

## Notice

NOTICE is hereby given that the Twenty First Annual General Meeting of the shareholders of Suzlon Energy Limited will be held on Friday, September 30, 2016 at 11.00 a.m. at Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad-380009 to transact the following businesses:

### ORDINARY BUSINESS:

**1. To adopt Financial Statements, etc. for the financial year 2015-16**

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31, 2016 including the audited Balance Sheet as at March 31, 2016 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. Girish R.Tanti as Director**

To appoint a director in place of Mr. Girish R.Tanti (DIN: 00002603), who retires by rotation and being eligible offers himself for re-appointment.

**3. To re-appoint Mr. Tulsi R.Tanti as Director**

To appoint a director in place of Mr. Tulsi R.Tanti (DIN: 00002283), 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 2016-17**

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 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/E300005) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Second 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. Per Hornung Pedersen 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 and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Per Hornung Pedersen (DIN: 07280323), who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 28, 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 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 28, 2015 to September 27, 2020, whose period of Office shall not be liable to determination by retirement of directors by rotation."

**6. To appoint Mrs. Vijaya Sampath 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 and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Vijaya Sampath (DIN: 00641110), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 12, 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 who has submitted a declaration that she 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 her 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 August 12, 2016 to August 11, 2021, 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, 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, 2017, 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."

**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 adopt a new set of regulations of the Articles of Association

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

"RESOLVED THAT in terms of proviso to Section 149(1) of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby accorded for increasing the maximum number of directors the Company can appoint from 12 (Twelve) to 16 (Sixteen)."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 5, 14(1), 15 read with Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals and permissions, if any and to the extent required, the existing set of regulations of the Articles of Association of the Company be and are hereby amended by substituting the same with the new set of regulations of the Articles of Association except for Article 134 which be retained as it is and be renumbered as Article 90, and that the said new set of regulations of the Articles of Association be and are hereby approved and adopted as the new set of regulations of the Articles of Association of the Company."

#### 10. To appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer 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 and the Board of Directors of the Company at their respective meetings held on August 12, 2016, the consent of the Company be and is hereby accorded to the appointment of Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2016 for a period of 3 (Three) years, i.e. up to September 30, 2019 on the following terms and conditions:

- 1) Base salary: A salary of Rs.3,20,00,000/- (Rupees Three Crores Twenty Lacs 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 with achievement of long-term strategic targets (3 year period) with maximum eligibility up to 50% of the base salary (subject to cap on maximum pay-out in first 2 years would be 40% of base salary subject to final adjustment in 3<sup>rd</sup> year).
- for an aggregate amount not exceeding Rs.6,40,00,000/- (Rupees Six Crores Forty Lacs Only) per annum.

- 3) Perquisites:
  - a) Medical benefits for self and family: All medical expenses incurred by the Wholetime Director & Chief Operating Officer 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 Wholetime Director & Chief Operating Officer 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 Wholetime Director & Chief Operating Officer."

"RESOLVED FURTHER THAT in case of loss or inadequacy of profits, Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer, shall be paid remuneration in terms of the limits prescribed under Part II Section II of 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. Vinod R.Tanti, Wholetime Director & Chief Operating Officer, 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."

By order of the Board of Directors of Suzlon Energy Limited

Place : Mumbai  
Date : August 12, 2016

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 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 24, 2016 to Friday, September 30, 2016 (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(3) 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 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 124 of the Companies Act, 2013 (corresponding to Section 205A read with Section 205C of the Companies Act, 1956), 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 final dividend for the financial year 2007-08 aggregating to Rs 0.10 Crore to the IEPF set up by the Government of India.
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 ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.
12. **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, Practising 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 23, 2016, 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 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](mailto:ravi@ravics.com) with a copy to [evoting@karvy.com](mailto: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 27, 2016 to 5.00 p.m. on September 29, 2016 (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](mailto: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](http://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 2016-17**

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) 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 Second 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. Per Hornung Pedersen as an Independent Director**

Mr. Per Hornung Pedersen (DIN: 07280323) 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 28, 2015 to hold office up to the ensuing Annual General Meeting of the Company and then till September 27, 2020 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. Per Hornung Pedersen as an Independent Director of the Company to hold office for a term of 5 (Five) years with effect from September 28, 2015 till September 27, 2020, in terms of Section 149 of the Companies Act, 2013 read with the Rules made thereunder who shall not be liable to retire by rotation. Mr. Per Hornung Pedersen 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 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Per Hornung Pedersen 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. Per Hornung Pedersen, the Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Per Hornung Pedersen 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. Per Hornung Pedersen 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 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). Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

The details of Mr. Per Hornung Pedersen as required to be given in terms of Regulation 36(3) 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 Ordinary Resolution as set out at Agenda Item No.5 of the accompanying Notice.

Except for Mr. Per Hornung Pedersen, 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 appoint Mrs. Vijaya Sampath as an Independent Director**

In terms of the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Vijaya Sampath (DIN: 00641110) has been appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company in terms of Section 149 of the Companies Act, 2013 read with the Rules made thereunder for a term of 5 (Five) years with effect from August 12, 2016 to hold office up to the ensuing Annual General Meeting of the Company and then till August 11, 2021 subject to regularisation of such appointment by the shareholders of the Company, and whose term of office shall not be liable to retire by rotation. Mrs. Vijaya Sampath has given a declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Vijaya Sampath 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 Mrs. Vijaya Sampath, the Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mrs. Vijaya Sampath 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 Mrs. Vijaya Sampath 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 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). Such document(s) shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

The details of Mrs. Vijaya Sampath as required to be given in terms of Regulation 36(3) 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 Ordinary Resolution as set out at Agenda Item No.6 of the accompanying Notice.

Except for Mrs. Vijaya Sampath, 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, 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, 2017. 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.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 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 held on September 28, 2015. 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/CDR 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 adopt a new set of regulations of the Articles of Association**

In terms of the shareholders' agreement dated February 13, 2015 entered into between the Company, the Promoters of the Company and Investor Group being Dilip Shanghvi Family & Associates, it would be necessary to amend the existing set of regulations of the Articles of Association of the Company to bring them in conformity with the shareholders' agreement.

Further, in terms of proviso to Section 149(1) of the Companies Act, 2013, a company may appoint more than 15 (Fifteen) directors after passing a special resolution. It is also proposed to increase the maximum number of directors a company can appoint from 12 (Twelve) to 16 (Sixteen).

In terms of the provisions of Section 14 of the Companies Act, 2013 read with Rules made thereunder, a company may, by special resolution, alter its Articles of Association or adopt a new set of regulations of the Articles of Association after obtaining the approval of the shareholders.

In light of the above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.9 of the accompanying Notice.

A copy of the proposed revised Articles of Association of the Company is available for inspection at the Company's Registered Office and Corporate Office up to the date of the ensuing Annual General Meeting. Such document(s) shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, the Directors of the Company may be deemed to be concerned or interested in this resolution to the extent of their rights and obligations under the aforementioned shareholders' agreement, if any. 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.10: To appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company and pay remuneration**

It is proposed to appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2016 for a period of 3 (Three) years, i.e. up to September 30, 2019.

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 21 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		
	2015-16	2014-15	2013-14
Turnover	5,930.64	2,261.49	3,036.36
Net Profit / (Loss) (as per Statement of P & L)	46.75	(6,032.34)	(924.47)
Amount of Equity Dividend	-	-	-
Rate of Equity Dividend	-	-	-

##### **(5) Foreign investments or collaborators, if any:**

As on March 31, 2016, the Company had Nil investments (after providing for diminution in value of investment) in its direct overseas subsidiaries.

The Company had no foreign collaborations as on March 31, 2016.

As on March 31, 2016, there were following types of foreign investors in the Company:

Type of Foreign Investor	Shareholding as on March 31, 2016	% to paid-up capital as on March 31, 2016
Foreign Portfolio Investors	64,29,33,183	12.81
Non-Resident Indians	5,72,11,707	1.14
Foreign Corporate Bodies	64,15,076	0.13
Foreign Nationals	74,000	0.00
<b>Total</b>	<b>70,66,33,966</b>	<b>14.07</b>

## II. Information about the appointee:

### (1) Background details, recognition / awards:

Mr. Vinod R.Tanti, aged 54 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 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 continues as a non-executive director of the Company.

### (2) Past remuneration:

Mr. Vinod R.Tanti has not been drawing any remuneration from the Company except sitting fees for attending the meetings of the Board and / or committee thereof. Mr. Vinod R.Tanti has been drawing remuneration of Rs.2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) per annum from Suzlon Wind International Limited, a wholly owned subsidiary of the Company, with effect from April 1, 2014 in his capacity as Chief Operating officer of the said Suzlon Wind International Limited.

### (3) Job profile and his suitability:

Mr. Vinod R.Tanti in his capacity as Director of the Company contributes his experience to the entire wind value chain segments as well as process centricity and innovation. With the educational background and rich experience held by Mr. Vinod R.Tanti, the Company would be tremendously benefited if he is appointed as a Wholetime Director & Chief Operating Officer of the Company.

### (4) Remuneration proposed:

The remuneration proposed to be paid to Mr. Vinod R.Tanti as approved by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 12, 2016, is as under:

- i) Base salary: A salary of Rs.3,20,00,000/- (Rupees Three Crores Twenty Lacs Only) per annum plus incentives as mentioned below.
- ii) Incentives:

- Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
- Long term incentive – Linked with achievement of long-term strategic targets (3 year period) with maximum eligibility up to 50% of the base salary (subject to cap on maximum pay-out in first 2 years would be 40% of base salary subject to final adjustment in 3<sup>rd</sup> year).

for an aggregate amount not exceeding Rs.6,40,00,000/- (Rupees Six Crores Forty Lacs Only) per annum.

It is hereby clarified that except for the salary and incentives, as above, Mr. Vinod R.Tanti, would not be entitled to any other incentives except those as are available to all the employees of the Company.

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

The prevalent levels of remuneration in power industry are higher. Taking into account the proposed roles and responsibilities of Mr. Vinod R.Tanti in the affairs of the Company, his academic background, rich experience, the key role he played in overcoming the financial crisis, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.

Apart from the remuneration being in lines with industry standards, the said remuneration is also in lines with the remuneration being paid to other senior employees of the Company.

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

Mr. Vinod R.Tanti is a Promoter Director and holds 1,13,67,000 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. Tulsi R.Tanti and Mr. Jitendra R.Tanti.

Mr. Vinod R.Tanti does not have any pecuniary relationship, directly or indirectly with the Company. Mr. Vinod R.Tanti is related to Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Girish R.Tanti, the Non- Executive Director of the Company and except for that Mr. Vinod R.Tanti does not have any other relationship with any 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, 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. After considering the proposal, the final restructuring package was approved by CDR Empowered Group ("CDR EG") on December 31, 2012 and communicated to the Company vide Letter of Approval dated January 23, 2013. The CDR Proposal included a two years' moratorium on principal and term-debt interest payments; an approximately three per cent reduction in interest rates; six



months' moratorium on working capital interest; conversion of approximately Rs.1,500 Crores (two years' interest payment during moratorium) into equity / equity linked instruments to bring stronger financial stability and a ten-year door-to-door back-ended repayment plan. The CDR Proposal also included an enhancement of working capital facilities, allowing the Company to accelerate the execution of its strong order book.

- 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 in 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:**

CY15 witnessed the highest investment in renewables globally at US\$ 329 Bn, registering a growth of 4% Y-o-Y with Asia Pacific region leading the pack. During the year, wind and solar added 64 GW and 57 GW respectively. Various international agencies highlight climate change, energy security, better accessibility to energy and increasing cost competitiveness of renewables to be the key growth drivers for the global wind industry. The recent extension of PTC for a period of five years, is likely to translate into a 4% CAGR over 2015-2020 (as per MAKE) for the USA wind market. In addition to this, India's wind market is expected to grow at over 14% CAGR over FY15-22. This growth will be driven by Government of India's target to achieve an installed capacity of 175 GW for renewables over the next six years – 60 GW wind and 100 GW solar.

Suzlon's concept to commissioning business model coupled with its presence across the value chain and Pan-India, positions it well to capitalise on this huge growth opportunity. Suzlon has been the market leader in India with ~36% of the cumulative installations being run on Suzlon turbines today. The Company has managed to maintain its lead over its peers due to its ability to continuously innovate and roll out technologically improved turbines. The latest offering of 120 hybrid tower and 111m rotor dia enables the company to unlock growth potential in newer markets. With focus on technology and a clear road map for launching newer products insulates the Company from both competitive pressure and changing policy landscape. Suzlon is well equipped, both in terms of manufacturing capacity and on-the-ground team to cater to demand in India and overseas. Incrementally the Company's recent diversification into solar will add to the bottomline without any major capex and opex. This entry into solar, has truly transformed Suzlon into a Renewable Energy Player from a Wind Turbine manufacturer.

A copy of the draft agreement to be entered into between the Company and Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer 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. Vinod R.Tanti as required to be given in terms of Regulation 36(3) 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.10 of the accompanying Notice.

Mr. Vinod R.Tanti himself, Mr. Tulsi R.Tanti, the Chairman & Managing Director 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.

By order of the Board of Directors of Suzlon Energy Limited

Place : Mumbai  
Date : August 12, 2016

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

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

#### ANNEXURE 1 TO THE NOTICE

**Profile of Directors seeking appointment / re-appointment at the Twenty First Annual General Meeting as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:**

**Mr. Girish R.Tanti (DIN: 00002603)**

**Brief resume** - Mr. Girish R.Tanti is one of the founding members of Suzlon Energy Limited. An electronics engineer with a management graduation from the Business School at The Cardiff University UK, he brings to Suzlon a unique blend of understanding the dynamics of technology and strong business acumen. He has played many roles in helping create the global corporation that Suzlon is today. Over the years he has led International Business Development, Human Resources, Information Technology, Communications and CSR – all critical functions in making Suzlon the only wind energy player from a developing nation to rank among the top five worldwide. In his current role, as Director-on-board, he provides strategic direction and oversight towards the long-term objectives of the group. Through the years, Mr. Girish R.Tanti has not only believed in, but completely devoted himself to champion the vision of harnessing the power of wind to power a greener, more sustainable tomorrow for generations to come.

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

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Girish R.Tanti (DIN: 00002603)
2.	Age	46 years
3.	Qualifications	Electronics engineer with a degree in management from the Cardiff University UK
4.	Experience	Over 20 years experience in International Business Development, Human Resources, Information Technology, Corporate Communications and CSR
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	December 4, 1995
7.	Shareholding in the Company	100,019,000 equity shares aggregating to 1.99% of the paid-up capital of the Company as on date of this Notice
8.	Relationship with other Directors / KMPs	Mr. Girish R.Tanti is brother of Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Vinod 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	Nomination and Remuneration Committee – Member CSR Committee – Member
	2) Tanti Holdings Private Limited	None
	3) Sugati Holdings Private Limited	CSR Committee – Chairman
	4) Samanvaya Holdings Private Limited	None

#### 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 wind 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	58 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 0.08% 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 and Mr. Girish R.Tanti, the non-executive directors
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.	Other 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

**Mr. Per Hornung Pedersen (DIN: 07280323)**

**Brief resume** - Mr. Per Hornung Pedersen, aged 62 years, holds a degree in B.Sc. (Finance and Accounting), Diploma in Audit and Tax as well as an MBA. After starting his career at Arthur Andersen, Mr. Pedersen spent 25 years in various Managerial and Executive positions, primarily in listed companies in the construction, packaging and telecom Industry. In 2000, he joined the wind industry as CFO in NEG Micon / Vestas, moved to the Indian wind power company Suzlon in 2004, responsible for international operation. During the 4 years spent at Suzlon, he took the company from a strong player in India to number 6 globally in the industry. After Suzlon took over REpower in 2007, he was appointed CEO of REpower and in his role doubled turnover to 1.2 billion Euro and qua doubled EBIT to around 100 million Euro. Mr. Pedersen left REpower in the spring of 2011 and since then he is, and has been active in a number of Supervisory Boards as well as acting as Industry Advisor to a number of private equity funds, benefitting from his 12 years of executive experience in the global wind business. Through this work with large as well as smaller transactions, he has gained substantial experience and insight into M&A and Private Equity. Mr. Pedersen also served as interim CEO at Pelamis Wave Power from October 2011 to June 2013 and continued as advisor to the Board until December 2014. Since June 2012, Mr. Pedersen is a member of the Supervisory Board of SeaTower AS, Oslo, since October 2015 member of the Supervisory Board of PNE Wind AG, Cuxhaven where he also served as interim CEO until June 2016 and since July 2016 Chairman of the Board of SE Blue Renweables, Copenhagen. In addition to being a Senior Advisor to MCF Corporate Finance, Hamburg, he is Senior Advisor to Atrium Partners, Copenhagen and Senior Advisor to Apricum CleanTech Advisory, Berlin. In addition to his long experience in Business Strategy and Business Development within the wind industry and renewable sector, Mr. Pedersen has many years of international experience, managing diversity of cultures, growth and change.

The details of Mr. Per Hornung Pedersen are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Per Hornung Pedersen (DIN: 07280323)
2.	Age	62 years
3.	Qualifications	Degree in B.Sc. (Finance and Accounting), Diploma in Audit and Tax and MBA
4.	Experience	More than 40 years' experience in various managerial and executive positions primarily in listed companies in construction, packaging, wind and telecom Industry
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	September 28, 2015 (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	Considering the experience of Mr. Per Hornung Pedersen especially in the wind industry and renewable sector, it is felt that the Company would be benefitted by his rich experience
11.	Other Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	1) Suzlon Energy Limited	Audit Committee – Member Nomination and Remuneration Committee – Member

**Mrs. Vijaya Sampath (DIN: 00641110)**

**Brief resume** – Mrs. Vijaya Sampath, currently a Senior Partner in the corporate practice of Lakshmikumaran and Sridharan, Attorneys with over 35 years of experience advises clients on M&A, joint ventures, FDI, private equity, financing and commercial agreements. She is an independent director on the Board of six companies, two publicly listed and four unlisted subsidiaries of a large and diverse conglomerate. In addition, she is also the Ombudsperson for the Bharti group with responsibility for implementing the code of conduct and associated with Nyaya Bharti, a CSR initiative for providing legal aid to the economically and socially disadvantaged under trials. Earlier, she was the global Group General Counsel and Company Secretary for the telecom conglomerate Bharti Airtel group and a corporate law partner in J Sagar Associates, Delhi. She has successfully led a large in-house legal team in complex joint ventures, cross border acquisitions, private equity funding involving foreign direct investments. Her experience includes large outsourcing and commercial contracts, transfer of technology and service agreements, intellectual property arrangements, governance and compliance programs as well as investigations of bribery and fraud under US and Indian laws. She has also dealt with Indian and overseas regulators in telecom, capital markets and anti-trust. She is the chairperson of the corporate law committee in FICCI and is an invited speaker at workshops and conferences on various aspects of corporate law and practice.

The details of Mrs. Vijaya Sampath are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mrs. Vijaya Sampath (DIN: 00641110)
2.	Age	63 years
3.	Qualifications	<ul style="list-style-type: none"> <li>· Bachelor's degree in English Literature from Madras University</li> <li>· Law Degree (Rank Holder) from Mysore University</li> <li>· Fellow of Institute of Company Secretaries of India</li> <li>· Attended Advanced Management Programme at Harvard Business School and the Strategic Alliances Programme at Wharton, USA.</li> </ul>
4.	Experience	Over 35 years of experience in the areas of M&A, joint ventures, FDI, private equity, financing and commercial agreements.
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.
6.	Date of first appointment to the Board	August 12, 2016 (additional director)
7.	Shareholding in the Company	10,000 equity shares jointly with spouse aggregating to 0.00% of the paid-up capital of the Company as on date of this Notice.
8.	Relationship with other Directors / KMPs	None
9.	No. of meetings attended during the year	Not Applicable
10.	In case of Independent Directors, justification for choosing the appointee	Considering the experience of Mrs. Vijaya Sampath especially in the legal field, it is felt that the Company would be benefitted by her rich experience
11.	Other Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	1) Suzlon Energy Limited	None
	2) GVS Envicon Technologies Private Limited	None
	3) Dewan Housing Finance Corporation Limited	Nomination & Remuneration Committee – Member
	4) Safari Industries (India) Limited	None
	5) L&T Power Development Limited	Audit Committee – Member Nomination & Remuneration Committee – Member CSR Committee – Member
	6) Nabha Power Limited	Audit Committee – Member Nomination & Remuneration Committee – Member CSR Committee – Member
	7) L&T-MHPS Boilers Private Limited	Audit Committee – Member Nomination & Remuneration Committee – Member
	8) L&T-MHPS Turbine Generators Private Limited	Audit Committee – Member Nomination & Remuneration Committee – Member

**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 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.

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	54 years
3.	Qualifications	B.E. (Civil)
4.	Experience	28 years' experience in various fields including manufacturing and supply chain
5.	Details of remuneration to be paid, if any	Refer Agenda Item No. 10 of this Notice
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 continues as a non-executive director of the Company.
7.	Shareholding in the Company	1,13,67,000 equity shares aggregating to 0.23% 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) SE Blades Limited	Audit Committee - Chairman
	3) SE Electricals Limited	Audit Committee – Member
	4) Suzlon Power Infrastructure Limited	Audit Committee – Chairman
	5) Suzlon Structures Limited	Audit Committee – Member
	6) Suzlon Generators Limited	Audit Committee – Chairman
	7) SE Forge Limited	Audit Committee – Member
	8) Synew Steel Private Limited (formerly Synew Steel Limited)	Nil
	9) Tanti Holdings Private Limited	Nil
	10) 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 First Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 11.00 a.m. at Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad-380009 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 2015-16	Ordinary Resolution
2.	To re-appoint Mr. Girish R.Tanti as Director	Ordinary Resolution
3.	To re-appoint Mr. Tulsi R.Tanti as Director	Ordinary Resolution
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 2016-17	Ordinary Resolution
5.	To appoint Mr. Per Hornung Pedersen as an Independent Director	Ordinary Resolution
6.	To appoint Mrs. Vijaya Sampath as an Independent Director	Ordinary Resolution
7.	To approve remuneration of the Cost Auditors	Ordinary Resolution
8.	To issue Securities to the extent of Rs.2,000 Crores	Special Resolution
9.	To adopt a new set of regulations of the Articles of Association	Special Resolution
10.	To appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company and pay remuneration	Special Resolution

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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 Twenty First Annual General Meeting of the Company.**



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

**Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall,  
Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad - 380 009.**

