

8th March 2013.

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.: Various decisions of Board of Directors approved by Circular Resolutions.

Please note that the Board of Directors has approved the following by way of Circular Resolutions:

1. The Corporate Debt Restructuring Package as approved by CDR EG, implementation of CDR package and make allotments as under:
 - (a) equity shares / compulsorily convertible debentures of the Company to CDR Lenders, as may be agreed between the Company and the CDR Lenders, on preferential basis in accordance with the ICDR Regulations, in consideration of Funded Interest Term Loan(s) and / or first 3 years' Sacrifice, up to 78,37,00,000 fully paid-up equity shares of the Company of Rs.2/- each at a price of Rs.18.51/-, being the price arrived in terms of ICDR Regulations, for an amount not exceeding Rs.1451,00,00,000/-.
 - (b) equity shares of the Company to non-CDR Lenders, as may be agreed between the Company and the non-CDR Lenders, on preferential basis in accordance with the ICDR Regulations, in consideration of Funded Interest Term Loan(s), up to 12,52,00,000 fully paid-up equity shares of the Company of Rs.2/- each at a price of Rs.18.51/- per equity share, being the price arrived in terms of ICDR Regulations, for an amount not exceeding Rs.231,70,00,000/- and / or compulsorily convertible debentures for amount not exceeding Rs.231,70,00,000/-.Out of (a) and (b), around 42,00,00,000 equity shares would be issued in April 2013, whereas the rest would be issued in one or more tranches till September 2014.
 - (c) equity shares and / or compulsorily convertible debentures of the Company, on preferential basis in accordance with the ICDR Regulations, to the Promoters in consideration of (i) conversion of unsecured loan of Rs.145,00,00,000/- given by the Promoters to the Company forming a part of the CDR Package; (ii) conversion of unsecured loan of Rs.103,00,00,000/- given by the Promoters to the Company forming a part of the promoter contribution under the CDR Package; (iii) up to Rs.129,00,00,000/- to be brought in by the Promoters as promoter contribution, from time to time, as per the CDR Package, thus aggregating to an amount not exceeding Rs.377,00,00,000/- and (iv) any other amount as may be invested by the Promoters, in accordance with their obligations under the CDR Package.
 - (d) equity shares and / or compulsorily convertible debentures of the Company, on preferential basis in accordance with the ICDR Regulations, to Samimeru Windfarms Private Limited, in consideration of conversion of unsecured loan of Rs.22,00,00,000/- given by Samimeru Windfarms Private Limited to the Company forming part of the promoter contribution under the CDR Package.
2. Acquisition of stake of Kalthia Group in Suzlon Structures Limited, a subsidiary of the Company, by share swap in accordance with the ICDR Regulations.
3. Increase the authorised share capital of the Company.
4. Amend the Other Object Clause of the Memorandum of Association of the Company and to give effect to the said amendment.

5. Approve the sale of undertaking(s) of the Company.
6. To conduct a Postal Ballot for seeking approval of members by way of Ordinary / Special Resolution, as the case may be for the above purposes.

Also find enclosed the copy of press release in this regard.

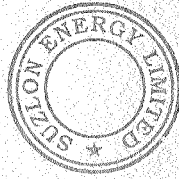
This is for your information as also for the information of your members and the public at large.

Thanking you,

Yours faithfully,
For Suzlon Energy Limited

H. A. Kanuga

Hemal A. Kanuga,
Company Secretary.



Encl.: As above.

8th March, 2013

Suzlon Group: Update on equity issuance under CDR

- Allotment of equity to lenders under CDR
- Initiates process for shareholder approval through postal ballot
- Will increase total share base from ~177 cr to ~219 cr by April, 2013
- Will improve leverage position in terms of debt-to-equity ratio

Pune: Suzlon Group, the world's fifth largest wind turbine maker, today announced the approval of the Board for various decisions pertaining to equity issuance under the CDR scheme.

Under these, the company will seek approval of shareholders through postal ballot for key measures, including the allotment of equity to lenders under the CDR scheme, increase in share capital of the company and sale of undertakings.

Speaking on the development, **Mr Kirti Vagadia – CFO, Suzlon Group**, said: "While this is an important step for the company to complete the various aspects of the CDR scheme, it is also a key step towards improving the financial health of the company. We anticipate that with these steps we will, by mid-April 2013, improve our leverage position in terms of our debt-to-equity ratio.

"We believe that by our lenders taking an equity position, in addition to providing critical financial support, is an important signal of their confidence in our fundamental viability as a business, and our long term outlook. Along with the other enabling resolutions around the acquisition of outstanding shares in a subsidiary and approval for sale of undertakings, these steps will help us realise greater efficiencies and continue to normalize our business."

Notes to the editor:

- The conversion price for share issuance to lenders will be Rs 18.51 per-share, determined as per SEBI's preferential pricing guidelines assuming 31st December, 2012 - CDR approval date - as the Relevant Date
- With these steps, and the approval for increase in the authorized share capital of the company, the total share base is projected to increase from ~177 cr to ~219 cr by April, 2013, and ~291 cr by September, 2014
- Attached please find full notification on the Board approval by circular dated 8th February, 2013

About Suzlon Group:

The Suzlon Group is ranked as the world's fifth largest* wind turbine supplier, in terms of cumulative installed capacity, at the end of 2011. The company's global spread extends across Asia, Australia, Europe, Africa and North and South America with installations of over 21,000 MW and operations across 32 countries and a workforce of approximately 13,000. The Group offers one of the most comprehensive product portfolios – ranging from sub-megawatt on-shore turbines at 600 Kilowatts (KW), to the world's largest commercially-available offshore turbine at 6.15 MW – with a vertically integrated, low-cost, manufacturing base. The Group – headquartered at Suzlon One Earth in Pune, India – comprises Suzlon Energy Limited and its subsidiaries, including REpower Systems SE. Visit us at www.suzlon.com

Source: *BTM Consult ApS – A part of Navigant Consulting – World Market Update 2012.

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