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27th April 2016.

National Stock Exchange of India Limited, "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), <u>Mumbai-400051.</u> **BSE Limited,** P.J. Towers, Dalal Street, <u>Mumbai-400001.</u>

Dear Sirs,

Sub.: Inter Group merger / demerger.

Ref.: <u>Securities and Exchange Board of India (Listing Obligations and Disclosure</u> <u>Requirements) Regulations, 2015.</u>

This is to inform that the Board of Directors (the "Board") of Suzlon Energy Limited (the "Company" or "SEL"), at its meeting held on 27th April 2016, has, inter alia, approved the following:

Composite scheme of merger and demerger for:

- a) Merger of SE Blades Limited (SEBL), SE Electricals Limited (SEEL) and Suzlon Wind International Limited (SWIL), 100% owned subsidiaries of the Company, into the Company; and
- b) De-merger of the tubular tower manufacturing division of Suzlon Structures Limited (SSL), 100% owned subsidiary of the Company, into the Company.

The said composite scheme of merger and demerger would be subject to the approval of the lenders / CDR EG.

Such consolidation of the above referred manufacturing companies will result in achieving business and administrative synergies for the Group like:

- Increased competitive strength;
- Improved productivity and efficiency resulting in cost reduction;
- Optimisation of working capital;
- Pooling of managerial and technical resources.

Additionally, the Board of Directors of SSL and Suzlon Global Services Limited (SGSL), a wholly owned subsidiary of SSL and a step down wholly owned subsidiary of the Company, at their respective meetings held on even date, have, subject to the approval of the lenders, approved the merger of SGSL with SSL.

The operation, maintenance and services (OMS) business was separated from SEL to achieve a strategic and operational focus on the business and development of a qualitative enterprise and a sector leader for OMS operations. The business has gathered required critical mass and has good and sustainable operating margins, since separation from SEL. Thus with a view to rationalise the OMS business to optimise future fund raising, this merger has been proposed. The proposed consolidation will also result in achieving business and administrative synergies for the OMS operations of the Suzlon Group.

Corporate Identity Number: L40100GJ1995PLC025447

Regd. Office: "Suzion", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad - 380 009, India Ph.: +91.79.66045000 / 26407141 Fax: +91.79.26565540



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The information regarding aforesaid decisions as required to be disclosed in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been provided in the Annexure enclosed herewith.

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

Thanking you,

Yours faithfully, For Suzlon Energy Limited _____

H-A-Kanuga, Hemal A.Kanuga, Company Secretary. M. No. F4126.



Encl.: As above.

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Annexure

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· ·	a.		1. Suzlon Energy Limited ('SEL') (Transferee Company / Resulting
		forming part of the	Entity)
		amalgamation / merger / de-	2. SE Blades Limited ('SEBL') (Transferor Company)
]	merger	 SE Electricals Limited ('SEEL') (Transferor Company) Suzlon Wind International Limited ('SWIL') (Transferor
	ĺ		
			Company) 5. Suzlon Structures Limited ('SSL') (Demerged / Transferor
	1		
to an official and the second seco			Company) (SEBL, SEEL, SWIL and SSL are wholly owned subsidiaries of SEL)
			The Composite scheme involves merger of SEBL, SEEL and SWIL
	1		(Transferor Companies) with SEL and de-merger of tubular tower
			division of SSL (Demerged Company) into SEL.
a an	b.	Details such as size, turnover	Turnover for financial year 2014-15
	0.	etc. of the entities forming	1. SEL – INR 2,261.49 Crores
		part of amalgamation /	2. SEBL – INR 130.24 Crores
		merger / de-merger (as per	3. SEEL – INR 173.64 Crores
	1	last audited financials)	4. SWIL – INR 279.54 Crores
			5. SSL – INR 152.45 Crores
			5. 5512 114(152.15 616165
			Net profit / (loss) for the financial year 2014-15
			1. SEL – INR (6,032.34) Crores
			2. SEBL – INR (135.55) Crores
			3. SEEL – INR (19.47) Crores
the second se			4. SWIL – INR (280.18) Crores
			5. SSL – INR (1.38) Crores
	с.	Whether the transaction falls	The Transferor Companies and Demerged Company are wholly owned
 Encoderation 		within related party	subsidiaries of SEL. Therefore, the transaction is between related
		transaction? If yes, whether	parties. However, MCA Circular No.30/2014 dated 17th July 2014 has
		the same is done at 'arm's	clarified that the transactions arising out of compromises,
$p = k_{\rm eff} + $		length'	arrangements and amalgamations dealt with under provisions of the
			Companies Act 1956 / 2013 would not attract the requirements of
			Section 188 of the Companies Act, 2013
generation de la terrar	d.	Area of the business of the	SEL is engaged in the business of design, development, manufacturing
an gana sa kata ta		entity(ies)	and supply of Wind Turbine Generators (WTGs) and related
			components of various capacities. The Transferor Companies and
			Demerged Company are engaged in manufacture of various
		Detionale of the second	components of WTGs.
an an an Arta Maria. An ta Mara Maria an Arta		Rationale of the merger and de-merger	The consolidation will result in achieving business and administrative synergies for the Group. Considering the business prospects in future,
en de la servición de la companya. La companya de la companya de la companya		de-merger	this consolidation of operations would help in reducing administrative
		n an an an tha an an Arran Array an	costs and avoiding duplication of efforts. The consolidation will result
			in financial, managerial, and technical resources being pooled in
	1		together with SEL, and will lead to increased competitive strength,
an a			cost reduction and efficiencies, productivity gains and logistic
			advantages to the business operations. Furthermore, the consolidation
 A standard state 			would result in optimising the working capital usage which is very
			critical for the operations of the Group considering circumstances for
			availing the working capital credit.
	f.	In case of cash consideration,	The proposed transaction does not involve cash consideration. Further,
go je source skipt out	200	amount or otherwise share	pursuant to the composite scheme of arrangement, no shares shall be
n an		exchange ratio	issued by SEL, the Transferee Company, under operation of the
			provisions of Companies Act, 1956 / 2013.
			ENER

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sharebolding pattern (if any) of listed entity of listed entity in the interced company and bence there will be no change in th sharebolding pattern of SEL. Not applicable, as no division of SEL is sought to be demerged. Not applicable, as no division of SEL is sought to be demerged. Not applicable, as no division of SEL is sought to be demerged. Not applicable, as no division of SEL is sought to be demerged. Not applicable, since SEL itself is the resulting entity and and a source of the last financial year the resulting entity and for the resulting entity and and any part of the last financial year the resulting entity and any part of the antity(ies) Not applicable, since SEL itself is the resulting entity and and any part of the antity of antigamation / and the antity of the antity of antigamation / and the antity of antigamation / and the antity of the a		_		
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