



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

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**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2023**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members,**

**SUZLON ENERGY LIMITED**

(CIN: L40100GJ1995PLC025447)

Regd. Office: "Suzlon", 5, Shrimali Society,

Near Shri Krishna Complex, Navrangpura,

Ahmedabad-380009.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Suzlon Energy Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:

(i). The Companies Act, 2013 (the 'Act') and the rules made there under;



- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the audit period)**;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the audit period)**;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the audit period)**;
  - i. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;



- j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi). As informed to us, there are no other Sector specific laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that,** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

However, during the period under review, the Company has received Notices from National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) under provisions of Regulation 19(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to non-compliance with the constitution of Nomination and Remuneration Committee for the period from 7<sup>th</sup> October 2022 to 2<sup>nd</sup> December 2022. The Company has since rectified the non-compliance w.e.f. 2<sup>nd</sup> December 2022 and paid the necessary fine to NSE and BSE within the prescribed time.

As per the Information provided by the management, adequate notices were given to all the directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions in the board meetings were carried through by majority while there were no dissenting members' views, and hence not captured and recorded as part of the minutes.

**We further report that,** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.



**We further report that**, during the year under review, the Company has passed following Special Resolutions in General Meetings:

Through Annual General Meeting dated 29<sup>th</sup> September, 2022:

1. To approve re-appointment of Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company;
2. To amend the Articles of Association of the Company;
3. To approve implementation of the 'Employee Stock Option Plan 2022';
4. To approve grant of employee stock options under the 'Employee Stock Option Plan 2022' to the eligible employees of the Company's Subsidiary Companies;

And through Postal Ballot Notice dated 5<sup>th</sup> December 2022, the results of which were declared on 6<sup>th</sup> January 2023 and the resolution deemed to be passed on 5<sup>th</sup> January 2023:

1. To approve appointment of Mr. Vinod R.Tanti as the Managing Director of the Company;

And, through Postal Ballot Notice dated 27<sup>th</sup> March 2023, the results of which were declared on 29<sup>th</sup> April 2023 and the resolution deemed to be passed on 28<sup>th</sup> April 2023:

1. To appoint Mr. Gautam Doshi as an Independent Director of the Company for a second term of three years.

**We further report that**, during the audit period and up to the date of this report, following are the actions / events undertaken by the Company which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines, standards etc.

1. Suzlon Generators Limited ("SGL") ceased to be subsidiary of the Company pursuant to completion of divestment of the Company's 75% stake in SGL to Voith Turbo Private Limited on 7<sup>th</sup> April 2022.
2. Suzlon Energy Limited ("SEL") and its certain specified subsidiaries (hereinafter collectively referred to as "Suzlon The Group" or the "STG") had submitted a proposal to the then Existing Lenders for refinancing the outstanding restructured facilities (the "Refinancing Proposal") on the basis of sanction letters from REC Limited and Indian Renewable Energy Development Agency Limited (the "New Lenders"). Pursuant to the Refinancing Proposal, 4,10,000 Optionally Convertible Debentures ("OCDs") having face value of Rs.1,00,000 each issued by the Company to then Existing Lenders were converted into 57,14,28,572 equity shares having face value of Rs.2 each.
3. The Company, on 31<sup>st</sup> October 2022, allotted 240,00,00,000 partly paid-up equity shares having a face value of Rs.2.00 each with Re.1.00 paid-up at an issue price of



Rs.5.00 per equity share, i.e. at a premium of Rs.3.00 per equity share, on a rights basis to the existing equity shareholders of the Company in the ratio of five equity shares for every twenty-one fully paid-up equity shares held by the existing equity shareholders on the record date. The applicants were required to pay Rs.2.50 per equity share on application of which Rs.1.00 per equity share being adjusted towards face value and Rs.1.50 per equity share being adjusted towards securities premium and the balance Rs.2.50 on the First and Final Call of which Rs.1.00 per equity share being adjusted towards face value and Rs.1.50 per equity share being adjusted towards securities premium. Subsequently, the Securities Issue Committee of the Board of Directors of the Company has, on 24<sup>th</sup> February 2023, approved making of the First and Final Call of Rs. 2.50 per partly paid-up equity share and the Company having received the call money, the Securities Issue Committee has, from time to time, approved conversion of 235,18,63,294 partly paid-up equity shares into fully paid-up equity shares.

4. Untimely demise of Shri Tulsi R.Tanti, the Founder, the Chairman & Managing Director, and one of the promoters of the Company on 1<sup>st</sup> October 2022.
5. Vayudoot Solarfarms Limited has ceased to be the subsidiary of the Company pursuant to transfer of its entire 51.05% shareholding to Aries Renewables Private Limited on 3<sup>rd</sup> December 2022.
6. The Company had obtained the shareholders' approval for issue of 49,85,88,439 Convertible Warrants having a face value of Rs.2/- each for cash at an issue price of Rs.10.11 per Warrant on Private Placement / preferential issue basis to REC Limited, one of the lenders to the Company, vide Offer Letter dated 25<sup>th</sup> March 2022 in accordance with Regulation 164(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). However, REC Limited did not subscribe to the said offer and accordingly the special resolution for issuance of the warrants lapsed in terms of Regulation 170(1) of the ICDR Regulations and the Board has withdrawn the aforesaid preferential issue.



Chirag Shah

Partner

Chirag Shah and Associates

FCS No. 5545

C P No.: 3498

UDIN : F005545E000673597

Peer Review Cert. No. 704/2020

Place: Ahmedabad

Date: July 25, 2023

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

**'Annexure A'**

**To,**

**The Members**

**SUZLON ENERGY LIMITED.**

(CIN: L40100GJ1995PLC025447)

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

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Auditor's

Place: Ahmedabad

Date: July 25, 2023

  


Chirag Shah

Partner

Chirag Shah and Associates

FCS No. 5545

C P No.: 3498