

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH- II,**

**CHENNAI**

**FORM NO.CAA.2**

**COMPANY APPLICATION (CAA.) NO.42 (CHE) OF 2021**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies

Act, 2013;

AND

In the matter of Composite Scheme of Amalgamation involving merger by Absorption between Suzlon Power Infrastructure Limited ("Applicant / Transferor Company") and Suzlon Global Services Limited ("Transferee Company") and their respective Shareholders and Creditors

Suzlon Power Infrastructure Limited, a Company incorporated }  
under the provisions of Companies Act 1956 having its registered }  
office at 1055/18, 2<sup>nd</sup> Floor, Gowtham Centre, Near Anna Statue, }  
Avinashi Road, Coimbatore – 641018, Tamil Nadu, India }  
(CIN: U45203TZ2004PLC011180) }

..... Applicant Company / Transferor Company

**NOTICE OF THE MEETING OF UNSECURED CREDITORS OF SUZLON POWER**

**INFRASTRUCTURE LIMITED**

Notice is hereby given that by an Order dated the 15<sup>th</sup> day of December, 2021, The National Company Law Tribunal, Division Bench – II, Chennai (NCLT or Tribunal) has directed to hold a meeting of Unsecured Creditors of the Applicant / Transferor Company for the purpose of considering, and if thought fit, approving with or without modification, the Composite Scheme of Amalgamation involving merger by absorption (Scheme) and vesting of Undertaking of Suzlon Power Infrastructure Limited ("Transferor Company") with Suzlon Global Services Limited ("Transferee Company") and their respective Shareholders.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of Unsecured Creditors of the Applicant / Transferor Company will be held on **Saturday, 22<sup>nd</sup> day of January, 2022 at 12.30 P.M. through video conferencing under CDSL e-voting system**, at which time the Unsecured Creditors of the Applicant Transferor Company are requested to attend. **The procedures and login credentials for joining video conference and e-voting procedure are being sent separately.**



To transact the special business mentioned below, this notice is given for consideration of the resolution mentioned below, to be passed at such Tribunal convened meeting.

The Board of Directors of the Company had at their meeting held on 3<sup>rd</sup> February, 2021, approved the Scheme, subject to the sanction of the Tribunal and such other authorities as may be necessary.

In the said meeting, the following business will be transacted:

To consider and if thought fit, approve with or without modification(s), the following resolution under Section 230 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force):

**RESOLVED THAT** the Scheme of Amalgamation by way of merger by absorption of Suzlon Power Infrastructure Limited with Suzlon Global Services Limited, as circulated amongst the unsecured creditors of the Company along with the notice dated 21<sup>st</sup> December 2021 for convening the meeting of unsecured creditors, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Vinod R.Tanti, Mr. Balrajsinh A.Parmar, the Directors, Mr. H.V.Prasad, Mr. Ashwani Kumar, Mr. Himanshu Mody, Mr. Manish Jain, Mr. Anand Bagrecha, Mr. Anoop Khatry, Mr. Harish H.Mehta, Mr. Ranjitsinh A.Parmar, Mr. Amarsinh A.Parmar, Mr. Het Shah and Mrs. Geetanjali S.Vaidya, the authorised representatives of the Company (hereinafter collectively referred to as the "Authorised Persons"), be and are hereby severally authorised for and on behalf of the Company to make such alterations, modifications, or amendments therein as may be expedient or necessary for complying with requirements or conditions imposed by the Honourable National Company Law Tribunal, Chennai Bench, Tamil Nadu and / or any other appropriate authorities.

**RESOLVED FURTHER THAT** the abovesaid Authorised Persons of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient for the purpose of giving effect to the Scheme of Amalgamation involving merger by Absorption.

Copies of the said Scheme and of the statement under Section 230 are annexed to this notice and can be obtained free of charge from the Registered Office of the Company at 1055/18, 2<sup>nd</sup> Floor, Gowtham Centre, Near Anna Statute, Avinashi Road, Coimbatore – 641018 or at the office of its Authorised Representative, Counsel, Advocate Pawan Jhabakh, No. 115 Luz Church Road, 1<sup>st</sup> Floor, Above Green Trends Saloon, Mylapore, Chennai – 600 004, Tamil Nadu, India.



The Tribunal has appointed **Mr. C. Thirumurthy (FCS3454)**, Practising Company Secretary, Coimbatore and failing him Mr. Balrajsinh A.Parmar, the Managing Director of the Company as the Chairperson of the said meeting. The above-mentioned Scheme, if approved in the meeting, will be subject to the subsequent approval of the Tribunal.

*C. Thirumurthy*

**C. Thirumurthy**

**Chairman appointed for the meeting**

Dated 21<sup>st</sup> day of December 2021 at Coimbatore.

**NOTES:**

1. Please note that in terms of MCA Circular 14/2020 proxy is not allowed in case of meetings conducted through video conferencing. Accordingly, proxy forms are not being sent along with this notice.
2. The Notice is being sent to all the Unsecured Creditors, of the Company as on 31<sup>st</sup> January, 2021.
3. Voting rights shall be reckoned on the value of unsecured debt outstanding as on 31<sup>st</sup> January, 2021.
4. The queries, if any, related to the Scheme should be sent to the Applicant Transferor Company in the name of 'The Company Secretary, Suzlon Power Infrastructure Limited', at the Registered Office/ Corporate Office of the Applicant Transferor Company in such a way that the Applicant Transferor Company will receive the same at least seven days before the meeting.
5. The Tribunal has appointed, **Mr. K Radhakrishnan (ACS30614)** Practising Company Secretary Coimbatore as Scrutinizer for conducting the voting process in a fair and transparent manner.
6. The material documents referred to in the accompanying Statement shall be open for inspection from 11.00 a.m. to 1.00 p.m. on any working day (except Saturdays, Sundays and Public Holidays) up to one day prior to the date of the meeting by the Unsecured Creditors at the Registered Office/ Corporate Office of the Applicant Transferor Company.
7. The Notice convening the aforesaid meeting will be published through advertisement in 'Business Standard' (All India Edition), English newspaper and 'Dina Mani', Tamil newspaper, a vernacular newspaper, in the State where the Registered Office of the Applicant Company is situated i.e. Tamil Nadu.



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH- II,**

**CHENNAI**

**FORM NO.CAA.2**

**COMPANY APPLICATION (CAA.) NO.42 (CHE) OF 2021**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

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In the matter of Composite Scheme of Amalgamation involving merger by Absorption between Suzlon Power Infrastructure Limited ("Applicant / Transferor Company") and Suzlon Global Services Limited ("Transferee Company") and their respective Shareholders and Creditors

Suzlon Power Infrastructure Limited, a Company incorporated }  
under the provisions of Companies Act 1956 having its registered }  
office at 1055/18, 2<sup>nd</sup> Floor, Gowtham Centre, Near Anna Statue, }  
Avinashi Road, Coimbatore – 641018, Tamil Nadu, India }  
(CIN: U45203TZ2004PLC011180) }

..... Applicant Company / Transferor Company

**STATEMENT TO THE NOTICE OF THE MEETING OF UNSECURED CREDITORS OF SUZLON POWER INFRASTRUCTURE LIMITED UNDER SECTION 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the Order dated the 15<sup>th</sup> day of December, 2021, passed by the Chennai Bench of the National Company Law Tribunal, in the Company Application referred to hereinabove, and the Board Resolution of the Applicant Transferor Company dated 3<sup>rd</sup> February, 2021 mentioned above, the meeting of the Unsecured Creditors of the Applicant Transferor Company, is being convened and held for the purpose of considering and, if thought fit, approving with or without modification, the Composite Scheme of Amalgamation involving merger by absorption and vesting of Undertaking of Suzlon Power Infrastructure Limited ("Transferor Company") with Suzlon Global Services Limited ("Transferee Company") and their respective Shareholders ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof) read with the Rules issued thereunder and provisions of the Companies Act, 2013 as may be applicable.



2. Venue, Date and Time of Meeting:

|       |  |
|-------|--|
| Day   | Saturday   |
| Date  | 22 <sup>nd</sup> January, 2022   |
| Time  | 12.30 P.M.   |
| Venue | Through Video Conferencing under CDSL e-voting system<br><br><b>The Procedure and login credentials for joining video conference are being sent by separate communication.</b> |

3. A copy of the Scheme setting out in detail the terms and conditions of the Scheme is attached to this explanatory statement and forms part of this statement as **ANNEXURE-1**.

4. **Rationale and Salient Features of the Scheme**

4.1. **Rationale for Scheme:**

The objects / benefits of the proposed merger of Suzlon Power Infrastructure Limited ('SPIL') with Suzlon Global Services Limited ('SGSL') are as follows:

"Transferee Company is a wholly owned subsidiary of Suzlon Energy Limited (SEL) and similarly, Transferor Company is also a wholly owned subsidiary of SEL. Therefore, both, the Transferor Company and the Transferee Company, have sole and common shareholder, being Suzlon Energy Limited.

The Transferee Company is engaged in the business of Operations & Maintenance (O&M business) of wind turbine generators ("WTGs") and has large capacity of wind-turbine assets under its management. Such O&M business is a value-added service offered through its Wholly-owned subsidiary (WoS), by Suzlon Energy Limited being a manufacturer of wind-turbine generators. On the other hand, the Transferor Company is engaged in Power Evacuation business which is also a value-added service. Power Evacuation facilities (Sub Station and Evacuation lines) are established prior to setting-up of wind-turbine power plant. Efficient and timely hand over of completed projects to O&M business ensures smooth transitioning of responsibilities from one stream to another. Power Evacuation facilities perform a very important role for customers in enabling transmission of power and its proper functioning is quite important so as to keep business risk and liabilities of O&M business under check. The management of both the companies believe, that, consolidation of all the value-added services under one entity will align priorities right and will bring consolidation in enterprise value along with operational, administrative and financial synergies.

Further, cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses and greater efficiency can be achieved in cash management by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities or even to better service the debt facilities at Group level.

The proposed merger will also help in reduction of legal entities, thereby optimizing the cost of compliance and administration by avoiding duplication of cost and efforts."

4.2. **Salient features of the Scheme:**

- a) Appointed date of the scheme is 1<sup>st</sup> April, 2020.



- b) For this Scheme, the Valuer's opinion (**Annexure 3**) was obtained from Mr.Jugal Doshi, a registered valuer, who has opined on the following share exchange ratio recommended by the Board in their report dated 31<sup>st</sup> January, 2021:

*10,000 (Ten Thousand) fully paid up Redeemable Preference Share of Rs. 100/- (Rupees One Hundred only) each of the Transferee Company shall be issued and allotted against all the shares held by the shareholders of Transferor Company.*

- c) The shareholding in the Transferee Company subsequent to merger will get changed to the extent of clause (b) above.

#### **5. Directors, Promoters and Key Managerial Personnel:**

- a) The Scheme would not have any effect on the Directors or Key Managerial Personnel of the Applicant Company.
- b) As far as the Shareholders of the Company are concerned, Transferor Company and Transferee Company are wholly owned subsidiaries of Suzlon Energy Limited and therefore there will be no change in economic interests pre and post scheme.
- c) The details of the present Directors and Key Managerial Personnel (KMPs) of Transferor Company and the Transferee Company and shareholding patterns of Transferor Company and the Transferee Company are as follows:

#### **As on date list of Directors / KMPs of the Transferor Company:**

| # | Name of Director/<br>KMP                           | Residential Address  | DIN/ PAN   |
|---|--|--|------------|
| 1 | Mr Vinod R Tanti, Non-executive Director           | Bungalow No.80 and 80A, Florida Estate, Keshav Nagar, Mundhwa, Pune-411036                                       | 00002266   |
| 2 | Mr Balrajsinh A Parmar, Managing Director          | Bungalow No.27-B, Acacia-1, Magarpatta City, Hadapsar, Pune-411028   | 00002276   |
| 3 | Mr. Vaidhyanathan Raghuraman, Independent Director | Flat No.20, Kallol Apartments, Plot No.35, I P Extension, Patparganj, Shakarpur Baramad, New Delhi, Delhi-110092 | 00411489   |
| 4 | Mrs. Gita T.Tanti, Non-executive Director          | Bungalow No.29/30, Florida Estate, Kesavnagar, Mundhwa, Pune-411036  | 00028462   |
| 5 | Mr. Per Hornung Pedersen, Independent Director     | Parkstrasse 55 a, Stw. EG 22605, Hamburg, Germany  | 07280323   |
| 6 | Mr. H.V.Prasad, Chief Financial Officer            | G-405, GERA Emerald City South, Near EON IT Park, Kharadi, Pune-411014   | ADAPP1062G |
| 7 | Ms. Sonali Agarkar, Company Secretary              | B-7, Flat No.4, Nirmal Township, Anand Nagar, Opp Santosh Hall, Suncity Road, Pune-411057                        | AKYPA8472C |



**As on date list of Directors / KMPs of the Transferee Company:**

| # | Name of Director/ KMP                              | Residential Address  | DIN / PAN  |
|---|--|--|------------|
| 1 | Mr Vinod R Tanti, Non-executive Director           | Bungalow No.80 and 80A, Florida Estate, Keshav Nagar, Mundhwa, Pune-411036                                       | 00002266   |
| 2 | Mr. Vaidhyanathan Raghuraman, Independent Director | Flat No.20, Kallol Apartments, Plot No.35, I P Extension, Patparganj, Shakarpur Baramad, New Delhi, Delhi-110092 | 00411489   |
| 3 | Mr. Per Hornung Pedersen, Independent Director     | Parkstrasse 55 a, Stw. EG 22605, Hamburg, Germany  | 07280323   |
| 4 | Mrs. Seemantinee Khot, Independent Director        | 503, Chetan Co-Op. Housing Society, Pandurang Colony, Erandawane, Pune-411038                                    | 07026548   |
| 5 | Mr. Om Prakash Talwar, Chief Financial Officer     | #104, Neel Castle, Sector-3, New Panvel, Navi Mumbai-410206  | ABWPT8578M |
| 6 | Mr. Ishwar Chand Mangal, Chief Executive Officer   | 501, Shamik Building, Near Parle Collage, Dixit Road, Vile Parle (East), Mumbai-400057                           | AIBPM9934G |
| 7 | Ms. Priti Kaur Budhreja, Company Secretary         | 10B, Line No.1, Refugee Colony, Jamshedpur, Agrico, East Singhbhum, Jamshedpur, Jharkhand-831009                 | BIKPB9797E |

**As on date Equity Shareholding Pattern of the Transferor Company:**

| # | Name of Shareholder                         | No. of Equity Shares of face value Rs. 10/- each | Shareholding (%) |
|---|---|--|------------------|
| 1 | Suzlon Energy Limited (Along with Nominees) | 19,46,10,000                                     | 100%             |

**As on date Equity Shareholding Pattern of the Transferee Company:**

| # | Name of Shareholder                         | No. of Equity Shares of face value Rs. 10/- each | Shareholding (%) |
|---|---|--|------------------|
| 1 | Suzlon Energy Limited (Along with Nominees) | 2,93,66,800                                      | 100%             |

**6. Statement disclosing details of merger as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.**

**(i) Date of Order and Venue, Date and Time of Meeting:**

|   |   |
|---|---|
| Date of order   | 15 <sup>th</sup> December, 2021                       |
| Date of Meeting   | Saturday, 22 <sup>nd</sup> January 2022               |
| Time of Meeting   | 12.30 P.M.  |
| Venue of Meeting  | Through Video Conferencing under CDSL e-voting system |
| <b>The Procedure and login credentials for joining video conference are being sent by separate communication.</b> |   |



## (ii) Details of the Companies:

| Particulars  | <b>Suzlon Power Infrastructure Limited<br/>(Transferor Company)</b>   | <b>Suzlon Global Services Limited<br/>(Transferee Company)</b>   |
|--|---|--|
| Corporate Identification Number  | U45203TZ2004PLC011180   | U27109GJ2004PLC044170  |
| Permanent Account Number   | AAICS6425J  | AAICS1406R   |
| Date of Incorporation  | 10 <sup>th</sup> June, 2004   | 25 <sup>th</sup> May, 2004   |
| Type of Company  | Unlisted Public Company   | Unlisted Public Company  |
| Registered Office Address and e-mail ID  | 1055/18, 2 <sup>nd</sup> Floor, Gowtham Centre, Near Anna Statue, Avinashi Road, Coimbatore-641018<br>mca@suzlon.com  | "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad - 380009<br>mca@suzlon.com  |
| Summary of main object as per the MoA and main business carried on by the Company                  | Transferor Company is engaged in Power Evacuation business.   | Transferee Company is engaged in the business of Operations & Maintenance (O&M business) of wind turbine generators ("WTGs").  |
| Details of change of name, Registered Office and objects of the Company during the last five years | <p>The Company has shifted its Registered office within local limits of Coimbatore w.e.f. 1<sup>st</sup> September 2017.</p> <p>There is no change in the Name and Objects of the Company during the last five years.</p> | <p>The name of the Transferee Company was changed from Suzlon Structures Limited to Suzlon Global Services Limited in terms of the Scheme of Amalgamation as approved by the Hon'ble High Court of Gujarat at Ahmedabad on 14<sup>th</sup> October 2016 and a fresh certificate of incorporation pursuant to change of name issued by the Registrar of Companies, Gujarat on 23<sup>rd</sup> January 2017.</p> <p>The Object Clause of the Company was amended at the Extra Ordinary General Meeting of the Company held on 11<sup>th</sup> January 2016 and a Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause was issued by the Registrar of Companies, Gujarat on 18<sup>th</sup> January 2016. Further, The Object Clause of the Company was amended at the Extra Ordinary General Meeting of the Company held on 6<sup>th</sup> February 2021 and a Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause was issued by the Registrar of Companies, Ahmedabad, Gujarat on 17<sup>th</sup> March 2021</p> |



|   |   |   |
|---|---|---|
| Name of stock exchange(s) where securities of the Company are listed, if Applicable | Unlisted  | Unlisted  |
| Details of capital structure  | As per Clause 4 of the Scheme annexed herewith. | As per Clause 4 of the Scheme annexed herewith. |
| Names of the promoters and directors along with their addresses                     | As per Para 5 of this Statement.                | As per Para 5 of this Statement.                |

- (iii) **Relationship between the Transferor Company and Transferee Company:** The Transferor Company and Transferee Company are wholly owned subsidiary company of Suzlon Energy Limited.
- (iv) The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

| Details of Board Meeting                          | Suzlon Power Infrastructure Limited<br>(Transferor Company)  | Suzlon Global Services Limited<br>(Transferee Company)  |
|---|--|---|
| Date of Board Meeting                             | 3 <sup>rd</sup> February, 2021   | 3 <sup>rd</sup> February, 2021  |
| Name of Directors Attended the Meeting            | 1) Mr Vinod R Tanti<br>2) Mr Balrajsinh A Parmar<br>3) Mr. Vaidhyanathan Raghuraman<br>4) Mrs. Gita T.Tanti<br>5) Mr. Per Hornung Pedersen | 1) Mr Vinod R Tanti<br>2) Mr Bakul N.Rathod<br>3) Mr. Vaidhyanathan Raghuraman<br>4) Mr. Per Hornung Pedersen<br>5) Mrs. Seemantinee Khot |
| Name of Directors voted in favour of the scheme   | All the Directors present voted in favour of the Scheme  | All the Directors present voted in favour of the Scheme   |
| Name of Directors voted in against of the scheme  | None   | None  |
| Name of Directors not participated in the Meeting | All the Directors participated in the Meeting  | All the Directors participated in the Meeting   |

- (v) Disclosure of certain details of the Scheme:

| Particulars                    | Details  |
|--------------------------------|--|
| Parties involved in the Scheme | Suzlon Power Infrastructure Limited (Transferor Company)<br>Suzlon Global Services Limited (Transferee Company)  |
| Appointed Date                 | 1 <sup>st</sup> April, 2020  |
| Effective Date                 | As per Clause 3.4. of the Scheme, "Effective Date" means the date on which authenticated / certified copy(ies) of the Order of the NCLT sanctioning this Scheme is filed by the Transferor Company and the Transferee Company with the respective Registrar of Companies. Reference in this Scheme to the date "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Appointed Date subject to fulfilment of conditions under Clause 19 of this Scheme. |



|   |   |
|---|---|
| Share Exchange Ratio  | "10,000 (Ten Thousand) fully paid up Redeemable Preference Share of Rs. 100/- (Rupees One Hundred only) each of the Transferee Company shall be issued and allotted against all the shares held by the shareholders of Transferor Company." |
| Summary of Valuation Report, if any   | Valuer has opinioned that the share entitlement ratio proposed by the management is fair in relation to the proposed merger.  |
| Details of capital or debt restructuring, if any  | Not Applicable  |
| Rationale for the Scheme  | Refer Para 2 of the Scheme.<br>Also refer Para 4 of this Statement.   |
| Benefits of merger as perceived by the Board of directors to the company, members, creditors and others (as applicable) | Refer Para 2 of the Scheme.<br>Also refer Para 4 of this Statement.   |
| Amount due to Secured Creditors as of 31 <sup>st</sup> January, 2021  | SPIL: INR 34,62,16,450/-<br>SGSL: INR 35,86,08,453/-  |
| Amount due to Unsecured Creditors as of 31 <sup>st</sup> January, 2021  | SPIL: INR 490,13,50,053/-<br>SGSL: INR 1810,81,09,458/-   |

(vi) Disclosure of effect of the Scheme on following:

| Effect of the scheme on             | Suzlon Power Infrastructure Limited<br>(Transferor Company)   | Suzlon Global Services Limited<br>(Transferee Company) |
|-------------------------------------|---|--|
| Key Managerial Personnel (KMP)      | No Effect   | No Effect  |
| Directors                           | No Effect   | No Effect  |
| Promoters                           | No Effect   | No Effect  |
| Non-promoter members                | No Effect   | No Effect  |
| Depositors                          | No Effect   | No Effect  |
| Creditors                           | Creditors will become the creditors of the Transferee Company and paid off in the ordinary course of Business | No Effect  |
| Debenture holders                   | No Effect   | No Effect  |
| Deposit trustee & Debenture trustee | No Effect   | No Effect  |
| Employees of the Company            | Employees will become the Employees of the Transferee Company.  | No Effect  |



Other disclosures:

| Particulars  | Suzlon Power Infrastructure Limited<br>(Transferor Company)   | Suzlon Global Services Limited<br>(Transferee Company)  |
|--|---|---|
| Effect of the scheme on Material interest of Directors, KMP and Debenture Trustees   | No Effect   | No Effect   |
| Investigation or proceedings, if any, pending against the company under the Act  | No Investigation pending  | No Investigation pending  |
| Details of approvals, Sanctions no objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme | No approvals, sanctions or no-objection(s), from regulatory or any other governmental authorities are required, received or pending for the proposed Scheme, except that of NCLT, Ahmedabad and Chennai | No approvals, sanctions or no-objection(s), from regulatory or any other governmental authorities are required, received or pending for the proposed Scheme, except that of NCLT, Ahmedabad and Chennai |

(vii) Following documents will be available for obtaining extract from or for making or obtaining copies of or inspection by the creditors at Registered Office of the Companies between 11:00 a.m. to 01:00 p.m. on all working days, except, Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting:

- Latest Audited Financial Statements of the Company;
- Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;
- Copy of the Scheme of arrangement;
- Contracts or Agreements material to the Scheme, if any;
- The certificate issued by the Auditor of the company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- Papers and proceedings in Company Scheme Application No. (CAA) No.42 (CHE) of 2021 including certified copy of the Order of the Chennai Bench of the National Company Law Tribunal in the said Company Application directing the convening and holding of the meetings of the Unsecured creditors of the Applicant Company;
- Memorandum of Association and Articles of Association of the Transferor Company and Transferee Company;
- Valuer's Opinion on recommendation of Share Exchange Ratio issued by CA Jugal Doshi, a registered valuer;
- Register of Directors and Shareholders of the Applicant Transferor Company;
- Copies of the resolutions passed by the respective Board of Directors of Transferor Company and Transferee Company dated 3<sup>rd</sup> February, 2021 approving the Scheme.

(viii) The persons whom the notice is sent, will be eligible to attend and vote through CDSL e-voting system.



## 7. General:

- a) There is no winding up proceedings pending against the Applicant Transferor Company as on date.
- b) A copy of the Scheme and Statement may be obtained free of charge on any working day (except Saturdays, Sundays and Public Holidays) from the Registered Office of Applicant Company at 1055/18, 2<sup>nd</sup> Floor, Gowtham Centre, Near Anna Statute, Avinashi Road, Coimbatore – 641018 or at the office of its Advocate Pawan Jhabakh, No. 115 Luz Church Road, 1<sup>st</sup> Floor, Above Green Trends Saloon, Mylapore, Chennai – 600 004, Tamil Nadu, India.
- c) This statement may be treated as a Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013

*C. Thirumurthy*

**C. Thirumurthy**  
**Chairman appointed for the meeting**

Dated this 21<sup>st</sup> day of December, 2021 at Coimbatore.

**THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE UNSECURED CREDITORS OF THE APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.**



## INFORMATION PURSUANT TO SUB-SECTION 2 OF SECTION 232 OF THE COMPANIES ACT, 2013, CIRCULATED FOR THE MEETING

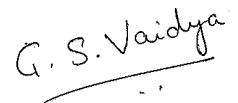
Dear Creditors,

Pursuant to Sub-section 2 of Section 232 of the Companies Act, 2013, where an Order has been made by the Tribunal under Sub-Section (1), the companies between which a merger is proposed shall circulate information for the meeting so ordered by the Tribunal.

Whereas the Hon'ble Chennai Bench of the National Company Law Tribunal ("NCLT") has ordered the meeting of the Unsecured Creditors to consider the Scheme of Amalgamation involving merger by absorption of Suzlon Power Infrastructure Limited ("Transferor Company") into Suzlon Global Services Limited ("Transferee Company") and their respective Shareholders, in terms of Sub-section 2 of Section 232 of the Companies Act, 2013, the following information is circulated for the meeting:

- a) The proposed Scheme adopted by the Directors of the Companies is enclosed as **Annexure 1** to the said Notice of the Meeting.
- b) A copy of the proposed Scheme shall be filed by the Company with the Registrar of Companies.
- c) A copy of the report as per section 232(2)(c) is enclosed as **Annexure 2**.
- d) A report from the expert with regard to valuation is enclosed as **Annexure 3**.

**For Suzlon Power Infrastructure Limited**



**Authorised Signatory**

**Dated this 21<sup>st</sup> day of December, 2021 at Coimbatore**

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## Annexure 2

### **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SUZLON POWER INFRASTRUCTURE LIMITED AT ITS MEETING HELD ON 3<sup>RD</sup> FEBRUARY, 2021 EXPLAINING EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL.**

As per Section 232 (2)(c) of the Companies Act, 2013, a report adopted by the Directors explaining effect of Scheme on Equity Shareholders and Key Managerial Personnel, laying out in particular the Share Exchange ratio is required to be circulated to the Shareholders.

Having regard to the applicability of the aforesaid provisions, following report was placed before the Board and was duly adopted:

1. The opinion on share exchange opinion issued by Jugal Doshi, being a Registered Valuer as required by Companies Act, 2013; between Transferor Company and Transferee Company, as recommended by the Board the following share exchange ratio:

*"10,000 (Ten Thousand) fully paid up Redeemable Preference Share of Rs. 100/- (Rupees One Hundred only) each of the Transferee Company shall be issued and allotted against all the shares held by the shareholders of Transferor Company."*

2. As far as the Shareholders of the Company are concerned, there will be no change in economic interest of any of the shareholders of the Transferee Company pre and post scheme. Current shareholding pattern of the Transferor Company and Transferee Company is as follows:

#### **As on date Equity Shareholding Pattern of the Transferor Company:**

| # | Name of Shareholder                         | No. of Equity Shares of face value Rs. 10/- each | Shareholding (%) |
|---|---|--|------------------|
| 1 | Suzlon Energy Limited (Along with Nominees) | 19,46,10,000                                     | 100%             |

#### **As on date Equity Shareholding Pattern of the Transferee Company:**

| # | Name of Shareholder                         | No. of Equity Shares of face value Rs. 10/- each | Shareholding (%) |
|---|---|--|------------------|
| 1 | Suzlon Energy Limited (Along with Nominees) | 2,93,66,800                                      | 100%             |



3. There is no effect of the Scheme on the Key Managerial Personnel of Transferor and Transferee Company.

**For Suzlon Power Infrastructure Limited**

*G. S. Vaidya*

**Authorised Signatory**