained there will in fact occur. The Company, its Directors, the Lead Manager or any of their respective affiliates do not make any representation or warranty, express or implied, as to, and do not accept any responsibility or liability with respect to, the fairness, accuracy, completeness or correctness of any information or opinion in the attached Documents. The information contained in the attached Documents may not be updated since its original publication date and may not reflect new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise reflecting circumstances arising after the date of the Letter of Offer or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

Actions that You Should Not Take: You should not reply by e-mail to this announcement, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored, rejected or deleted, except as specified above.

YOU ARE NOT AUTHORIZED AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED DOCUMENTS, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE IN WHOLE OR IN PART SUCH DOCUMENTS IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT AND THE ATTACHED DOCUMENTS IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF UNITED STATES LAW OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk, and it is your responsibility to take precautions to ensure that it is free from viruses and other items of any destructive nature. You acknowledge that the Company shall have no responsibility in this regard.

This addendum (“**Addendum**”) to the letter of offer dated September 28, 2022 (“**Letter of Offer**”) in India is for information purposes only and does not constitute an announcement for an offer document, or an offer or an invitation or a recommendation to purchase, to hold, to subscribe or sell either entitlements or securities. Not for publication, distribution or release directly or indirectly outside India. All capitalised terms used herein and not defined herein shall have the meaning assigned to them in the Letter of Offer filed with the stock exchanges, namely BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and together with BSE, “**Stock Exchanges**”) and the Securities and Exchange Board of India (“**SEBI**”)



Suzlon Energy Limited

Our Company was incorporated as “Suzlon Energy Limited” on April 10, 1995 as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation granted by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Our Company received the certificate of commencement of business from the Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad on April 25, 1995. For details of changes in registered office of our Company, see “*General Information*” on page 55 of the Letter of Offer.

Registered Office: “Suzlon”, 5, Shramali 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

OUR PROMOTERS: GITA T. TANTI, TULSI RANCHHODHBHAI HUF, RANCHHODHBHAI RAMJIBHAI HUF, RANCHHODHBHAI RAMJIBHAI FAMILY TRUST AND TANTI HOLDINGS PRIVATE LIMITED

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 ₹5.00 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹3.00 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹1,200.00 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 Rights Equity Shares

FOR THE ATTENTION OF ELIGIBLE EQUITY SHAREHOLDERS OF SUZLON ENERGY LIMITED

The shareholders may contact the Company Secretary or the Company’s Registrar and Transfer Agent, Kfin Technologies Private Limited (“**RTA**”) for any queries / information / assistance required in connection with its Rights issue of Rights Equity Shares. Shareholders may write to the RTA at suzlon.rights@kfintech.com and to the Company at: investors@suzlon.com

ADDENDUM TO THE LETTER OF OFFER

This Addendum is being issued pursuant to item (4) of Schedule IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). Our Company has filed the Letter of Offer with the Stock Exchanges and SEBI

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

Eligible Equity Shareholders should note the following:

- (1) On account of the demise of the Chairman and Managing Director and one of our Promoters, Tulsi R. Tanti, all references in the Letter of Offer to:
 - (a) Tulsi R. Tanti (including as the Chairman and Managing Director of our Company) hereby stand deleted; and
 - (b) our Promoters stand updated to exclude Tulsi R. Tanti therefrom.
- (2) Further, the Rights Entitlements in respect of the Equity Shares held by late Tulsi R. Tanti:
 - (a) in his individual capacity, will be exercised by his nominee, Gita T. Tanti, or renounced by her in favour of other members of our Promoter Group, on being entitled to do so; and
 - (b) jointly with members of the Promoter Group or as the *karta* of Tulsi Ranchhodhbhai HUF and Ranchhodhbhai Ramjibhai HUF, will be exercised by the surviving members of the Promoter Group, as applicable.
- (3) Pursuant to a resolution dated October 7, 2022 of our Board, subject to approval by the Shareholders:
 - (a) Vinod R. Tanti has been appointed as the chairman and managing director of our Company (the “**CMD**”) for a period of three years, *i.e.*, from October 7, 2022 until October 6, 2025; and
 - (b) Girish R. Tanti has been appointed as an Executive Director designated as Executive Vice Chairman for a period of three years, *i.e.*, from October 7, 2022 until October 6, 2025.

Further, pursuant to a resolution dated October 7, 2022 of our Board, Pranav T. Tanti has been appointed as an additional Director by our Board with effect from October 7, 2022 and, accordingly, our Board stands reconstituted.

The table below sets forth certain details regarding the aforementioned changes:

Name, address, designation, occupation, term, period of directorship, DIN and date of birth	Age (in years)	Other directorships
Vinod R. Tanti Address: Florida Estate, Bungalow No. 80 and 80a, Keshav Nagar, Mundhwa, Pune City, Pune 411 036, Maharashtra, India Designation: Chairman and Managing Director Occupation: Business Term: Three years with effect from October 7, 2022 until October 6, 2025; liable to retire by rotation Period of Directorship: Director since November 1, 2010, Whole-time Director since October 1, 2016 and CMD since October 7, 2022 DIN: 00002266 Date of Birth: June 29, 1962	60	Indian Companies: <ol style="list-style-type: none"> 1. Suzlon Global Services Limited 2. SE Forge Limited 3. Tanti Holdings Private Limited 4. Samanvaya Holdings Private Limited 5. Silectro Enterprise Private Limited 6. Suzlon Gujarat Wind Park Limited 7. Skeiron Green Energy Private Limited Foreign Companies: NIL
Girish R. Tanti Address: Flat No A-1102, Ssilverwoods, Pingle Wasti, Opp. Hotel Oakwood, Mundhwa, Pune 411 036, Maharashtra, India Designation: Executive Director and Executive Vice Chairman Occupation: Business Term: Three years with effect from October 7, 2022 until October 6, 2025; liable to retire by rotation Period of Directorship: Director since December 4, 1995, Non-Executive Director since July 30, 2011 and Executive Director and Executive Vice Chairman since October 7, 2022 DIN: 00002603 Date of Birth: February 8, 1970	52	Indian Companies: <ol style="list-style-type: none"> 1. Tanti Holdings Private Limited 2. Samanvaya Holdings Private Limited Foreign Companies: <ol style="list-style-type: none"> 1. Colossus Holdings Pte. Limited 2. Tariolo Holdings B.V. 3. Saphir Shipping Pte. Limited 4. Shaneaka Shipping Pte. Limited 5. Shanica Shipping Pte. Limited 6. Starleena Shipping Pte. Limited 7. AGVO Ventures Pte. Limited 8. ONICT FinTech Pte. Limited 9. ONICT Solar Pte. Limited 10. ONICT Logistics Pte. Limited 11. SORIGIN Financial Services Pte. Limited 12. SORIGIN RE Services Pte. Limited 13. SORIGIN Logistics Services Pte. Limited 14. SORIGIN RE Infra Pte. Limited
Pranav T. Tanti Address: 103, Fairgrove, Irvine 92618-1172, California, USA Designation: Additional Director Occupation: Business Term: Until the next general meeting of our Company Period of Directorship: Additional Director since October 7, 2022 DIN: 02957770 Date of Birth: June 8, 1984	38	Indian Companies: NIL Foreign Companies: NIL

Additionally, the list of key management personnel and senior management personnel disclosed in “*Our Management*” under the heading “*Details of the key management personnel and senior management personnel*” on page 119 of the Letter of Offer stands updated as set forth below.

S. No.	Name of Key Management Personnel	Designation
1.	Vinod R. Tanti	Chairman and Managing Director
2.	Girish R. Tanti	Executive Vice Chairman

- (4) The Securities Issue Committee was reconstituted by the resolution dated October 7, 2022 of our Board and stands reconstituted to include Vinod R. Tanti and Girish R. Tanti as members.

- (5) Our Company had disclosed in “*Outstanding Litigation and Defaults*” under the heading “*Litigation involving our Company*” and sub-heading “*Proceedings involving material violations of the statutory regulations by our Company*”, details in relation to a letter dated May 31, 2021 received from SEBI on page 282 of the Letter of Offer. We wish to inform you that the SEBI, by way of its email dated October 3, 2022, had sought certain information related to, *inter alia*, reporting structure for certain erstwhile employees of the Company from July 1, 2017 to November 30, 2017, along with records maintained in digital database for unpublished price sensitive information related to financial results of the Company from quarter ended December 2020 to quarter ended march 2021. Our Company has provided the information sought by the SEBI, by way of an email dated October 8, 2022. Our Company has not received any further queries in this regard from the SEBI.
- (6) Our Company had disclosed in “*Material Developments*” under heading “*Reorganisation Schemes*”, details in relation to (i) the merger of two of our Subsidiaries, SPIL and SGSL (“**Scheme 1**”); and (ii) demerger by transfer and vesting of project execution business and power evacuation business of SGWPL, a step down wholly-owned Subsidiary, in to SGSL (“**Scheme 2**”) on page 289 of the Letter of Offer. We wish to inform you that both Scheme 1 and Scheme 2 are in effect now as a result of: (i) our Company making the relevant statutory filings for Scheme 1; and (ii) approval from NCLT, Ahmedabad Bench pursuant to its final order dated September 28, 2022, and our Company making the relevant statutory filings for Scheme 2. Accordingly, all references in the Letter of Offer to SPIL should be construed to refer to SGSL.

To the extent relevant, the disclosures in the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter stand modified to the extent stated hereinabove. This Addendum should be read in conjunction with the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter. This Addendum shall be communicated to SEBI and the Stock Exchanges. Further, this Addendum can be accessed on websites of:

- (i) our Company at www.suzlon.com;
- (ii) the Registrar at <https://rights.kfintech.com>;
- (iii) the Lead Manager at <https://ingaventures.com/>; and
- (iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com.

Investors should only rely on the information included in this Addendum, the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter while making an investment decision with respect to the Issue.

For **SUZLON ENERGY LIMITED**

Place: Pune
Date: October 10, 2022

Geetanjali S. Vaidya
Company Secretary and Compliance Officer

SUZLON ENERGY LIMITED is proposing, subject to market conditions and other considerations, a rights issue of its Rights Equity Shares and has in this regard filed a Letter of Offer dated September 28, 2022 with SEBI and the Stock Exchanges. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, the Registrar at <https://rights.kfintech.com>, the websites of the Lead Manager, Inga Ventures Private Limited, and on the website of our Company at www.suzlon.com. Investors should note that investment in equity shares involves a degree of risk and are requested to refer to the section titled “*Risk Factors*” on page 19 of the Letter of Offer for details of the same.

THE ADDENDUM TO 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 UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”). NONE OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES HAS BEEN, OR WILL BE, REGISTERED UNDER 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. 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 ADDENDUM TO 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.