

Notice

NOTICE is hereby given that the Twenty Second Annual General Meeting of the shareholders of Suzlon Energy Limited will be held on Friday, September 22, 2017 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 2016-17

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31, 2017 including the audited Balance Sheet as at March 31, 2017 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 appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors and that of the Board of Directors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. SNK & Co., Chartered Accountants (Firm Registration No.109176W) and M/s. S.R.Batliloi & Co. LLP, Chartered Accountants (Firm Registration No.301003E/E300005) to hold office from the conclusion of the Twenty Second Annual General Meeting of the Company till the conclusion of the Twenty Seventh Annual General Meeting of the Company, i.e. for a period of 5 (Five) consecutive years commencing from the financial year 2017-18, subject to ratification of their appointment at every annual general meeting, if so required, at such remuneration plus service tax, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants."

SPECIAL BUSINESS:

5. To regularise Mr. Sunit Sarkar, a nominee of IDBI Bank Limited as Director

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

"RESOLVED THAT Mr. Sunit Sarkar (DIN: 02806212) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from November 11, 2016 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 his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of Office shall be liable to determination by retirement of directors by rotation."

6. 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, M/s. D.C.Dave & Co., Cost Accountants (Firm Registration No.000611), 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, 2018, be paid a remuneration of Rs.5,00,000/- (Rupees Five 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."

7. To reappoint Mr. Tulsi R.Tanti as the Managing Director of the Company and pay remuneration

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company at its meeting held on March 22, 2017 and the Board of Directors of the Company at its meeting held on March 23, 2017, Mr. Tulsi R.Tanti be and is hereby reappointed as the Managing Director of the Company with effect from April 1, 2017 for a further period of 5 (Five) years, i.e. up to March 31, 2022, on the following terms and conditions:

- 1) Base salary: A salary of Rs.5,00,00,000/- (Rupees Five Crores Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives:
 - Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
 - Long term incentive – Linked achievement of long-term strategic targets (three year period) with maximum eligibility up to 50% of the base salary (per year) (subject to cap on maximum pay-out in first two years would be 40% of base salary subject to final adjustment in third year).
- 3) Perquisites:
 - a) Medical benefits for self and family: All medical expenses incurred by the Managing Director and his family shall be reimbursed in accordance with the Suzlon Group Medclaim Policy,
 - b) Insurance: As per Suzlon Group Accident Policy,

- c) Reimbursement of expenses: The Company shall reimburse to the Managing Director all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.

Explanation: "family" shall mean the spouse, the dependent children and the dependent parents of the Managing Director.

- 4) Stock Options, if permitted in terms of the applicable regulations."

"RESOLVED FURTHER THAT in case of loss or inadequacy of profits, Mr. Tulsi R.Tanti, Managing Director, shall be paid remuneration not exceeding the limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, as amended, and in excess of the said limits subject to the approval of the Central Government, if required and as the case may be."

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Tulsi R.Tanti, Managing Director, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard."

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company."

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee / 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 issue Securities to the extent of Rs.2,000 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 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.2,000 Crores (Rupees Two 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, 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.2,000 Crores (Rupees Two 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:

- (a) 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
- (b) 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:

- (a) 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;
- (b) 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
- (c) 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."

9. To offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments in one or more tranches to an extent of Rs.900 Crores on private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) for the time being in force), to the extent applicable, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and further subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by Securities and Exchange Board of India ('SEBI'), including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the enabling provisions of the listing agreements with the stock exchanges where the equity shares of the Company are listed ('Stock Exchanges'), the Reserve Bank of India ('RBI') and the Memorandum of Association and the Articles of Association of the Company, and subject to such other approvals, permissions, consents, and sanctions as might be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority as may be required, and subject to such conditions and / or modifications as may be prescribed or imposed by such regulatory or statutory authority while granting such approvals, consents, permissions and sanctions, which may be agreed upon by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof), the consent of the shareholders of the Company be and is hereby accorded to the Board, to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and / or series, whether secured or unsecured redeemable non-convertible debentures and / or other non-equity linked instruments and / or any other debt securities, by whatever name called ('NCDs'), aggregating to an amount not exceeding Rs.900 Crores in one or more tranches, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, during the period permitted under the Companies Act, 2013 and other applicable laws, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue including the class of investors to whom the NCDs be issued, timing for the issue, the number of NCDs to be issued, tranches, issue price, tenure, interest rate, listing and such other matters incidental and ancillary thereto and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary, desirable and expedient and to sign and execute deeds, documents, undertakings, agreements, declarations, letters and such other papers as may be required in this regard and to resolve and settle all questions and difficulties that may arise from time to time without the need to seek approval of the shareholders again."

"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 NCDs which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation to issue of the NCDs, 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."

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : August 11, 2017

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

Regd. Office: "Suzlon", 5, Shramali 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 ensuing 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 Saturday, September 16, 2017 to Friday, September 22, 2017 (both days inclusive) for the purpose of the ensuing Annual General Meeting of the Company.
5. Profile of directors seeking appointment / re-appointment as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.
6. Corporate members intending to send their authorised representatives to attend the ensuing 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 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 ensuing Annual General Meeting so that the same can be suitably replied to.
8. Members / proxies / authorised representatives are requested to bring the duly filled attendance slip enclosed herewith to attend 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. 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 ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

11. Remote e-voting

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 15, 2017, 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 as on the Cut-off date should treat this Notice for information purposes 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 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 19, 2017 to 5.00 p.m. on September 21, 2017 (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 appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company

M/s. SNK & Co., Chartered Accountants (Firm Registration No.109176W) and M/s. S.R.Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.301003E/E300005) the Joint Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting of the Company and are liable for mandatory rotation in terms of the provisions of the Companies Act, 2013.

Accordingly, the Audit Committee of the Board of Directors of the Company has at its meeting held on February 10, 2017, recommended appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the ensuing Annual General Meeting. The Board of Directors recommends appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) in place 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 Seventh Annual General Meeting of the Company, i.e. for a period of 5 (Five) consecutive years commencing from the financial year 2017-18.

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 regularise Mr. Sunit Sarkar, a nominee of IDBI Bank Limited as Director

Mr. Sunit Sarkar (DIN: 02806212) was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from November 11, 2016. In terms of the provisions of Section 161 of the Companies Act, 2013, he 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 his candidature for the office of the Director of the Company.

The details of Mr. Sunit Sarkar as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board recommends the appointment of Mr. Sunit Sarkar 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.5 of the accompanying Notice.

Except for Mr. Sunit Sarkar, 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 approve remuneration of the Cost Auditors

The Board has, at the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. D.C.Dave & Co., Cost Accountants (Firm Registration No.000611), to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2018. In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, 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.6 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.7: To reappoint Mr. Tulsi R.Tanti as the Managing Director of the Company and pay remuneration

Mr. Tulsi R.Tanti has been reappointed as Managing Director of the Company with effect from April 1, 2017 for a period of 5 (Five) years, i.e. up to March 31, 2022.

As a matter of good governance and prudent practice, the following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

I. General Information:

(1) Nature of Industry:

The Company is engaged in the business of design, development, manufacturing and supply of Wind Turbine Generators of various rated capacities and providing turnkey solution for setting-up of and operating and maintaining of windfarm projects. The Company has also embarked further into the renewable energy sector by venturing into solar space.

(2) Date or expected date of commencement of commercial production:

The Company was incorporated on April 10, 1995 and the certificate for commencement of business was issued on April 25, 1995. The Company has been operational since last 22 years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

(4) Financial performance based on given indicators:

The following are the results of the Company for the last three years, at glance:

(Rupees in Crores)

Financial Parameters	Financial Year		
	2016-17	2015-16	2014-15
Turnover	9,229.21	5,913.03	2,261.49
Net Profit / (Loss) (as per Statement of P & L)	355.70	377.53	(6,032.34)
Amount of Equity Dividend	-	-	-
Rate of Equity Dividend	-	-	-

(5) Foreign investments or collaborations, if any:

As on March 31, 2017, the Company had Rs.61.32 Crore investments (after providing for diminution in value of investment) in its direct overseas subsidiaries.

The Company had no foreign collaborations as on March 31, 2017.

As on March 31, 2017, there were following types of foreign investors in the Company:

Type of Foreign Investor	Shareholding as on March 31, 2017	% to paid-up capital as on March 31, 2017
Foreign Portfolio Investors	58,55,90,183	11.65
Non-Resident Indians	6,07,33,580	1.21
Non-Resident Indians Non Repatriable	1,24,07,776	0.25
Foreign Corporate Bodies	1,83,992	0.00
Foreign Nationals	72,500	0.00
Total	65,89,88,031	13.11

II. Information about the appointee:

(1) Background details, recognition / awards:

Mr. Tulsi R.Tanti is the Founder, Chairman and Managing Director of Suzlon Group, an Indian MNC and global leader in renewable energy. A visionary and a world renowned expert on renewable energy, he is passionate about championing the cause of affordable and sustainable energy to tackle the paradigm of economic growth and climate change. He is credited with the establishment of the renewable market in India and has been conferred with numerous awards including 'Champion of the Earth' by the UN and 'Hero of the Environment' by TIME magazine. Mr. Tulsi R.Tanti holds a Bachelor degree in Commerce and a Diploma in Mechanical Engineering.

(2) Past remuneration:

The previous term of Mr. Tulsi R.Tanti as a Managing Director was for the period of 3 (three) years from April 1, 2014 till March 31, 2017. In terms of the approval granted by the shareholders, Mr. Tulsi R.Tanti was entitled to a remuneration of Rs.3,00,00,000/- p.a. however due to losses, the said remuneration was restricted to Rs.1,70,50,000/- p.a. as approved by Central Government for the

financial year 2014-15. Thereafter, since the Company had adequate profits, Mr. Tulsi R.Tanti has been paid a remuneration of Rs.3,00,00,000/- p.a. for the financial year 2015-16 and 2016-17 as was originally approved by the shareholders. Apart from the remuneration in form of salary, Mr. Tulsi R.Tanti has not been paid any other remuneration except other privileges as are generally available to other employees of the Company.

(3) Job profile and his suitability:

Mr. Tulsi R.Tanti as a Managing Director assists and renders strategic guidance in project planning and execution thereof. With the educational background and rich experience held by Mr. Tulsi R.Tanti, the Company has been tremendously benefited as also would continue to get the advantage of knowledge and experience of Mr. Tulsi R.Tanti for the years to come.

(4) Remuneration proposed:

The details of remuneration proposed to be paid to Mr. Tulsi R.Tanti have been disclosed in the resolution.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into account the contribution being made by Mr. Tulsi R.Tanti in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the financial position of the Company, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.

(6) Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel, if any:

Mr. Tulsi R.Tanti is a Promoter Director and holds 39,05,000 Equity Shares of the Company in his individual capacity as on the date of this Notice. He also holds Equity Shares of the Company in the capacity as karta of HUF and jointly with Mr. Vinod R.Tanti and Mr. Jitendra R.Tanti.

Mr. Tulsi R.Tanti does not have any pecuniary relationship, directly or indirectly with the Company. Mr. Tulsi R.Tanti is related to Mr. Vinod R.Tanti, the Wholtime Director & Chief Operating Officer and Mr. Girish R.Tanti, the Non- Executive Director of the Company and except for that Mr. Tulsi R.Tanti does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

III. Other Information:

(1) Reasons for loss / inadequate profits, if any:

The Company has since inception shown a gradual and consistent increase in revenue and profits till financial year 2007-08. The profitability declined in the financial year 2008-09 and thereafter since the financial year 2009-10 till financial year 2014-15, the Company incurred losses mainly due to decrease in sales volume due to prevailing uncertain economic environment and liquidity shortage due to delay in timely realisation of certain receivables from the customers, increase in cost due to change in market mix and adverse business conditions, foreign exchange loss, lower absorption of fixed overheads, higher finance charges and provision for diminution in investments in subsidiaries. The global wind industry was facing challenges due to ensuing credit crisis resulting in lack of availability of finances for new projects. There was a slowdown resulting in reduced order execution, increase in working capital, liquidity constraints and overcapacity across the sector. This challenging environment resulted in a significant reduction in new orders for the Company thereby impacting its profitability for past few years.

However, during the financial year 2015-16 and 2016-17, the Company focused on profitability by ramping up volumes and exercising better control over fixed cost. The Company has significantly reduced its net working capital, optimized the debt maturity profile and maintained strong liquidity position throughout the year which resulted in turnaround of the Company.

(2) Steps taken / proposed to be taken for improvement:

Over the past few years especially during the years of losses, the Company has taken various initiatives as under to de-lever its balance sheet and solidify a long-term sustainable capital structure which resulted in turnaround of the Company:

- The Company has been taking various steps to reduce costs and improve efficiencies to make its operations more profitable.
- In December 2012, the Company along with its selected subsidiaries had made a reference to the Corporate Debt Restructuring ("CDR") Cell for restructuring the Company's debts through CDR Mechanism.
- In July 2014, the Company had restructured its FCCBs in such manner that 100% of the USD 200,000,000 zero coupon convertible bonds due October 2012, USD 20,796,000 7.5% convertible bonds due October 2012 and USD 90,000,000 zero coupon convertible bonds due July 2014 and approximately 83% of the USD 175,000,000 5% convertible bonds due April 2016 were substituted with USD 546,916,000 step up convertible bonds due 2019; while approximately USD 28.8 million of the USD 175,000,000 5% convertible bonds due April 2016 were remaining outstanding which were subsequently repaid in full in April 2016.
- In January 2015, a binding agreement was signed with Centerbridge Partners LP, USA for sale of 100% stake of Senvion SE, a step down wholly owned subsidiary of the Company. The sale transaction got concluded in April 2015 which enabled the Company to raise approximately Rs.7,000 Crores in cash, a substantial portion of which was used for debt reduction.
- In May 2015, Dilip Shanghvi Family & Associates came in as financial investors and invested in equity worth Rs.1,800 Crore;
- The Company decided to embark further into the renewable sector by venturing into the solar space and has won bids for 515 MW solar power projects across four states, namely, Telangana, Maharashtra, Rajasthan and Jharkhand out of which power purchase agreements for 340 MW have been signed.

(3) Expected increase in productivity and profits in measurable terms:

In FY17, India market witnessed its highest ever commissioning for wind energy at 5.5 GW and is at a cusp of a huge volume growth. While the market presents a huge volume opportunity, it requires a much greater focus on technology, cost efficiency, customer relations and a firm business strategy in place. Market dynamic is changing fast and presenting with newer opportunities, requiring organisations to be swift enough to respond and tap them. While Suzlon's concept to commissioning business model, presence across the value chain, Pan-India operations and in-house R&D capabilities places it well to tap the market, there is a greater need for the organisation today to be agile and quick enough to respond to the changing market dynamics. While India will continue to remain the mainstay market, Suzlon also plans to diversify geographically in a focussed manner to international markets. Having forayed recently in solar, the Company is also gearing up for the wind solar hybrid market which it believes will lead the next phase of growth.

A copy of the draft agreement to be entered into between the Company and Mr. Tulsi R.Tanti, Managing Director is available 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 ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

The details of Mr. Tulsi R.Tanti as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Special Resolution as set out at Agenda Item No.7 of the accompanying Notice.

Mr. Tulsi R.Tanti himself, Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer and Mr. Girish 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 or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.8: To issue Securities to the extent of Rs.2,000 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.2,000 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.2,000 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 Twentieth Annual General Meeting of the Company. Since the market conditions have changed since the last approval as also to meet to 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.2,000 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; Chapter VIII of the SEBI ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.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 offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments in one or more tranches to an extent of Rs.900 Crores on private placement basis

The Company has availed financial assistance from Power Finance Corporation (PFC) and the current outstanding is about Rs.900 Crores together with outstanding interest. The Company is contemplating refinancing the said loan through issue of redeemable non-convertible debentures and / or non-equity linked instruments and / or any other debt securities, by whatever name called ("NCDs"), to one or more fund houses / any other eligible investors, and which shall be secured by deferred payment guarantee of PFC itself. Thus, on such refinancing the fund based facility of PFC would get converted into non-fund based facility, thereby reducing the interest obligations of the Company. The effective saving would depend upon the rate at which the Company could raise the NCDs and which is purely market driven. Such issuance of the NCDs would not in any way increase the indebtedness of the Company.

In terms of provisions of Sections 23, 42 and 71 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the shareholders of the company by way of a special resolution. It shall, however, be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year. It is therefore proposed to obtain approval of shareholders under Sections 23, 42, 71 and other applicable provisions if any, of the Companies Act, 2013 and Rules made thereunder, to enable the Company to make private placement of its NCDs in one or more tranches within such limits as set out in the resolution. Further, the shareholders have passed an ordinary resolution under Section 180(1)(c) of the Companies Act, 2013 on March 27, 2014 by way of postal ballot approving a borrowing limit of Rs.20,000 Crores beyond the paid up capital and free reserves of the Company.

Keeping in view the above, the consent of the shareholders is being sought for passing the Special Resolution as set out at Agenda Item No.9 of the accompanying Notice. This resolution authorises the Board of Directors / Securities Issue Committee to offer or invite subscription for redeemable non-convertible debentures and / or such other non-equity linked instruments and / or any other debt securities as may be required by the Company, from time to time and set out therein, for a period of 1 (one) year from the date of passing this resolution.

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.

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : August 11, 2017

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

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

ANNEXURE I TO THE NOTICE

Profile of Directors seeking appointment / re-appointment at the Twenty Second Annual General Meeting as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Mr. Vinod R.Tanti (DIN: 00002266)

Brief resume – Mr. Vinod R.Tanti holds a Degree in Civil Engineering and has been associated with Suzlon right from its inception. In his 29 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.

The details of Mr. Vinod R.Tanti are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Vinod R.Tanti (DIN: 00002266)
2.	Age	55 years
3.	Qualifications	B.E. (Civil)
4.	Experience	29 years' experience in various fields including manufacturing and supply chain
5.	Details of remuneration to be paid, if any	The details have been provided in the Corporate Governance Report.
6.	Date of first appointment to the Board	Mr. Vinod R.Tanti was a Director / Executive Director of the Company since April 10, 1995 till July 1, 2005. He was appointed as an executive director w.e.f. November 1, 2010 till June 1, 2012 and thereafter continued as a non-executive director of the Company. He was appointed as the Wholetime Director & Chief Operating Officer w.e.f. October 1, 2016.
7.	Shareholding in the Company	1,13,67,000 equity shares aggregating to 0.21% of the paid-up capital of the Company as on date of this Notice. He also holds shares in the capacity as karta of HUF and jointly with others.
8.	Relationship with other Directors / KMPs	Mr. Vinod R.Tanti is brother of Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Girish R.Tanti, the non-executive director
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report.
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	1) Suzlon Energy Limited	Stakeholders Relationship Committee - Member Securities Issue Committee - Member ESOP Committee - Member Risk Management Committee - Member
	2) Suzlon Power Infrastructure Limited	Audit Committee - Chairman Nomination & Remuneration Committee - Member
	3) Suzlon Global Services Limited (formerly Suzlon Structures Limited)	Audit Committee - Member Nomination & Remuneration Committee - Member CSR Committee - Chairman
	4) Suzlon Generators Limited	Audit Committee - Chairman Nomination & Remuneration Committee - Member
	5) SE Forge Limited	Audit Committee - Member Nomination & Remuneration Committee - Member
	6) Synew Steel Private Limited	Nil
	7) Tanti Holdings Private Limited	Nil
	8) Sugati Holdings Private Limited	CSR Committee - Member

Mr. Rajiv Ranjan Jha (DIN: 03523954)

Brief resume - Mr. Rajiv Ranjan Jha, aged 51 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 29 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.

The details of Mr. Rajiv Ranjan Jha are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Rajiv Ranjan Jha (DIN: 03523954)
2.	Age	51 years
3.	Qualifications	Bachelor Degree in Science (Mechanical Engg.) from NIT Jamshedpur of Ranchi University and a Diploma in Management from IGNOU
4.	Experience	29 years' experience in the areas of finance and power sector
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report.
6.	Date of first appointment to the Board	April 28, 2011
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	None
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report.
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	1) Suzlon Energy Limited	Nil
	2) R.K.M. Powergen Private Limited	Nil

Mr. Sunit Sarkar (DIN: 02806212)

Brief resume – Mr. Sunit Sarkar, a B.Tech. (Hons.) in Mechanical Engineering from IIT, Kharagpur, ICWA, CAIIB and PGDBM, and who is currently the Chief General Manager, Credit Monitoring Group, IDBI Bank, joined IDBI Bank as Direct Recruit Grade 'B' Officer in 1993 and has experience in project finance, recovery, corporate finance, project appraisal, syndication, etc. at different positions. Prior to joining IDBI Bank, he has work experience in Multinational companies in the field of gas, welding, etc.

The details of Mr. Sunit Sarkar are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Sunit Sarkar (DIN: 02806212)
2.	Age	51 years
3.	Qualifications	B.Tech. (Hons.) in Mechanical Engineering from IIT, Kharagpur, ICWA, CAIIB and PGDBM
4.	Experience	28 years' experience in the areas of project finance, recovery, corporate finance, project appraisal, syndication, etc. at different positions
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report.
6.	Date of first appointment to the Board	November 11, 2016 (additional director)
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	None
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	Suzlon Energy Limited	Nil

Mr. Tulsi R.Tanti (DIN: 00002283)

Brief resume – Mr. Tulsi R.Tanti is the Founder, Chairman and Managing Director of Suzlon Group, an Indian MNC and global leader in renewable energy. A visionary and a world renowned expert on renewable energy, he is passionate about championing the cause of affordable and sustainable energy to tackle the paradigm of economic growth and climate change. He is credited with the establishment of the renewable market in India and has been conferred with numerous awards including 'Champion of the Earth' by the UN and 'Hero of the Environment' by TIME magazine. Mr. Tulsi R.Tanti holds a Bachelor degree in Commerce and a Diploma in Mechanical Engineering.

The details of Mr. Tulsi R.Tanti are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Tulsi R.Tanti (DIN: 00002283)
2.	Age	59 years
3.	Qualifications	Bachelor degree in Commerce & Diploma in Mechanical Engineering
4.	Experience	More than 25 years experience in the field of renewable energy sector
5.	Details of remuneration to be paid, if any	The details of remuneration drawn have been provided in the Corporate Governance Report
6.	Date of first appointment to the Board	April 10, 1995
7.	Shareholding in the Company	39,05,000 equity shares aggregating to 0.07% of the paid-up capital of the Company as on date of this Notice. He also holds shares in the capacity as karta of HUF and jointly with others.
8.	Relationship with other Directors / KMPs	Mr. Tulsi R.Tanti is brother of Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer and Mr. Girish R.Tanti, the non-executive director
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	1) Suzlon Energy Limited	Stakeholders Relationship Committee – Member CSR Committee - Chairman Securities Issue Committee – Chairman ESOP Committee – Chairman Risk Management Committee – Chairman
	2) Sugati Holdings Private Limited	CSR 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:

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

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

Signature : _____
or failing him
- 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 Twenty Second Annual General Meeting of the Company, to be held on Friday, September 22, 2017 at 11.00 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 2016-17	Ordinary Resolution
2.	To re-appoint Mr. Vinod R.Tanti as Director	Ordinary Resolution
3.	To re-appoint Mr. Rajiv Ranjan Jha as Director	Ordinary Resolution
4.	To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company	Ordinary Resolution
5.	To regularise Mr. Sunit Sarkar, a nominee of IDBI Bank Limited as Director	Ordinary Resolution
6.	To approve remuneration of the Cost Auditors	Ordinary Resolution
7.	To reappoint Mr. Tulsi R.Tanti as the Managing Director of the Company and pay remuneration	Special Resolution
8.	To issue Securities to the extent of Rs.2,000 Crores	Special Resolution
9.	To offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments in one or more tranches to an extent of Rs.900 Crores on private placement basis	Special Resolution

Signed this _____ day of _____ 2017

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix Revenue
Stamp

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 Twenty Second Annual General Meeting of the Company.

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

J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015

