

19<sup>th</sup> May 2015.

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

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

Dear Sirs,

**Sub.: Reporting for acquisition of voting rights otherwise than by equity shares of Suzlon Energy Limited (the "Target Company") consequent upon the preferential allotment under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.**

**Ref.: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Suzlon Energy Limited, (the "Target Company") has, on 15<sup>th</sup> May 2015, issued and allotted 100,00,00,000 (One Hundred Crores) Equity Shares of Rs.2/- each aggregating to 20.73% of the post issue paid up capital of the Target Company to group of investors ("Investor Group" or the "Allottees") on preferential basis under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

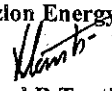
The Allottees have entered into (a) a shareholders' agreement with the Target Company and the existing promoters of the Target Company (the "Shareholders' Agreement"), which inter alia includes a (i) pooling-voting arrangement where with a view to ensuring Control of the Company in all respects, including control over management and day to day operations shall remain with the existing promoters, the voting rights in respect of the shares allotted to the Allottees will be exercised per the recommendations of the existing promoters/ promoter group entities of the Target Company (the "Promoters") other than certain unanimous vote items, and (ii) certain unanimous voting items, which cannot be acted upon by the Target Company unless such action or decision has been approved by each of the Main Promoter (or a Person nominated by the Main Promoter in this regard or a Director who is Relative of the Main Promoter) and the Main Investor in writing and (b) a share subscription agreement with the Target Company, which has triggered the open offer under regulations 3(2) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Accordingly, the Allottees have made Public Announcement for acquisition of 26% of the emerging paid-up capital of the Target Company on 13<sup>th</sup> February 2015 and a Detailed Public Statement has been published on 24<sup>th</sup> February 2015. The draft Letter of Offer has been submitted to SEBI and SEBI's approval is awaited. Other than the relationship established by the Shareholders' Agreement and the Share Subscription Agreement, the Allottees have no other relationship or interests with the Target Company or the existing Promoters. In terms of the Shareholders' Agreement, the Allottees and the existing Promoters shall be considered as persons acting in concert under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In the context, enclosed please find disclosure by the existing Promoters in prescribed format in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of voting rights otherwise than by equity shares aggregating to 20.73% of the post issue paid-up capital of the Target Company in terms of the Shareholders' Agreement.

We request you to kindly take the same on your records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
On behalf of Promoter and Promoter Group of  
Suzlon Energy Limited

  
Vinod R. Tanti  
Authorised Signatory.

Encl.: As above.

C.C.: Suzlon Energy Limited, "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")**

**(Reporting for Acquisition by way of preferential allotment of Equity Shares)**

1	Name of the Target Company (TC)	<b>SUZLON ENERGY LIMITED</b>		
2	Name(s) of the acquirer	The names of existing Promoters and Promoter Group have been provided in Annexure 1 given below		
	Persons Acting in Concert (PAC) with the acquirer	The names of PACs ("Allottees") from whom Voting Rights are being acquired have been provided in Annexure 2 given below		
3	Whether the acquirer belongs to Promoter / Promoter Group	Yes, the persons giving this disclosure belong to the Promoter Group of TC		
4	Name of the Stock Exchanges where the shares of TC are listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
5	Details of acquisition / disposal as follows:	No. of Shares	% w.r.t. total share / voting capital (*)	% w.r.t. total diluted share / voting capital of the TC (**)
	<b>Before the acquisition / disposal under consideration, holding of:</b>			
a)	Shares carrying voting rights	1,052,784,456	27.61%	27.61%
b)	Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	-	-	-
c)	Voting rights (VRs) otherwise than by equity shares held by:	-	-	-
d)	Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e)	<b>Total (a + b + c + d)</b>	<b>1,052,784,456</b>	<b>27.61%</b>	<b>27.61%</b>
	<b>Details of acquisition / sale</b>			
a)	Shares carrying voting rights acquired / sold	-	-	-
b)	VRs acquired / sold otherwise than by equity shares held by:			
i)	Existing Promoters and the Promoter Group as per Annexure 1 given below ("Promoters") have acquired voting rights from the PACs (the "Allottees") specified in Annexure 2 given below in terms of the Shareholders' Agreement entered into between the Target Company, the existing Promoters and the Allotees, pursuant to a pooling-voting arrangement between the Allotees and the Promoters whereby with a view to ensuring Control of the Company in all respects, including control over management and day to day operations shall remain with the existing Promoters, the voting rights in respect of the shares allotted to the Allotees will be exercised by the Allotees only per the recommendations of the Promoters	<b>1,000,000,000</b>	<b>20.73%</b>	<b>20.73%</b>
c)	Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold	-	-	-
d)	Shares encumbered / invoked / released by the acquirer	-	-	-
e)	<b>Total (a + b + c + d)</b>	<b>1,000,000,000</b>	<b>20.73%</b>	<b>20.73%</b>

After the acquisition / sale, holding of			
a)	Shares carrying voting rights held	1,052,784,456	21.83%
b)	Shares encumbered with the acquirer	-	-
c)	Voting rights (VR) otherwise than by equity shares held by:		
	i) Existing Promoters and the Promoter Group as per Annexure 1 given below ("Promoters") have acquired voting rights from the PACs (the "Allottees") specified in Annexure 2 given below in terms of the Shareholders' Agreement entered into between the Target Company, the existing Promoters and the Allottees, pursuant to a pooling-voting arrangement between the Allottees and the Promoters whereby with a view to ensuring Control of the Company in all respects, including control over management and day to day operations shall remain with the existing Promoters, the voting rights in respect of the shares allotted to the Allottees will be exercised by the Allottees only per the recommendations of the Promoters	1,000,000,000	20.73%
	d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition / sale	-	-
e)	<b>Total (a + b + c + d)</b>	<b>2,052,784,456</b>	<b>42.56%</b>
6	Mode of acquisition / sale (e.g. open market / off market / public issue / rights issue / preferential allotment / interse transfer, etc.)	Preferential Allotment of equity shares under Chapter VII of the SEBI (ICDR) Regulations, 2009 <sup>(see note below)</sup>	
7	Date of acquisition of / sale of shares / VR or date of receipt of intimation of allotment of shares whichever is applicable	May 15, 2015	
8	Equity share capital / total voting capital of the TC before the said acquisition / sale )	3,812,964,803	
9	Equity share capital / total voting capital of the TC after the said acquisition / sale	4,823,669,737	
10	Total diluted share / voting capital of TC after the said acquisition / sale	4,823,669,737	

(\*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchanges under Clause 35 of the Listing Agreement.

(\*\*) Diluted share/voting capital means total number of shares in TC assuming full conversion of outstanding convertible securities/warrants into equity shares of TC

Note: The Allottees have entered into (a) the Shareholders' Agreement with the Target Company and the existing Promoters of the Target Company, which inter alia includes a (i) pooling-voting arrangement where with a view to ensuring Control of the Company in all respects, including control over management and day to day operations shall remain with the existing Promoters, the voting rights in respect of the shares allotted to the Allottees will be exercised per the recommendations of the existing Promoters other than certain unanimous vote items, and (ii) certain unanimous voting items, which cannot be acted upon by the Target Company unless such action or decision has been approved by each of the Main Promoter (or a Person nominated by the Main Promoter in this regard or a Director who is Relative of the Main Promoter) and the Main Investor in writing and (b) a share subscription agreement with the Target Company, which has triggered the Open Offer under regulations 3(2) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Accordingly, the Allottees have made Public Announcement for acquisition of 26% of the emerging paid-up capital of the Target Company on 13th February 2015 and a Detailed Public Statement has been published on 24th February 2015. The draft Letter of Offer has been submitted to SEBI and SEBI's approval is awaited. Other than the relationship established by the Shareholders' Agreement and the Share Subscription Agreement, the Allottees have no other relationship or interests with the Target Company or the existing Promoters. In terms of the Shareholders' Agreement, the Allottees and the existing Promoters shall be considered as persons acting in concert under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Accordingly this disclosure is being made by the existing Promoters and the Promoter Group for acquisition of voting rights otherwise than by equity shares aggregating to 20.73% of the post issue paid-up capital of the Target Company in terms of the Shareholders Agreement.

Signature

On behalf of Promoter and Promoter Group of  
Suzlon Energy Limited

Place: Pune  
Date: May 19, 2015

  
Vinod R. Tanti,  
Authorised Signatory.

## List of Existing Promoters and Promoter Group

Sr. No.	Name of the Promoter / Promoter Group Entity	Category	No. of Shares
1	Tulsi R.Tanti	Promoter	3,905,000
2	Gita T. Tanti	Promoter	64,512,000
3	Tulsi R.Tanti as karta of Tulsi Ranchhodbhai HUF	Promoter	18,000,000
4	Tulsi R.Tanti as karta of Ranchhodbhai Ramjibhai HUF	Promoter	42,570,000
5	Tulsi R.Tanti J/w. Vinod R.Tanti J/w. Jitendra R.Tanti	Promoter	42,660,000
6	Tanti Holdings Private Limited	Promoter	154,626,093
7	Vinod R.Tanti	Promoter Group	11,367,000
8	Jitendra R.Tanti	Promoter Group	12,400,000
9	Sangita V.Tanti	Promoter Group	70,182,000
10	Lina J.Tanti	Promoter Group	70,182,000
11	Rambhaben Ukabhai	Promoter Group	3,000
12	Vinod R.Tanti as karta of Vinod Ranchhodbhai HUF	Promoter Group	18,900,000
13	Jitendra R.Tanti as karta of Jitendra Ranchhodbhai HUF	Promoter Group	12,723,000
14	Pranav T.Tanti	Promoter Group	59,067,000
15	Nidhi T.Tanti	Promoter Group	3,052,000
16	Rajan V.Tanti	Promoter Group	16,605,000
17	Brij J.Tanti	Promoter Group	37,117,000
18	Trisha J.Tanti	Promoter Group	15,120,000
19	Girish R.Tanti	Promoter Group	100,019,000
20	Suruchi Holdings Private Limited	Promoter Group	4,275,000
21	Sugati Holdings Private Limited	Promoter Group	262,497,868
22	Samanvaya Holdings Private Limited	Promoter Group	33,001,495
<b>TOTAL</b>			<b>1,052,784,456</b>

## List of Persons Acting in Concert being the Allottees

Sr. No.	Name of Persons Acting in Concert (PAC)	Category	No. of Shares
1	Family Investment Pvt. Ltd.	PAC	22,500,000
2	Quality Investment Pvt. Ltd.	PAC	25,400,000
3	Viditi Investment Pvt. Ltd.	PAC	31,000,000
4	Virtuous Finance Pvt. Ltd.	PAC	18,500,000
5	Virtuous Share Investments Pvt. Ltd.	PAC	13,000,000
6	Tejaskiran Pharmachem Industries Pvt. Ltd.	PAC	27,900,000
7	Family Investment Pvt. Ltd. J/w. Quality Investment Pvt. Ltd. J/w. Kumud S. Shanghvi in the capacity of partners of M/s. Sunrise Associates	PAC	100,900,000
8	Tejaskiran Pharmachem Industries Pvt. Ltd. J/w. Virtuous Finance Pvt. Ltd. J/w. Aalok D. Shanghvi in the capacity of partners of M/s. Goldenstar Enterprises	PAC	100,900,000
9	Viditi Investment Pvt. Ltd. J/w. Virtuous Share Investments Pvt. Ltd. J/w. Vibha Shanghvi in the capacity of partners of M/s. Pioneer Resources	PAC	100,900,000
10	Aditya Medisales Ltd. J/w. Unimed Investments Ltd. J/w. Ms. Vidhi Shanghvi in the capacity of partners of M/s. Expert Vision	PAC	55,000,000
11	Aalok D. Shanghvi	PAC	68,000,000
12	Vibha Shanghvi	PAC	68,000,000
13	Vidhi D. Shanghvi	PAC	68,000,000
14	Neostar Developers LLP	PAC	85,000,000
15	Real Gold Developers LLP	PAC	85,000,000
16	Suraksha Buildwell LLP	PAC	110,000,000
17	Sudhir V. Valia	PAC	5,000,000
18	Raksha S. Valia	PAC	5,000,000
19	Vijay M. Parekh	PAC	5,000,000
20	Paresh M. Parekh	PAC	5,000,000
<b>TOTAL</b>			<b>1,000,000,000</b>