

Notice

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the shareholders of Suzlon Energy Limited will be held on Friday, September 20, 2019 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 2018-19

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 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. 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.

SPECIAL BUSINESS:

4. To appoint Mr. Biju George Kozhipattu, 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. Biju George Kozhipattu (DIN: 02405333) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from November 29, 2018 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation."

5. To approve remuneration of the Cost Auditors for the financial year 2019-20

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 Records of the Company for the financial year 2019-20, be paid a remuneration of Rs.5,00,000/- (Rupees Five Lacs Only) per annum plus applicable taxes and reimbursement of 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."

6. To re-appoint Mr. Marc Desaeleer as an Independent Director for a second term of 5 (five) years

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), Mr. Marc Desaeleer (DIN: 00508623), Independent Director, whose current term of office as an Independent Director expires on September 24, 2019 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 Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment for another term of 5 (five) years, be and is hereby appointed as an Independent Director for a second term of 5 (five) years with effect from September 25, 2019 till September 24, 2024, and whose period of office shall not be liable to determination by retirement of directors by rotation."

7. To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (five) years

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), Mr. Ravi Uppal (DIN: 00025970), Independent Director, whose current term of office as an Independent Director expires on September 24, 2019 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 Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment for another term of 5 (five) years, be and is hereby appointed as an Independent Director for a second term of 5 (five) years with effect from September 25, 2019 till September 24, 2024, and whose period of office shall not be liable to determination by retirement of directors by rotation."

8. To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (five) years

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), Mr. Venkataraman Subramanian (DIN: 00357727), Independent Director, whose current term of office as an Independent Director expires on September 24, 2019 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 Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment for another term of 5 (five) years, be and is hereby appointed as an Independent Director for a second term of 5 (five) years with effect from September 25, 2019 till September 24, 2024, and whose period of office shall not be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT pursuant to the Listing Regulations, and other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders be and is hereby also accorded to continue the directorship of Mr. Venkataraman Subramanian (DIN:

00357727) as an Independent Director of the Company on attaining the age of 75 (seventy five) years during his aforesaid second term of office as an Independent Director and till September 24, 2024."

9. To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years

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, 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 and the Board of Directors of the Company at their respective meetings held on August 14, 2019 and subject to the approval of the secured lenders of the Company, Mr. Vinod R.Tanti be and is hereby reappointed as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2019 for a further period of 3 (three) years, i.e. up to September 30, 2022 on the same terms and conditions which are as follows:

- 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 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 3rd 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 Mediclaim 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 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 : Pune
Date : August 14, 2019

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, duly completed, stamped and signed, 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 Special Business is enclosed herewith.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 14, 2019 to Friday, September 20, 2019 (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 shareholders 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. Shareholders 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. Shareholders / 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 shareholders in electronic form. Shareholders 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 Agent, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvyfintech.com; Email: einward.ris@karvy.com. Those shareholders 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 shareholder 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. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant and shareholders holding shares in physical form are required to submit their PAN to the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvyfintech.com; Email: einward.ris@karvy.com.
11. The route map showing directions to reach the venue of the ensuing Annual General Meeting is enclosed herewith.
12. All documents required to be kept open for inspection, if any, 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.
13. **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 the 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 shareholders 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 e-voting process in a fair and transparent manner. E-voting is optional. **The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Friday, September 13, 2019, 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.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date i.e. September 13, 2019, may obtain the User ID and password in the manner as mentioned below:

- (i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>DP ID Client ID or Event number (i.e.4814)+Folio No. to 9212993399
 Example for NSDL : MYEPWD<SPACE>IN12345612345678
 Example for CDSL : MYEPWD<SPACE>1402345612345678
 Example for Physical: MYEPWD<SPACE>48141234567
- (ii) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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

1. The Company has entered into an arrangement with Karvy Fintech 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 shareholder(s) 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 / FII / 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 Tuesday, September 17, 2019 to 5.00 p.m. on Thursday, September 19, 2019 (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. Ganesh Chandra Patro of Karvy Fintech Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email: einward.ris@karvy.com.
 5. The Scrutinizer shall immediately after 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 the National Stock Exchange of India Limited and BSE Limited.
 8. KPRISM- Mobile service application by Karvy:
Members are requested to note that, the Registrar and Share Transfer Agent, M/s. Karvy Fintech Private Limited has launched a new mobile application - KPRISM and website <https://kprism.karvy.com> for online service to shareholders.
Members can download the mobile application, register yourself (one time) for availing host of services viz., consolidated portfolio view serviced by Karvy, dividend status and send requests for change of address, change / update bank mandate. Through the mobile app, members can download annual reports, standard forms and keep track of upcoming general meetings, IPO allotment status and dividend disbursements. The mobile application is available for download from Android Play Store or scan the below QR code. Alternatively visit the link <https://kprism.karvy.com/app/> to download the mobile application.



<https://kprism.karvy.com/app/>

EXPLANATORY STATEMENT

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

Agenda Item No.4: To appoint Mr. Biju George Kozhipattu, a nominee of IDBI Bank Limited as Director

Mr. Biju George Kozhipattu (DIN: 02405333) was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from November 29, 2018. 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 details of Mr. Biju George Kozhipattu 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 of Directors recommend passing of the Ordinary Resolution to appoint Mr. Biju George Kozhipattu, a nominee of IDBI Bank Limited as Director. 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.

Except for Mr. Biju George Kozhipattu, 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.5: To approve remuneration of the Cost Auditors for the financial year 2019-20

The Board of Directors have, 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 2019-20. 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.

The Board of Directors recommend passing of the Ordinary Resolution to approve remuneration of the Cost Auditors for the financial year 2019-20. 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.

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

Agenda Item Nos.6, 7 and 8: To re-appoint Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors for a second term of 5 (five) years

Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian were appointed as the Independent Directors of the Company for a term of 5 (five) years, which term expires on September 24, 2019. In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian are eligible for appointment as Independent Directors for another term of 5 (five) years subject however to approval of the shareholders by way of a special resolution.

Accordingly, on the basis of performance evaluation, the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company at their meetings held on May 29, 2019 and May 30, 2019 respectively have recommended appointment of Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors of the Company for a second term of 5 (five) years, i.e. for the period from September 25, 2019 till September 24, 2024. Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian have given their consent to act as independent directors for another term of five years along with a declaration to the Board that they meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian fulfil the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Directors and are independent of the management of the Company. None of them is disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. Further, it is felt that the Company would continue to be benefitted by their rich experience and expertise, if they are re-appointed for a second term of 5 (five) years.

A copy of the draft letter of appointment of the Independent Directors 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).

The details of Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as required to be given in terms of Regulation 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend passing of the Special Resolutions to re-appoint Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors for a second term of 5 (five) years. In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos.6, 7 and 8 of the accompanying Notice.

Except for Mr. Marc Desaeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.9: To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years

It is proposed to reappoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2019 for a further period of 3 (three) years, i.e. up to September 30, 2022 on same terms and conditions. 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.
- (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 24 (twenty four) 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 3 (three) years, at glance:

Financial Parameters	Financial Year		
	2018-19	2017-18	2016-17
Turnover	2,471.08 ¹	5,953.57 ¹	9,229.21
Net Profit / (Loss) (as per Statement of P & L)	(7,413.33)	(1,156.14)	355.70
Amount of Equity Dividend	Nil	Nil	Nil
Rate of Equity Dividend	N.A.	N.A.	N.A.

¹ Figures restated as per Ind AS 115

- (5) **Foreign investments or collaborations, if any** – As on March 31, 2019, 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, 2019.

As on March 31, 2019, there were following type of foreign investors in the Company:

Type of Foreign Investor	Shareholding as on March 31, 2019	% to paid-up capital as on March 31, 2019
Foreign Portfolio Investors	33,18,97,859	6.24
Non-Resident Indians	7,97,95,030	1.50
Non-Resident Indians Non Repatriable	2,19,56,276	0.41
Foreign Corporate Bodies	3,34,77,684	0.63
Foreign Nationals	64,000	0.00
Total	46,71,90,849	8.78

II. Information about the appointee:

- (1) **Background details, recognition / awards** – Mr. Vinod R.Tanti has been associated with Suzlon right from its inception. 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 continued as a Non-executive Director of the Company. He was appointed as a Wholetime Director & Chief Operating Officer with effect from October 1, 2016 till September 30, 2019.
- (2) **Past remuneration** – The previous term of Mr. Vinod R.Tanti as a Whole Time Director & Chief Operating Officer was for the period of 3 (three) years from October 1, 2016 till September 30, 2019. In terms of the approval granted by the shareholders at the Twenty First Annual General Meeting of the Company held on September 30, 2016, Mr. Vinod R.Tanti was entitled to a remuneration of Rs.3,20,00,000/- p.a. plus incentives and perquisites for a period from October 1, 2016 to September 30, 2019; however since the Company had incurred losses for the financial year 2017-18 and 2018-19, Mr. Vinod R.Tanti was paid remuneration within the limits prescribed under Schedule V to the Companies Act, 2013, as permitted in terms of the shareholders' approval read with the applicable provisions of the Companies Act, 2013. The details of actual remuneration paid to Mr. Vinod R.Tanti during the period from October 1, 2016 till March 31, 2019 are given as under:

Period	Salary (Rs.)	Retirement benefits (Rs.)	Gratuity (Rs.)	Bonus / Commission / Stock option / Incentive	Total (Rs.)
October 1, 2016 to March 31, 2017	1,48,17,702	8,64,000	3,45,600	-	1,60,27,302
April 1, 2017 to March 31, 2018	2,43,11,724	14,20,200	5,68,080	1,44,00,000 ¹	4,07,00,004
April 1, 2018 to March 31, 2019	2,21,85,600	12,96,000	5,18,400	-	2,40,00,000

¹ The remuneration paid to Mr. Vinod R.Tanti also includes incentive payment of Rs.1,44,00,000/- pertaining to the financial year 2016-17 which was paid during the financial year 2017-18.

Apart from the remuneration disclosed above, Mr. Vinod 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. Vinod R.Tanti in his capacity as Wholetime Director & Chief Operating Officer 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 has been tremendously benefited as also would continue to get the advantage of knowledge and experience of Mr. Vinod R.Tanti for the years to come.
- (4) **Remuneration proposed** – The details of remuneration proposed to be paid to Mr. Vinod 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. Vinod 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. 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 in capacity as karta of HUF and jointly with others. 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 other Director / Key Managerial Personnel of the Company.

III. Other Information:

- (1) **Reasons for loss / inadequate profits, if any:** Post sale of Servion SE and equity infusion by Dilip Shanghvi Family & Associates, 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, optimised the debt maturity profile and maintained strong liquidity position which resulted in turnaround of the Company. Again from the financial year 2017-18, the profitability started declining leading to losses primarily due to lower volumes on account of transition of Indian wind industry from feed in tariff (FIT) regime to competitive bidding, foreign exchange losses, impairment losses and finance costs.

- (2) **Steps taken / proposed to be taken for improvement:** The Company has taken following operational steps during the last 2 (two) years in order to combat the economic and policy challenges:
- Building up of quality order book;
 - consistent and continuous focus on technological improvements for new product development and increasing the efficiency and PLF of the products;
 - COGS reduction through value engineering;
 - concerted efforts on optimising and reduction in fixed costs and optimisation of net working capital;
 - reduction in debt and finance cost etc.
- (3) **Expected increase in productivity and profits in measurable terms:** CY18, once again witnessed investments of US\$ 332 Bn in renewable energy globally, with Asia Pacific region leading the pack. Recent developments have shown that the industry is in transition phase, for a better future. More auctions coming online, rise in corporate sourcing and PPAs indicate the appetite for investment in wind energy. Innovation of new solutions like greater heights, range, hybrids and co-located projects, new forms of financing and asset ownership, offshore growth and floating projects will enable the industry to smoothly overcome this transition phase. 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 ~35% market share on cumulative installations basis. In FY19 Suzlon also retained its leadership in terms of annual installations, for fifth consecutive year, with 39% market share.

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 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 of Directors recommend passing of the Special Resolution for reappointment of Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further period of 3 (three) years. 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.

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 : Pune
Date : August 14, 2019

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

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

ANNEXURE TO THE NOTICE

Profile of Directors seeking appointment / re-appointment at the Twenty Fourth 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 has been associated with Suzlon right from its inception. 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	56 years
3.	Qualifications	Degree in Civil Engineering
4.	Experience	More than 30 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 till September 30, 2019
7.	Shareholding in the Company	2,52,67,000 equity shares aggregating to 0.47% 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	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 CSR Committee – Chairman
	6) Tanti Holdings Private Limited	None
	7) Samanvaya Holdings Private Limited	None

Mr. Girish R.Tanti (DIN: 00002603)

Brief resume – Mr. Girish R.Tanti is one of the founding members of Suzlon Energy Limited. 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 5 (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	49 years
3.	Qualifications	Electronic engineer with a management graduation from the Business School at 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 forming part of the Annual Report
6.	Date of first appointment to the Board	December 4, 1995
7.	Shareholding in the Company	10,00,19,000 equity shares aggregating to 1.88% 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 Wholetime Director & Chief Operating Officer
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual 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) Samanvaya Holdings Private Limited	None

Mr. Biju George Kozhipattu (DIN: 02405333)

Brief resume – Mr. Biju George Kozhipattu, holds B.Tech, MBA, and has 28 years of banking and engineering experience of which 17 years is in banking sector mainly in the fields of project, corporate & infrastructure finance, credit appraisal, monitoring, syndication, advisory services, etc. and 11 years of industrial experience mainly in the fields of projects, planning & maintenance in chemical, petro-chemical and other processing industries.

The details of Mr. Biju George Kozhipattu are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Biju George Kozhippattu (DIN: 02405333)
2.	Age	51 years
3.	Qualifications	B.Tech., MBA
4.	Experience	28 years' experience in the field of banking and engineering
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 forming part of the Annual Report
6.	Date of first appointment to the Board	November 29, 2018
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Biju George Kozhippattu is not related to any of the Directors of the Company
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	None
	2) Gas and Power Investment Company Limited	None

Mr. Marc Desaeleer (DIN: 00508623)

Brief resume – Mr. Marc Desaeleer retired in early July 2018 from TRG (The Rohatyn Group) where he was a partner and a member of its Executive Committee. Prior to this, he was the Chief Investment Officer of Citigroup Venture Capital International (CVCI) Growth Fund I and Growth Fund II, respectively a \$1.6Bn and a \$4.3Bn Private Equity Fund focused on Emerging Markets. Before becoming CIO of CVCI, he led CVCI's business in CEEMEA and India from 2001 to 2005. Prior to this he was a senior manager of Citibank's Corporate Banking business covering over 20 countries focusing on Central Europe and Russia. In prior positions within Citigroup, Mr. Marc Desaeleer was Business Manager for Citibank's Corporate and Investment Banking business in France; managed several international businesses within Citibank's Investment Banking group including ADRs; and was responsible for Citibank's strategy in Global Equities. Before joining Citigroup, Mr. Marc Desaeleer worked for several international companies including Sulzer (Switzerland) and Lisnave (Portugal).

The details of Mr. Marc Desaeleer are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Marc Desaeleer (DIN: 00508623)
2.	Age	68 years
3.	Qualifications	M.B.A. degree from Carnegie Mellon University and Masters in Science degrees from the University of Louvain (Belgium)
4.	Experience	Over 40 years' experience in the field of investment banking
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 forming part of the Annual Report
6.	Date of first appointment to the Board	April 1, 2012
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Marc Desaeleer is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Considering the experience of Mr. Marc Desaeleer, it is felt that the Company would continue to be benefitted by his rich experience, if he is re-appointed for a second term
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

Mr. Ravi Uppal (DIN: 00025970)

Brief resume – Mr. Ravi Uppal has wide-ranging business experience, spanning over 40 years in engineering, manufacturing and infrastructure segments in India and abroad. He served as the MD & Group CEO of Jindal Steel & Power Limited, Whole-time Director of L&T Group Board and MD & CEO (Power) at L&T, held various positions in ABB Group including Member of the ABB Group Management Board, President of ABB, Asia Pacific and Chairman of ABB India, and is credited as being the Founding MD of Volvo in India. Mr. Uppal has worked for over 15 years in diverse roles in Europe, Middle East, North Africa and South East Asia. He has recently set up a new venture, SISCOL which is undertaking steel based civil & industrial infrastructure in India. He has been on the board of several companies in India and Europe including BAE, UK, and Chairman of Schindlers Asia Advisory Board. He is currently on the Board of Riverina Oils, Australia, Raymond Engineering Business, India, Skill SonicsAG, Switzerland and Surin Auto, Bangalore.

The details of Mr. Ravi Uppal are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Ravi Uppal (DIN: 00025970)
2.	Age	67 years
3.	Qualifications	Mr. Ravi Uppal holds a degree in Mechanical Engineering from the IIT Delhi, which has honoured him as a Distinguished Alumni. He is also an alumnus of the IIM Ahmedabad. He has also done Advanced Management Program from Wharton Business School, USA
4.	Experience	Over 40 years' experience in the field of engineering, manufacturing and infrastructure segments in India and abroad
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 forming part of the Annual Report
6.	Date of first appointment to the Board	September 28, 2012
7.	Shareholding in the Company	51,000 equity shares aggregating to 0.00% of the paid-up capital of the Company as on date of this Notice
8.	Relationship with other Directors / KMPs	Mr. Ravi Uppal is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Considering the experience of Mr. Ravi Uppal in the field of engineering, manufacturing and infrastructure segments, it is felt that the Company would continue to be benefitted by his rich experience, if he is re-appointed for a second term
11.	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 – Chairman
	2) Steel Infra Solutions Private Limited	Audit Committee – Member HSEC Committee – Member
	3) Surin Automotive Private Limited	None
	4) Skillsonics India Private Limited	None
	5) JK Files (India) Limited	None
	6) Ring Plus Aqua Limited	None

Mr. Venkataraman Subramanian (DIN: 00357727)

Brief resume – A retired Indian Administrative Services officer, Mr. Venkataraman Subramanian was the Secretary, Ministry of New and Renewable Energy, Government of India. He has rich experience of policy making and implementation levels in several sectors, including finance, aviation, energy, labour, etc. As Secretary, Ministry of New and Renewable Energy, his path breaking initiatives resulted in doubling the grid connected renewable power generation capacity in less than 3 (three) years. He is a founder member of the Indian Renewable Energy Federation, and serves as a director to leading public and private sector companies. He also works as a freelance consultant and is a well-known speaker on renewable energy.

The details of Mr. Venkataraman Subramanian are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Venkataraman Subramanian (DIN: 00357727)
2.	Age	71 years
3.	Qualifications	B.Com, C.A.I.I.B. and retired IAS Officer
4.	Experience	Mr. Venkataraman Subramanian has over 32 years of rich experience both at the implementation level and policy making level cuts across various sectors like finance, aviation, energy and labour
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 forming part of the Annual Report
6.	Date of first appointment to the Board	September 25, 2014
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Venkataraman Subramanian is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Considering the rich experience of Mr. Venkataraman Subramanian, both at the implementation level and policy making level across various sectors like finance, aviation, energy and labour, it is felt that the Company would continue to be benefitted by his rich experience, if he is re-appointed for a second term
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Sundaram -Clayton Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	2) Suzlon Energy Limited	Audit Committee - Member Stakeholders' Relationship Committee - Chairman Nomination and Remuneration Committee - Member Securities Issue Committee - Member
	3) Adani Enterprises Limited	Audit Committee - Member Stakeholders' Relationship Committee - Chairman
	4) Nourishco Beverages Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	5) Suzlon Generators Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	6) Engenrin Energy Private Limited	None
	7) Bhoruka Power Corporation Limited	None
	8) Enfragy Solutions India Private Limited	None
	9) Suzlon Gujarat Wind Park Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	10) Suzlon Power Infrastructure Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	11) Windforce Management Services Private Limited	None
	12) GPS Renewables Private Limited	None
	13) DVS Worldwide Services Private Limited	None

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 Fourth Annual General Meeting of the Company, to be held on Friday, September 20, 2019 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:

Reso. No.	Particulars	Ordinary / Special Resolution
1.	To adopt Financial Statements, etc. for the financial year 2018-19	Ordinary Resolution
2.	To re-appoint Mr. Vinod R.Tanti as Director	Ordinary Resolution
3.	To re-appoint Mr. Girish R.Tanti as Director	Ordinary Resolution
4.	To appoint Mr. Biju George Kozhipattu, a nominee of IDBI Bank Limited as Director	Ordinary Resolution
5.	To approve remuneration of the Cost Auditors for the financial year 2019-20	Ordinary Resolution
6.	To re-appoint Mr. Marc Desaedeleer as an Independent Director for a second term of 5 (five) years	Special Resolution
7.	To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (five) years	Special Resolution
8.	To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (five) years	Special Resolution
9.	To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years	Special Resolution

Signed this _____ day of _____ 2019

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, stamped, signed and deposited at the Company's Registered Office, not less than 48 (Forty Eight) hours before the commencement of the Twenty Fourth Annual General Meeting of the Company.



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

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

