

Notice

NOTICE is hereby given that the Twentieth Annual General Meeting of the shareholders of Suzlon Energy Limited will be held on Monday, September 28, 2015 at 11.00 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt Financial Statements, etc. for the financial year 2014-15
To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31, 2015 including the audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date on standalone and consolidated basis and the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Vinod R.Tanti as Director
To appoint a director in place of Mr. Vinod R.Tanti (DIN: 00002266), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Mr. Rajiv Ranjan Jha as Director
To appoint a director in place of Mr. Rajiv Ranjan Jha (DIN: 03523954), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for financial year 2015-16
To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and recommendation of the Audit Committee and the Board of Directors of the Company, the appointment of M/s. SNK & Co., Chartered Accountants (Firm Registration No. 109176W) and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty First Annual General Meeting of the Company be and is hereby ratified and they be paid such remuneration in addition to the reimbursement of the service tax, out-of-pocket expenses, etc., as may be mutually determined by the Chairman and M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants."

SPECIAL BUSINESS:

5. To appoint Mr. Venkataraman Subramanian as an Independent Director
To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Venkataraman Subramanian (DIN: 00357727), who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 25, 2014 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 25, 2014 to September 24, 2019, whose period of Office shall not be liable to determination by retirement of directors by rotation."
6. To regularise Mrs. Pratima Ram, a nominee of State Bank of India as Director
To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mrs. Pratima Ram (DIN: 03518633) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from March 27, 2015 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation."
7. To approve remuneration of the Cost Auditors
To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. N.I.Mehta & Co., Cost Accountants (Firm Registration No.000023), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2016, be paid a remuneration of Rs.3,00,000/- (Rupees Three Lacs Only) per annum in addition to the reimbursement of service tax, out-of-pocket expenses."
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution."
8. To contribute to bona fide and charitable funds, etc. in excess of limits provided under Section 181 of the Companies Act, 2013
To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT in modification of the earlier resolution passed under Section 293(1)(e) of the Companies Act, 1956 at the Fifteenth Annual General Meeting of the Company held on August 13, 2010, consent of the Company be and is hereby accorded under the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to contribute to bona fide charitable and other funds from time to time, as it may deem requisite; provided however that the total amount up to which the Board of Directors may contribute to the bona fide charitable and other funds from time to time shall not exceed, in aggregate, the sum of Rs.10,00,00,000/- (Rupees Ten Crores Only) in any one financial year."
9. To issue Securities to the extent of Rs.5,000 Crores
To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals,



permissions, consents and sanctions as may be necessary from the Government of India (GOI), the Reserve Bank of India (RBI), Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India (SEBI) and / or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (FEMA), The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof) consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, for a value of up to Rs.5,000 Crores (Rupees Five Thousand Crores Only), representing such number of Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or equity shares through Depository Receipt Mechanism and / or Fully Convertible Debentures (FCDs) and / or Non Convertible Debentures (NCDs) with warrants or any Other Financial Instruments, by whatever name called (OFIs), convertible into or linked to equity shares and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the equity shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the 'Securities') or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Promoters, Indian and / or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") through public issue(s) by prospectus, private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and appropriate."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of Chapter VIII of the Securities And Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Board may at its absolute discretion, issue, offer and allot equity shares or securities convertible into equity shares or NCDs with warrants for a value up to the amount of Rs.5,000 Crores (Rupees Five Thousand Crores Only) inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT:

- the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- the underlying equity shares shall rank *pari passu* with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the issue of equity shares underlying the Securities to the holders of the Securities shall, *inter alia*, be subject to the following terms and conditions:

- in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the equity shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- in the event of the Company making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares shall stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- in the event of any merger, amalgamation, takeover or any other re-organisation, the number of shares, the price and the time period as aforesaid shall be suitably adjusted."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking *pari passu* with the existing equity shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s)."

"RESOLVED FURTHER THAT all the aforesaid powers and authorities be and are hereby further sub-delegated to the Securities Issue Committee of the Board and that the said Securities Issue Committee be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. and to do all such acts, deeds, matters and things as might be required in connection with the issue of the Securities which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board."



10. To approve the appointment of Mr. Girish R.Tanti to a place of profit being the office of Chief Mentoring Officer of SE Forge Limited, a wholly owned subsidiary of the Company
- To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to the appointment of Mr. Girish R.Tanti, the Non-Executive Director of the Company and a relative of Mr. Tulsi R.Tanti, Chairman & Managing Director and Mr. Vinod R.Tanti, the Non-Executive Director of the Company, to the place of profit being the office of the Chief Mentoring Officer of SE Forge Limited, a wholly owned subsidiary of the Company, with effect from August 1, 2015 at an annual remuneration of Rs.1,20,00,000/- (Rupees One Crore Twenty Lacs Only) together with other benefits, perquisites, allowances, amenities and facilities, as applicable / payable to the other employees occupying similar position in the said cadre as per the applicable rules, which is commensurate with his experience and as per prevalent industry standards.”
11. To approve appointment of Mr. Pranav T.Tanti to a place of profit being the office of Chief Executive Officer of Sirocco Renewables Limited, a subsidiary of the Company
- To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to the appointment of Mr. Pranav T.Tanti, a relative of Mr. Tulsi R.Tanti, Chairman & Managing Director to the place of profit being the office of the Chief Executive Officer of Sirocco Renewables Limited, a subsidiary of the Company, with effect from August 1, 2015 at an annual remuneration of Rs.1,30,00,000/- (Rupees One Crore Thirty Lacs Only) together with other benefits, perquisites, allowances, amenities and facilities, as applicable / payable to the other employees occupying similar position in the said cadre as per the applicable rules, which is commensurate with his experience and as per prevalent industry standards.”
12. To approve variation in the terms of Special Employee Stock Option Plan 2014 for employees of the Company
- To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT in partial modification of earlier special resolution at agenda item number 8 passed by the shareholders of the Company by way of postal ballot on March 27, 2014 approving the Special Employee Stock Option Plan 2014 (“Special ESOP 2014” or the “Plan”), for the employees of the Company and that pursuant to the provisions of Regulation 7 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), applicable provisions, if any, of the Companies Act, 2013, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for variation in terms of the Special ESOP 2014 by extending the exercise period of Options granted under the Special ESOP 2014 by 2 (Two) years, i.e. extending the end date from March 31, 2017 to March 31, 2019, and accordingly all the vested options be exercised anytime after the date of vesting and on or before March 31, 2019.”
- “RESOLVED FURTHER THAT the consequential variation / amendment to the Special ESOP 2014 for extending the exercise period by 2 (Two) years, i.e. from March 31, 2017 to March 31, 2019, be and is hereby approved and such variation being not detrimental but beneficial to the interest of the employees of the Company, be applicable to all existing grant of Options covered under the Special ESOP 2014 and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee including the Nomination and Remuneration Committee, by whatever name called, which the Board has constituted and / or may constitute or reconstitute to exercise its powers, including the powers conferred by this resolution) is authorised to effect such modification in the Plan.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Plan from time to time and / or to suspend, withdraw or revive the Plan from time to time as may be permitted under the Companies Act, 2013 and the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid variation in Special ESOP 2014 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.”
13. To approve variation in the terms of Special Employee Stock Option Plan 2014 for employees of the Company’s subsidiary company(ies)
- To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT in partial modification of earlier special resolution at agenda item number 9 passed by the shareholders of the Company by way of postal ballot on March 27, 2014 approving the Special Employee Stock Option Plan 2014 (“Special ESOP 2014” or the “Plan”), for the employees of the Company’s subsidiary company(ies) and that pursuant to the provisions of Regulation 7 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), applicable provisions, if any, of the Companies Act, 2013, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for variation in terms of the Special ESOP 2014 by extending the exercise period of Options granted under the Special ESOP 2014 by 2 (Two) years, i.e. extending the end date from March 31, 2017 to March 31, 2019, and accordingly all the vested options be exercised anytime after the date of vesting and on or before March 31, 2019.”
- “RESOLVED FURTHER THAT the consequential variation / amendment to the Special ESOP 2014 for extending the exercise period by 2 (Two) years, i.e. from March 31, 2017 to March 31, 2019, be and is hereby approved and such variation being not detrimental but beneficial to the interest of the employees of the Company’s subsidiary company(ies), be applicable to all existing grant of Options covered under the Special ESOP 2014 and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee including the Nomination and Remuneration Committee, by whatever name called, which the Board has constituted and / or may constitute or reconstitute to exercise its powers, including the powers conferred by this resolution) is authorised to effect such modification in the Plan.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Plan from time to time and / or to suspend, withdraw or revive the Plan from time to time as may be permitted under the Companies Act, 2013 and the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid variation in Special ESOP 2014 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.”
14. To issue equity shares to the eligible employees of the Company under Employee Stock Option Plan 2015
- To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of Employee Stock Option Plan 2015 (hereinafter referred to



as the "ESOP 2015" or the "Plan") authorising the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 5,00,00,000 (Five Crores) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company (together with the stock options proposed to be created / offered / issued / allotted for the benefit of such persons who are in permanent employment of the Company's subsidiary company(ies) in terms of ESOP 2015), present and future, within the meaning of ESOP 2015, including any Director, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESOP 2015, exercisable into not more than 5,00,00,000 (Five Crores) equity shares of face value of Rs.2/- (Rupees Two Only) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2015."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.2/- (Rupees Two Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under ESOP 2015 on the Stock Exchanges where the equity shares of the Company are listed."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2015."

"RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorising or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2015 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

15. To issue equity shares to the eligible employees of the Company's subsidiary company(ies) under Employee Stock Option Plan 2015

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 5,00,00,000 (Five Crores) Employee Stock Options under Company's Employee Stock Option Plan 2015 (hereinafter referred to as the "ESOP 2015" or the "Plan") as mentioned in the Resolution No.14 to or for the benefit of such person(s) who are in permanent employment of any existing or future subsidiary company(ies) of the Company (together with the stock options proposed to be created / offered / issued / allotted for the benefit of such persons who are in permanent employment of the Company in terms of ESOP 2015), present and future, including any Director, whether whole time or otherwise working therein (other than Promoters, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) exercisable into not more than 5,00,00,000 (Five Crores) equity shares of face value of Rs.2/- (Rupees Two Only) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2015."

"RESOLVED FURTHER THAT the equity shares so issued and allotted under the Plan shall rank pari passu with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.2/- (Rupees Two Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under ESOP 2015 on the Stock Exchanges where the equity shares of the Company are listed."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2015."

"RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and do all other things incidental and ancillary thereof."



"RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorising or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2015 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

By order of the Board of Directors of Suzlon Energy Limited

Place : Mumbai
Date : July 31, 2015

Hemal A.Kanuga,
Company Secretary,
M.No.: F4126

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Company's Registered Office not less than 48 (Forty Eight) hours before commencement of the Twentieth Annual General Meeting of the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Ordinary / Special Business is enclosed herewith.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 23, 2015 to Monday, September 28, 2015 (both days inclusive) for the purpose of the Twentieth Annual General Meeting of the Company.
5. Profile of directors seeking appointment / re-appointment as stipulated under Clause 49(VIII)(E)(1) of the Listing Agreement is enclosed herewith.
6. Corporate members intending to send their authorised representatives to attend the Twentieth Annual General Meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the Twentieth Annual General Meeting are requested to send in their questions so as to reach the Company's Registered Office at least 7 (Seven) days before the date of the Twentieth Annual General Meeting so that the same can be suitably replied to.
8. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. Keeping in view the "Green Initiative in Corporate Governance" of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the members in electronic form. Members who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvycomputershare.com; Email: einward.ris@karvy.com. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants to enable servicing of notices / documents / Annual Reports electronically to their email address. Please note that as a valued Member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website www.suzlon.com and are also available for inspection at the Company's Registered Office and Corporate Office during specified office hours.
10. In terms of provisions of Section 205A read with Section 205C of the Companies Act, 1956, as amended, the amount of dividend remaining unpaid or unclaimed for a period of 7 (Seven) years is required to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. During the year under review, the Company has transferred the unpaid or unclaimed interim dividend for the financial year 2006-07 aggregating to Rs 0.06 Crore to the IEPF set up by the Government of India. Further the unpaid or unclaimed final dividend for the financial year 2007-08 aggregating to Rs 0.10 Crore, if not claimed, then will be transferred to IEPF before due date. Please note that no claim shall lie against the Company or IEPF for such unclaimed dividend once such amount is transferred to IEPF.
11. All documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the Twentieth Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the Twentieth Annual General Meeting.
12. Remote e-voting
Pursuant to Clause 35B of the listing agreement and Section 108 of Companies Act, 2013 and Rules made thereunder, the Company is providing facility for voting by electronic means ("remote e-voting") to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Annual General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No.F2587 and Certificate of Practice No.2407) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the equity shares held by them as on September 22, 2015, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a Shareholder on the Cut-off date should treat this notice for information purpose only.

The process and manner for remote e-voting are as under:

1. The Company has entered into an arrangement with Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting for the ensuing Annual General Meeting. The instructions for remote e-voting are as under:
 - (i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
 - (ii) Enter the login credentials, i.e. user-id & password, mentioned on the Attendance Slip / Email forwarded through the electronic notice:



User-ID	For shareholder(s)/ Beneficial Owner(s) holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID c) For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for Security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Karvy's e-voting website to reset the same.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, system will prompt to select the 'Event', i.e. 'SUZLON ENERGY LIMITED'.
 - (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
 - (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
 - (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - (xi) Corporate / Institutional Members (corporate / FIs / FIIs / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to ravi@ravics.com with a copy to evoting@karvy.com. The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".
2. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
 3. The Portal will remain open for voting from: 9.00 a.m. on September 25, 2015 to 5.00 p.m. on September 27, 2015 (both days inclusive). The e-voting Portal shall be disabled by Karvy thereafter.
 4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. K.S. Reddy of Karvy Computershare Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email : einward.ris@karvy.com.
 5. The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the annual general meeting, first count the votes cast at the annual general meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the annual general meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
 6. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
 7. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company (www.suzlon.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Agenda Item No.4: To ratify the appointment of M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for financial year 2015-16

M/s. SNK & Co., Chartered Accountants (Firm Registration No.109176W) and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.301003E) were appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of the Nineteenth Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting of the Company, i.e. for a period of 3 (Three) years (subject to ratification of their appointment at every annual general meeting).

The Board of Directors recommend ratification of appointment of M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty First Annual General Meeting of the Company.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 4 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.5: To appoint Mr. Venkataraman Subramanian as an Independent Director

Mr. Venkataraman Subramanian (DIN: 00357727) has been appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company for a term of 5 (Five) years with effect from September 25, 2014 to hold office up to the Twentieth Annual General Meeting of the Company and then till September 24, 2019 subject to regularisation of such appointment by the shareholders of the Company. The Nomination and Remuneration Committee and the Board has recommended appointment of Mr. V.Subramanian as an Independent Director of the Company to hold office for a term of 5 (Five) years with effect from September 25, 2014 till September 24, 2019, in terms of Section 149 of the Companies Act, 2013 read



with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) who shall not be liable to retire by rotation. Mr. V.Subramanian has given a declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. V.Subramanian is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for appointment as an Independent Director. Further it is felt that the Company would be benefitted by the rich experience of Mr. V. Subramanian, the Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. V.Subramanian as an Independent Director is now being placed before the shareholders for their approval. The Company is in receipt of a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mr. V.Subramanian for the office of the Independent Director of the Company.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be available for inspection at the venue till the conclusion of the Twentieth Annual General Meeting.

The details of Mr. V.Subramanian as required to be given in terms of Clause 49(VIII)(E)(1) of the Listing Agreement have been provided separately under Profile of Directors seeking appointment / re-appointment.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.5 of the accompanying Notice.

Except for Mr. V.Subramanian, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.6: To regularise Mrs. Pratima Ram, a nominee of State Bank of India as Director

Mrs. Pratima Ram (DIN: 03518633) was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from March 27, 2015. In terms of the provisions of Section 161 of the Companies Act, 2013, Mrs. Pratima Ram holds office up to the ensuing Annual General Meeting of the Company. The Company is in receipt of a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Pratima Ram for the office of the Director of the Company.

The details of Mrs. Pratima Ram as required to be given in terms of Clause 49(VIII)(E)(1) of the Listing Agreement have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board recommends the appointment of Mrs. Pratima Ram as the Director of the Company. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.6 of the accompanying Notice.

Except for Mrs. Pratima Ram, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.7: To approve remuneration of the Cost Auditors

The Board has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N.I.Mehta & Co., Cost Accountants (Firm Registration No.000023) to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2016.

In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.7 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.8: To contribute to bona fide and charitable funds, etc. in excess of limits provided under Section 181 of the Companies Act, 2013

In terms of Section 181 of the Companies Act, 2013, the Board of Directors of a company can contribute to bona fide charitable and other funds. Provided that prior permission of the company in general meeting shall be required for such contribution in case any amount the aggregate of which, in any financial year, exceeds 5% of its average net profits for the three immediately preceding financial years.

The Company, at its Fifteenth Annual General Meeting held on August 13, 2010, had approved contribution to the charitable and / or other funds not directly relating to the business of the Company exceeding the limits permitted in terms of Section 293(1)(e) of the Companies Act, 1956. However considering the fact that Section 181 of the Companies Act, 2013 has become effective with effect from April 1, 2014 read with clarification issued by the Ministry of Corporate Affairs, together with the fact that the Company may be required to contribute to the charitable and / or other funds, it has become necessary to obtain fresh approval of the shareholders of the Company in terms of Section 181 of the Companies Act, 2013 to enable the Company to contribute / continue to contribute to bona fide charitable and other funds beyond the limits permitted under the said Section 181 of the Companies Act, 2013.

In light of the above and read with the provisions of Section 181 of the Companies Act, 2013, you are requested to grant your consent to the enabling Ordinary Resolution as set out at Agenda Item No.8 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.9: To issue Securities to the extent of Rs.5,000 Crores

The resolution contained in the agenda of the Notice is an enabling resolution to enable the Company to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to equity shares and / or any other instruments and / or combination of instruments as stated in the resolution (the "Securities") to an extent of Rs.5,000 Crores.

The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI ICDR Regulations. The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

With a view to meet the financial requirements of the Company, it is proposed to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to equity shares and / or any other instruments and / or combination of instruments to the extent of Rs.5,000 Crores in one or another manner and in one or more tranches. Such further issue of such securities would provide a platform to the Company to meet to its fund requirements and improve the financial leveraging strength of the Company.

Similar enabling resolution was passed by the shareholders at the Nineteenth Annual General Meeting held on September 25, 2014. Since the market conditions have changed since the last approval as also to meet various regulatory requirements and as a matter of prudent practice, a fresh resolution is proposed to be passed to create, offer, issue and allot Securities to the extent of Rs.5,000 Crores in one or another manner and in one or more tranches.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The pricing of the international issue(s), if any, will be free market pricing and may be at a premium or discount to the market price in accordance with international practices, subject to applicable Indian laws and guidelines. The same would be the case if the Board of Directors decides to undertake a qualified institutional placement under Chapter VIII of the SEBI ICDR Regulations. As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities or shares to be issued. For reasons aforesaid, an enabling resolution is therefore



proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the Indian stock exchanges and / or international stock exchange(s) and may be represented by Securities or other Financial Instruments outside India.

The Special Resolution seeks to give the Board the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board may in its absolute discretion deem fit.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force); Chapter VIII of the SEBI ICDR Regulations and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

The Board believes that the issue of Securities is in the interest of the Company and therefore recommends passing of the Special Resolution for issue of Securities. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.9 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.10: To approve the appointment of Mr. Girish R.Tanti to a place of profit being the office of Chief Mentoring Officer of SE Forge Limited, a wholly owned subsidiary of the Company

Mr. Girish R.Tanti, the Non-Executive Director of the Company has been appointed as a Chief Mentoring Officer of SE Forge Limited ("SE Forge"), a wholly owned subsidiary of the Company with effect from August 1, 2015 at a remuneration of Rs. 1.20 Crores per annum.

In terms of Section 188(1)(f) of the Companies Act, 2013, the appointment of a director or a relative of director to an office or place of profit in a company, its subsidiary company or an associate company requires approval of the shareholders of the company. Since Mr. Girish R.Tanti is a Non-Executive Director of the Company and a brother of Mr. Tulsi R.Tanti, Chairman & Managing Director and Mr. Vinod R.Tanti, the Non-Executive Director of the Company, provisions of Section 188(1)(f) of the Companies Act, 2013 would be applicable for appointment of Mr. Girish R.Tanti to a place of profit being the office of Chief Mentoring Officer of SE Forge.

In the light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.10 of the accompanying Notice.

Mr. Girish R.Tanti himself, Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Vinod R.Tanti, the Non-Executive Director and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.11: To approve appointment of Mr. Pranav T.Tanti to a place of profit being the office of Chief Executive Officer of Sirocco Renewables Limited, a subsidiary of the Company

The Company proposes to set-up a joint venture with Dilip Shanghvi Family & Associates (the "Investor Group") for setting-up of independent power projects. As part of the said business model, the Company and the Investor Group would invest in a joint venture company, which investment would in turn be invested in various special purpose vehicles (SPVs); such SPVs in turn setting-up independent power projects. Sirocco Renewables Limited, currently a subsidiary of the Company, has been incorporated to be a proposed Joint Venture (JV) company and would engage in the business of setting-up of Independent Power Projects (IPP).

It is proposed to appoint Mr. Pranav T.Tanti as Chief Executive Officer of the said company to overlook the complete JV/IPP business with effect from August 1, 2015 at a remuneration of Rs. 1.30 Crores per annum.

In terms of Section 188(1)(f) of the Companies Act, 2013, the appointment of a director or a relative of director to an office or place of profit in a company or its subsidiary company or an associate company requires approval of the shareholders of the company. Since Mr. Pranav T.Tanti is son of Mr. Tulsi R.Tanti, Chairman & Managing Director of the Company, provisions of Section 188(1)(f) of the Companies Act, 2013 would be applicable for appointment of Mr. Pranav T.Tanti to a place of profit being the office of Chief Executive Officer of Sirocco Renewables Limited, a subsidiary of the Company.

In the light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.11 of the accompanying Notice.

Mr. Tulsi R.Tanti, the Chairman & Managing Director, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the Non-Executive Directors and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item Nos.12 & 13: To approve variation in the terms of Special Employee Stock Option Plan 2014 for employees of the Company and its subsidiary company(ies)

On the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company at their respective meetings held on February 14, 2014 and as approved by the Shareholders of the Company by way of special resolution to the agenda item nos. 8 and 9 through Postal Ballot on March 27, 2014, the Company had implemented Special Employee Stock Option Plan 2014 (hereinafter referred to as the "Special ESOP 2014" or the "Plan") with the objectives of retention and motivation of the employees of the Company as well as its subsidiary company(ies).

On June 23, 2014, employee stock options were granted under the Plan to the eligible employees at an exercise price of Rs.26.95 per share with an exercise period up to March 31, 2017.

Given the fluctuations in the market price of the shares of the Company with reference to the prescribed exercise price and also given the restriction on timing of exercise of employee stock options owing to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, it is considered expedient to extend the existing exercise period by additional 2 (Two) years, i.e. from March 31, 2017 to March 31, 2019, with a view to achieve the objectives of Special ESOP 2014 by affording them maximum advantage in line with growth of the Company.

The beneficiaries of the variations are eligible employees of the Company and its subsidiary company(ies) covered under the Plan.

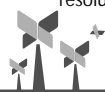
The said proposal was approved by the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on July 31, 2015.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), a company may vary terms of any employee stock option plan provided such variation is not prejudicial to the interests of the option grantees and that the proposal is approved by the shareholders by way of a special resolution. The proposed variation of extending the exercise period is in the interest of the option grantees and not prejudicial.

Given the details of variation, rationale thereof and beneficiaries of such variation, as per SEBI SBEB Regulations, your approval is sought for the variation / modification / amendment to the Plan in the lines stated above.

A draft copy of the revised Special ESOP 2014 is available for inspection at the Company's Registered Office / Corporate Office between 2.00 p.m. to 5.00 p.m. on all working days (excluding Saturdays, Sundays and Holidays) up to the date of the Twentieth Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the Twentieth Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their entitlements, if any, under the Plan.



In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos. 12 & 13 of the accompanying Notice.

Agenda Item No. 14 & 15: To issue equity shares to the eligible employees of the Company and its subsidiary company(ies) under Employee Stock Option Plan 2015

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organisational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the existing employees of the Company as also the new joiners for their contribution in the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources and knowledge in the organisation and for the benefit of the present and future employees, of the Company and its subsidiary company(ies).

With this objective in mind, your Company intends to implement Employee Stock Option Plan 2015 ("ESOP 2015"/ "the Plan") for the employees of the Company and its subsidiary company(ies) depending upon their grade / position in the organisation as may be determined by the Board / Nomination and Remuneration Committee from time to time during the continuance of the Plan.

The Company seeks shareholders' approval in respect of ESOP 2015 and grant of Stock Options to the eligible employees of the Company and its subsidiary company(ies) as decided by the Board / Committee from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

The main features of the ESOP 2015 are as under:

a) Brief Description of the Plan(s):

The Company proposes to introduce the ESOP 2015 for the benefit of the existing permanent employees of the Company and its subsidiary company(ies), employees joining the Company or its subsidiary company(ies) in future, its directors, and such other persons / entities as may be prescribed by Securities and Exchange Board of India ("SEBI") from time to time, and in accordance with the provisions of prevailing regulations including the SEBI SBEB Regulations. The Nomination and Remuneration Committee (by whatever name called) of the Company shall act as a Compensation Committee for administration of ESOP 2015.

The ESOP 2015 shall be administered by the Nomination and Remuneration Committee. All questions of interpretation of the ESOP 2015 shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2015.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP 2015 (together with the options for the benefit of such persons who are in permanent employment of the Company's subsidiary company(ies) in terms of ESOP 2015) shall not exceed 5,00,00,000 (Five Crores) options. Each option when exercised would be converted into one Equity Share of Rs.2/- (Rupees Two Only) each fully paid-up.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Nomination and Remuneration Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOP 2015 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 5,00,00,000 (Five Crores) shall be deemed to be increased to the extent of such additional options issued.

The grant under ESOP 2015 would continue till March 31, 2018 or till the options reserved under the Plan are fully granted / exhausted or earlier terminated by the Board of Directors, whichever is earlier, and thus all the employees meeting the eligibility criteria as may be determined by the Nomination and Remuneration Committee from time to time and who join the Company and / or its subsidiary company(ies) hereafter and till March 31, 2018 would also be entitled to the benefit under ESOP 2015.

For employees joining in future, i.e. till March 31, 2018 or such earlier period, and fulfilling the eligibility criteria as may be determined by the Nomination and Remuneration Committee would be granted options on such future dates as may be determined by the Board of Directors / Nomination and Remuneration Committee.

c) Identification of classes of employees entitled to participate in ESOP 2015

All the permanent employees (including a director, whether wholetime or not but excluding independent directors) of the Company and its subsidiary company(ies), existing and future, working in India or outside India shall be eligible to participate in the Plan. Provided however that the following persons shall not be eligible to participate in ESOP 2015:

- an employee who is a "Promoter" or belongs to the "Promoter Group" as defined in the SEBI SBEB Regulations; or
- a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company; or
- Independent Directors.

d) Requirements of vesting and period of vesting, maximum period within which the options shall be vested:

All the options granted on any date shall vest in tranches not earlier than one year and not later than a maximum of 3 (Three) years from the date of grant of options as may be determined by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law and in the interest of the option grantees.

The vesting dates in respect of the options granted under the Plan shall be determined by the Nomination and Remuneration Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options granted to an employee.

Options eligible for vesting on the basis of performance parameters, if any, such percentage or such number of options as may be specified by the Nomination and Remuneration Committee in the option letter or any of the other writings, having regard to the performance of the optionee evaluated in accordance with such performance criteria as may be laid down by the Nomination and Remuneration Committee, shall vest in the optionee.

e) Exercise price or pricing formula:

The options would be granted at an exercise price equal to a maximum of 10% discount to the 60 (Sixty) day's volume weighted average share price on a recognised Stock Exchange where the shares are listed and which records highest trading volume, prior to the date of the meeting of the Nomination and Remuneration Committee at which Options are granted or such other price as the Nomination and Remuneration Committee may decide at its discretion.

f) Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of 4 (Four) years from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

g) Appraisal process for determining the eligibility of employees under ESOP 2015:

The appraisal process for determining the eligibility shall be decided from time to time by the Nomination and Remuneration Committee / Board. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.



- h) Maximum number of Options to be issued per employee and in aggregate:
The maximum number of options that may be granted to any specific employee of the Company or of its subsidiary company(ies) under the Plan, in any financial year and in aggregate under the ESOP 2015 shall be 10,00,000 (Ten Lacs) Options.
- i) Maximum quantum of benefits to be provided per employee under the ESOP 2015:
The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of sale of shares.
- j) Plan Implementation:
The Plan shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the shareholders in due course as per applicable laws.
- k) Source of acquisition of shares under the Plan:
The Plan contemplates fresh / new issue of shares by the Company.
- l) Amount of loan to be provided for implementation of the Plan(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc:
This is currently not contemplated under the present Plan.
- m) Maximum percentage of secondary acquisition:
This is not relevant under the present Plan.
- n) Accounting and Disclosure Policies:
The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
- o) Method of option valuation:
The Company will adopt the intrinsic value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be determined by the Nomination and Remuneration Committee and as may be permitted under the SEBI SBEB Regulations.
- p) Declaration:
In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share of the Company shall be disclosed in the Directors' report.

Consent of the shareholders is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2015 is available for inspection at the Company's Registered Office / Corporate Office between 2.00 p.m. to 5.00 p.m. on all working days (excluding Saturdays, Sundays and Holidays) up to the date of the Twentieth Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the Twentieth Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution, except to the extent of their entitlements, if any, under the Plan.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos. 14 & 15 of the accompanying Notice.

By order of the Board of Directors of Suzlon Energy Limited

Place : Mumbai
Date : July 31, 2015

Hemal A.Kanuga,
Company Secretary,
M.No.: F4126

ANNEXURE I TO THE NOTICE

Profile of Directors seeking appointment / re-appointment at the Twentieth Annual General Meeting as stipulated under Clause 49(VIII)(E)(1) of the Listing Agreement is as under:

Mr. Vinod R.Tanti (DIN: 00002266)

Brief resume - Mr. Vinod R.Tanti, aged 53 years, holds a Degree in Civil Engineering and has been associated with Suzlon right from its inception. In his 28 years of industry experience, he has handled diverse portfolios, largely on a Conceive - Design - Build - Operate and Transfer model. He contributes to the Company his experience of the entire wind value chain segments as well as process centricity and innovation. His focus areas are creating alignment and deriving synergy within and between value chain components. Mr. Vinod R.Tanti is a Director of the Company since November 1, 2010.

Shareholding and remuneration - Mr. Vinod R.Tanti holds 11,367,000 equity shares aggregating to 0.24% of the paid-up capital of the Company. He also holds shares in the capacity as karta of HUF and jointly with others. The details pertaining to number of Board meetings attended and remuneration paid during the financial year 2014-15 have been provided in the Corporate Governance Report forming part of this Annual Report.

Intere-relationship - Mr. Vinod R.Tanti is brother of Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Girish R.Tanti, the Non-Executive Director. Except the above, Mr. Vinod R.Tanti is not related to any other Director / Key Managerial Personnel of the Company.

Other Directorships - The details of other directorships and / or committee positions held by Mr. Vinod R.Tanti are given as under:

Name of the Indian company in which Director	Name of Committee in which Chairman / Member
SE Blades Limited	Audit Committee – Chairman
SE Electricals Limited	Audit Committee – Member
Suzlon Power Infrastructure Limited	Audit Committee – Chairman
Suzlon Structures Limited	Audit Committee – Member
Suzlon Generators Limited	Audit Committee – Chairman
Synew Steel Limited	–
SE Forge Limited	Audit Committee – Member
SE Solar Limited	–
Senvion India Limited	–
Tanti Holdings Private Limited	–
Suruchi Holdings Private Limited	–
Sugati Holdings Private Limited	–



Mr. Rajiv Ranjan Jha (DIN: 03523954)

Brief resume - Mr. Rajiv Ranjan Jha, aged 48 years has been working with Power Finance Corporation Limited (PFC) since March 1997. He holds a Bachelor Degree in Science (Mechanical Engg.) from NIT Jamshedpur of Ranchi University and a Diploma in Management from IGNOU. Mr. Jha has overall 27 years of experience and is presently holding the position as General Manager (Projects), PFC and is handling the PFC's loan portfolio in Western Region including State Sector Coordination Work in the States of Gujarat, Goa and Madhya Pradesh. He has earlier handled the entire loan portfolio in Consortium Lending with PFC as lead FI. He has also handled the entire Renewable Energy loan portfolio of PFC. He has also worked on Project Appraisal (especially for Independent Private Power Projects) & Ultra Mega Power Projects in PFC. Before joining PFC, he has worked with Visakhapatnam Steel Plant from November 1988 to February 1997 and dealt with Operation and Maintenance of their coal based Captive Power Plant and also in Material Planning. Mr. Rajiv Ranjan Jha is a Director of the Company since April 28, 2011.

Shareholding and remuneration - Mr. Rajiv Ranjan Jha does not hold any shares in the Company. The details pertaining to number of Board meetings attended and remuneration paid during the financial year 2014-15 have been provided in the Corporate Governance Report forming part of this Annual Report.

Interse-relationship – Mr. Rajiv Ranjan Jha is not related to any of the Directors or Key Managerial Personnel of the Company.

Other Directorships – Mr. Rajiv Ranjan Jha does not hold any directorship or any committee position in any other company.

Mr. Venkataraman Subramanian (DIN: 00357727)

Brief resume - Mr. Venkataraman Subramanian, aged 66 years, holds a degree in B.Com, C.A.I.I.B and is a retired officer of the Indian Administrative Service. He joined the IAS, the premier service of the Government of India in 1971. Till his retirement in June, 2008 as the Secretary to the Government in the Ministry of New and Renewable Energy, he occupied various important positions in the Government of West Bengal and the Government of India. His rich experience both at the implementation level and policy making level cuts across various sectors like Finance, Aviation, Energy, Labour etc. Mr. V. Subramanian was instrumental in the creation of the External Commercial Borrowings Division in the Ministry of Finance in the eighties and structured many innovative financial deals for Indian Public Sector Enterprises. He was also the Adviser to the Government of Mozambique for three years (1990-1993). He was also the Secretary to the State Government in the Departments of Power and Labour. As Additional Secretary and Financial Adviser in the Ministry of Civil Aviation and Tourism (2000-2005) he was closely involved in policy formulation on Aviation and Tourism. He was on the Boards of Air India, Indian Airlines, Airports Authority of India, Helicopters Corporation of India, Indian Tourism Development Corporation and a host of other PSEs. He was also the Member-Secretary of the High level Committee to recommend a roadmap for the growth of aviation in India. Most of the recommendations are being acted upon now. As Secretary in the Ministry of New and Renewable Energy, he undertook path breaking initiatives that resulted in more than doubling the grid connected renewable power generation capacity in less than three years. He was also the Business Development Adviser to the Council for Scientific and Industrial Research, till recently. Presently, he is the Secretary General of the Indian Wind Energy Association. He is a founder – member of the Indian Renewable Energy Federation. He is a Director on the boards of leading Public and Private Sector Companies. He is also a freelance consultant and well known speaker on "Renewable Energy" in various international conferences. Mr. V. Subramanian is an Additional Director of the Company since September 25, 2014.

Shareholding and remuneration - Mr. V. Subramanian does not hold any shares in the Company. The details pertaining to number of Board meetings attended and remuneration paid during the financial year 2014-15 have been provided in the Corporate Governance Report forming part of this Annual Report.

Interse-relationship – Mr. V. Subramanian is not related to any of the Directors / Key Managerial Personnel of the Company.

Other Directorships - The details of other directorships and / or committee positions held by Mr. V. Subramanian are given as under:

Name of the Indian company in which Director	Name of Committee in which Chairman / Member
SE Electricals Limited	Audit Committee – Member
Suzlon Power Infrastructure limited	Audit Committee – Member
Sundaram–Clayton Limited	Audit Committee – Member Remuneration Committee – Member
PTC Energy Limited	Audit Committee – Member
Bhoruka Power Corporation Limited	–
Windforce Management Services Private Limited	–
Lanco Solar Energy Private Limited	Audit Committee – Chairman
Enfragy Solutions India Private Limited	–
GPS Renewables Private Limited	–

Mrs. Pratima Ram (DIN: 03518633)

Brief resume – Mrs. Pratima Ram, aged 64 years, holds a masters degree in Arts from University of Virginia, USA, and is an experienced banker with three decades in Corporate, International, Investment & Retail Banking. She has worked in India, USA and South Africa. Mrs. Pratima Ram held the position of Chief General Manager and Country Head of the United States Operations of State Bank of India and prior to this she was the CEO of the South African operations of the Bank based at Johannesburg. At SBI Capital Markets, she led the Corporate Advisory, M&A and Project Appraisal business. At SBI, she also headed the Diamond Financing business of the Bank. On leaving the public sector, she joined private sector in the infrastructure and Oil & Gas space as Group President Finance at Punj Lloyd Group having diversified operations in more than 15 countries. She later was CEO and Whole Time Director of India Infoline Finance Ltd, a Non Banking Finance company focused on lending to small businesses, Real Estate and Health Care sectors. She is currently an advisor to India Infoline Finance Ltd. She earlier held Board position in SBI California Ltd, USA and India Infoline Finance Ltd, Mumbai. In Bangalore, she is on the Committee of Bangalore Chambers of Industry and Commerce on Health Care. She is on the Executive Committee of Bangalore International Centre, an initiative of TERI, set up on the lines of India International Centre. When she was in USA, she was actively involved with the activities of US-India Business Council & Asia Society and was an elected member of the executive committee of the Institute of International Bankers, USA. Mrs. Pratima Ram is an Additional Director of the Company since March 27, 2015.

Shareholding and remuneration – Mrs. Pratima Ram does not hold any shares in the Company. The details pertaining to number of Board meetings attended and remuneration paid during the financial year 2014-15 have been provided in the Corporate Governance Report forming part of this Annual Report.

Interse-relationship – Mrs. Pratima Ram is not related to any of the Directors / Key Managerial Personnel of the Company.

Other Directorships - The details of other directorships and / or committee positions held by Mrs. Pratima Ram are given as under:

Name of the Indian company in which Director	Name of Committee in which Chairman / Member
SE Forge Limited	–
Havells India Limited	–
Nandan Denim Limited	Audit Committee – Member
Cura Healthcare Private Limited	Audit Committee – Member
Deccan Gold Mines Limited	Audit Committee – Member



SUZLON ENERGY LIMITED

[CIN: L40100GJ1995PLC025447]

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009;
Tel.: +91.79.6604 5000; Fax: +91.79.2656 5540; website: www.suzlon.com; email id: investors@suzlon.com

PROXY FORM (Form MGT.11)

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____
Registered Address : _____
Email ID : _____
Folio No. / Client ID : _____
DP ID : _____

I / We, being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name : _____ E-mail Id : _____
Address : _____

Signature : _____
or failing him
2. Name : _____ E-mail Id : _____
Address : _____

Signature : _____
or failing him
3. Name : _____ E-mail Id : _____
Address : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twentieth Annual General Meeting of the Company, to be held on Monday, September 28, 2015 at 11 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Ordinary / Special Resolution
1.	To adopt Financial Statements, etc. for the financial year 2014-15	Ordinary Resolution
2.	To reappoint Mr. Vinod R.Tanti as Director	Ordinary Resolution
3.	To reappoint Mr. Rajiv Ranjan Jha as Director	Ordinary Resolution
4.	To ratify the appointment of M/s. SNK & Co., Chartered Accountants and M/s. S.R.Batlboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for financial year 2015-16	Ordinary Resolution
5.	To appoint Mr. Venkataraman Subramanian as an Independent Director	Ordinary Resolution
6.	To regularise Mrs. Pratima Ram, a nominee of State Bank of India as Director	Ordinary Resolution
7.	To approve remuneration of the Cost Auditors	Ordinary Resolution
8.	To contribute to bona fide and charitable funds, etc. in excess of limits provided under Section 181 of the Companies Act, 2013.	Ordinary Resolution
9.	To issue Securities to the extent of Rs.5,000 Crores	Special Resolution
10.	To approve the appointment of Mr. Girish R.Tanti to a place of profit being the office of Chief Mentoring Officer of SE Forge Limited, a wholly owned subsidiary of the Company	Special Resolution
11.	To approve appointment of Mr. Pranav T.Tanti to a place of profit being the office of Chief Executive Officer of Sirocco Renewables Limited, a subsidiary of the Company	Special Resolution
12.	To approve variation in the terms of Special Employee Stock Option Plan 2014 for employees of the Company	Special Resolution
13.	To approve variation in the terms of Special Employee Stock Option Plan 2014 for employees of the Company's subsidiary company(ies)	Special Resolution
14.	To issue equity shares to the eligible employees of the Company under Employee Stock Option Plan 2015	Special Resolution
15.	To issue equity shares to the eligible employees of the Company's subsidiary company(ies) under Employee Stock Option Plan 2015	Special Resolution

Signed this _____ day of _____, 2015

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix Revenue
Stamp not less
than Rs. 0.15

Note: This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office, not less than 48 (Forty Eight) hours before the commencement of the Twentieth Annual General Meeting of the Company.



MAP OF VENUE OF THE TWENTIETH ANNUAL GENERAL MEETING OF SUZLON ENERGY LIMITED [CIN:L40100GJ1995PLC025447]

J.B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

