

SUZLON ENERGY LIMITED

[CIN: L40100GJ1995PLC025447]

Regd. Office: "Suzlon", 5, Shramali 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

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (the "Meeting") of Suzlon Energy Limited (the "Company") will be held on Thursday, September 29, 2022 at 11.00 a.m. (IST) through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt Financial Statements, etc. for the financial year 2021-22

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 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. Hiten Timbadia as Director

To appoint a Director in place of Mr. Hiten Timbadia (DIN: 00210210), who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint M/s. Walker Chandiok & Co LLP as the Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee of the Board of Directors at its meeting held on August 9, 2022 and that of the Board of Directors of the Company at its meeting held on August 10, 2022, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.001076N/N500013), who have submitted a written certificate pursuant to Sections 139 and 141 of the Companies Act, 2013, be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018), the retiring Auditors, to hold office for a term of five years from the conclusion of the ensuing Twenty Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus taxes, out-of-pocket expenses, etc., as may be mutually agreed between the Chairman and the Statutory Auditors."

SPECIAL BUSINESS:

5. To appoint Mr. Ajay Mathur, a nominee of REC 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. Ajay Mathur (DIN: 08805424) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from August 10, 2022 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 the Director of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation."

6. To approve remuneration of the Cost Auditors for the financial year 2022-23

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 Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 2022-23, 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.”

7. To approve re-appointment of Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company

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

“RESOLVED THAT pursuant to 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 25, 2022, Mr. Vinod R.Tanti be and is hereby re-appointed as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2022 for a further period of 3 (Three) years, i.e. up to September 30, 2025, 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:
 - a) Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
 - b) Long term incentive – Linked achievement of long-term strategic targets (three year period) with maximum eligibility up to 50% of the base salary (per year) (subject to cap on maximum pay-out in first two years would be 40% of base salary per year subject to final adjustment in third 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 and Group Term Life policy in accordance with Suzlon employee benefit program for all employees,
 - 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.

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

“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.”

8. To amend the Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14(1), 15 read with Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and such other approvals and permissions, if any and to the extent required, the existing set of the regulations of the Articles of Association of the Company be and are hereby amended, except for Article 90 which be retained as it is and renumbered as Article 89, by substituting the same with the new set of regulations of the Articles of Association and that the said new set of regulations of the Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company.”

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or such other persons authorised by the Board from time to time be and are hereby severally authorised to do all such acts, deeds, matters and things, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. To approve implementation of the 'Employee Stock Option Plan 2022'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction of 'Employee Stock Option Plan 2022' (hereinafter referred to as "ESOP 2022" / the "Scheme" or the "Plan") authorising the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 20,00,00,000 (Twenty Crores) employee stock options (hereinafter referred to as the "Options"), in one or more tranches, from time to time, to or for the benefit of such person(s) who are in the employment or service of the Company (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company's subsidiary company(ies) in terms of ESOP 2022), present and future, in India, including any director who is in wholtime employment (other than employees / directors who are promoters or belonging to the promoter group, independent / non-executive directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the ESOP 2022, which upon exercise shall not exceed in aggregate 20,00,00,000 (Twenty Crores) equity shares ("Shares") having a face value of Rs.2/- (Rupees Two Only) each fully paid-up of the Company, where one Option upon exercise shall convert in to one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board / Nomination and Remuneration Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan."

"RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari passu in all respects with the then existing Shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation, the ceiling aforesaid in terms of the number of Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of the Shares shall be deemed to be the ceiling as originally approved."

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

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the National Stock Exchange of India Limited and / or the BSE Limited and / or any other stock exchanges where the Shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws."

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

"RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof."

10. To approve grant of employee stock options under the 'Employee Stock Option Plan 2022' to the eligible employees of the Company's Subsidiary Companies

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction of 'Employee Stock Option Plan 2022' (hereinafter referred to as "ESOP 2022" / the "Scheme" or the "Plan") authorising the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) to create, issue and grant not exceeding 20,00,00,000 (Twenty Crores) employee stock options (hereinafter referred to as the "Options"), in one or more tranches, from time to time, under ESOP 2022 as mention in the Resolution No.9 to or for the benefit of such person(s) who are in employment of any existing or future subsidiary company(ies) of the Company (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company in terms of ESOP 2022), present and future, in India, including any director who is in wholtime employment (other than employees / directors who are promoters or belonging to the promoter group, independent / non-executive directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the ESOP 2022, which upon exercise shall not exceed in aggregate 20,00,00,000 (Twenty Crores) equity shares ("Shares") having a face value of Rs.2/- (Rupees Two Only) each fully paid-up of the Company, where one Option upon exercise shall convert in to one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Board / Nomination and Remuneration Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan."

"RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari passu in all respects with the then existing Shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation, the ceiling aforesaid in terms of the number of Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of the Shares shall be deemed to be the ceiling as originally approved."

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

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the National Stock Exchange of India Limited and / or the BSE Limited and / or any other stock exchanges where the Shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws."

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

"RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof."

By order of the Board of Directors of Suzlon Energy Limited

Geetanjali S.Vaidya,
Company Secretary.
M.No.A18026.

Place : Pune
Date : September 2, 2022

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of the aforesaid items of Special Business is enclosed herewith.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of the Meeting.
3. 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 (the "Listing Regulations") is enclosed herewith.
4. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of Permanent Account Number (PAN), address with pincode, email address, mobile number, bank account details and details of nomination by every participant in the securities market. The shareholders holding shares in electronic form are therefore requested to submit these details to their depository participant and the shareholders holding shares in physical form are required to submit these details to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (formerly KFin Technologies Private Limited) ("KFin"), Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Email: einward.ris@kfintech.com; Toll Free No.1-800-309-4001.
5. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered office and Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). Such documents shall also be made available on the website of the Company, www.suzlon.com to facilitate online inspection till the conclusion of the Meeting.
6. In view of continuing situation of COVID-19, the Ministry of Corporate Affairs ("MCA") has vide its Circular No.2/2022 dated May 5, 2022 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, and Circular No.19/2021 dated December 8, 2021 (collectively the "MCA Circulars") permitted holding of the annual general meeting through VC / OAVM for the calendar year 2022. The Securities and Exchange Board of India (SEBI) has also vide its Circular No.SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively the "SEBI Circulars") permitted holding of AGM through VC / OAVM. The MCA Circulars and SEBI Circulars are hereinafter collectively referred to as the "Circulars".
7. In compliance with the applicable provisions of the Act read with the Circulars, the Meeting is being conducted through VC / OAVM. KFin, the Company's Registrar and Transfer Agent, will provide the facility for voting through remote e-voting, participating at the Meeting through VC / OAVM and e-voting during the Meeting. Accordingly, the members can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. The attendance of shareholders (members' login) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In terms of Companies Act, 2013, a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since the Meeting is being held through VC / OAVM, pursuant to the Circulars physical attendance of the members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence the proxy forms, attendance slips and route map are not annexed to this Notice.
9. Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf by email to ravi@ravics.com and a copy be marked to evoting@kfintech.com with the subject line 'Suzlon Energy Limited'.
10. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad (Membership No.F2587 and Certificate of Practice No.2407), as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 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 forty eight hours after the conclusion of the 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. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company, www.suzlon.com and on KFin's weblink (<https://evoting.kfintech.com>).

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

11. In accordance with the provisions of the Circulars, the Notice along with the Annual Report comprising of the Financial Statements, Board's Report, Auditors' Report and other documents are being sent through email only to members whose email IDs are registered with KFin and / or National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) and physical copies will not be sent.

12. The Notice and the Annual Report are available on the website of the Company (www.suzlon.com), the website of KFin (<https://evoting.kfintech.com>) and also on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
13. Members who have still not registered their email IDs are requested to do so at the earliest as under:
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin. Requests can be sent by email to (einward.ris@kfintech.com) or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Kfin to enable servicing of notice, annual reports, other documents in electronic form.
 - 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 website of the Company (www.suzlon.com) and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

CUT-OFF DATE:

14. **The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is Thursday, September 22, 2022 (hereinafter referred to as the "Cut-off Date").** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purpose only.
15. Any person who acquires shares of the Company and becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as of the Cut-off Date may obtain the User ID and Password in the manner as mentioned below:
 - If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399
Example for NSDL: MYEPWD<SPACE> IN12345612345678
Example for CDSL: MYEPWD<SPACE> 1402345612345678
Example for Physical: MYEPWD<SPACE> 68741234567890
 - If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
 - Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

PROCEDURE FOR SPEAKER REGISTRATION:

16. Members, holding shares as on the Cut-off Date and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from Monday, September 26, 2022 (9.00 a.m. IST) up to Wednesday, September 28, 2022 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.
17. Alternatively, members holding shares as on the Cut-off Date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on Wednesday, September 28, 2022. The shareholders may also send their questions by email to investors@suzlon.com.
18. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.

REMOTE E-VOTING:

19. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration)

Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). Remote e-voting is optional.

20. **The remote e-voting period commences on Monday, September 26, 2022 (9.00 a.m. IST) up to Wednesday, September 28, 2022 (5.00 p.m. IST).** During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e. Thursday, September 22, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions.
21. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.
22. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for e-voting.
23. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed instructions for remote e-voting are given below.
24. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.

JOINING THE MEETING THROUGH VC / OAVM:

25. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
26. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.
27. Members may join the Meeting through laptop, smartphone, tablet or iPad for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the webcam to enable two-way video conferencing.

28. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.

Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.

Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.

29. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.
30. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin at the email ID evoting@kfintech.com or KFin's toll free No.: 1-800-309-4001.

INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND E-VOTING AT THE MEETING:

31. The detailed instructions, process and manner for remote e-voting, joining the meeting through VC / OAVM and e-voting at the meeting are explained below:

I) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <p>Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.</p> <ol style="list-style-type: none"> On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e. ‘Suzlon Energy Limited’, or e-voting service provider, i.e. KFin. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name, i.e. Suzlon Energy Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com Click on New System MyEasi. Login to MyEasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>B. Instructions for users who have not registered for Easi / Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no.A above to cast your vote. <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com Provide demat Account Number and PAN System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘Suzlon Energy Limited’ or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.

NSDL Mobile App is available on



Type of member	Login Method
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i) Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii) Once logged-in, members will be able to view e-voting option. iii) Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv) Click on options available against Suzlon Energy Limited or KFin. v) Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II) Method of login / access to KFin e-voting system in case of individual members holding shares in physical mode and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ul style="list-style-type: none"> i) Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6874, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii) After entering these details appropriately, click on "LOGIN". iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the "EVEN", i.e. 'Suzlon Energy Limited - AGM', and click on "Submit" vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head. viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix) Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x) Members may then cast their vote by selecting an appropriate option and click on "Submit". xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

Type of member	Login Method
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <ul style="list-style-type: none"> i) Members, who have not registered their email address, thereby not being in receipt of the Notice of Meeting and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. ii) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com. iii) Alternatively, members may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and the e-voting instructions. iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

III) Method / Access to join the Meeting on KFin system and to participate and vote thereat

Type of member	Login Method
All shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>A. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</p> <ul style="list-style-type: none"> i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin. ii) After logging in, click on the Video Conference tab and select the EVEN of the Company. iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above. iv) The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM. v) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. vi) E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.

32. KPRISM- Mobile service application by KFin: Members are requested to note that KFin has launched a mobile application, KPRISM and website <https://kprism.kfintech.com>, for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Act]

Agenda Item No.4: To appoint M/s. Walker Chandio & Co LLP as the Statutory Auditors of the Company

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting of the Company. The Company proposes to appoint M/s. Walker Chandio & Co LLP, Chartered Accountants, as the new Statutory Auditors.

The information as required to be disclosed in terms of Regulation 36(5) of the Listing Regulations is as under:

Terms of appointment, proposed fees payable and any material change in fee payable to the new auditor from that paid to the outgoing auditor along with the rationale for such change	M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No.001076N/N500013), are proposed to be appointed as the Statutory Auditors to hold office for a term of five years from the conclusion of the ensuing Twenty Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting to be held in the year 2027, at an initial remuneration of Rs.72 Lacs per annum plus taxes and out of pocket expenses. The Board has authorised the Chairman to vary the remuneration of statutory auditors. There is no material change in the fees payable to the new Statutory Auditors.
Basis of recommendation for appointment including details in relation to credentials of the statutory auditor proposed to be appointed	Considering various factors such as industry experience, expertise, competency of the audit firm, independence, etc., the Company has shortlisted M/s. Walker Chandio & Co LLP. Their brief profile is given below:
Establishment	January 1, 1935
Date of conversion to LLP	March 25, 2014
Registrations and empanelment	The Institute of Chartered Accountants of India; Public Company Accounting Oversight Board; Comptroller and Auditor General of India
Registered office	L-41, Connaught Circus, New Delhi-110001
Number of partners*	61
Number of qualified staff*	815+
Number of trainees*	446+
Number of other employees*	555+
Total number of partners and staff	1877+
Number and Location of Offices*	14 (Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office) Gurgaon, Hyderabad, Kolkata, Mumbai (2 offices), Noida, Pune, Kochi and Dehradun)

* As at June 30, 2022.

Accordingly, at the recommendation of the Audit Committee of the Board of Directors of the Company at its meeting held on August 9, 2022, the Board of Directors of the Company has, at its meeting held on August 10, 2022, proposed the appointment of M/s. Walker Chandio & Co LLP for the office of the statutory auditors of the Company to hold office for a term of five years from the conclusion of the ensuing Twenty Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2027, subject to approval of their appointment by the shareholders of the Company.

A copy of the consent and certificate given by M/s. Walker Chandio & Co LLP confirming that they are eligible to be appointed as the statutory auditors in terms of the Companies Act, 2013 is available for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the ensuing Annual General Meeting. The same is also available on the website of the Company, www.suzlon.com, to facilitate online inspection till the conclusion of the Meeting.

The Board of Directors recommend appointment of M/s. Walker Chandio & Co LLP as the Statutory Auditors 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. Ajay Mathur, a nominee of REC Limited as Director

Mr. Ajay Mathur (DIN: 08805424) has been appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from August 10, 2022. 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. Ajay Mathur 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 appointment of Mr. Ajay Mathur, a nominee of the REC 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.5 of the accompanying Notice.

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

Agenda Item No.6: To approve remuneration of the Cost Auditors for the financial year 2022-23

The Board of Directors 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 2022-23. In terms of Section 148 and other applicable provisions, if any, of the Act 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 approving the remuneration of the Cost Auditors for the financial year 2022-23. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.6 of the accompanying Notice.

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

Agenda Item No.7: To approve re-appointment of Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company

Mr. Vinod R.Tanti is holding the Office of the Wholetime Director & Chief Operating Officer of the Company which term is expiring on September 30, 2022. Accordingly, the Board of Directors at its meeting held on May 25, 2022 has re-appointed Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2022 for a further term of 3 (three) years, i.e. up to September 30, 2025.

The following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

1. General Information:

- 1.1 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.
- 1.2 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 twenty seven years.
- 1.3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 1.4 Financial performance based on given indicators:** The following are the results of the Company for the last three years, at glance:

₹ in Crores

Financial Parameters	Financial Period		
	FY22	FY21	FY20
Turnover	3,975.41	1,169.14	300.29
Net Profit / (Loss) (as per Statement of P & L)	(912.66)	(398.40)	(3,276.63)
Amount of Equity Dividend	Nil	Nil	Nil
Rate of Equity Dividend	N.A.	N.A.	N.A.

- 1.5 Foreign investments or collaborations, if any:** As on March 31, 2022, 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, 2022.

As on March 31, 2022, there were following type of foreign investors in the Company:

Type of Foreign Investors	Shareholding	% to paid-up capital
Foreign Portfolio Investors	50,86,50,751	5.52%
Non-Resident Indians	10,91,39,063	1.18%
Non-Resident Indians Non Repatriable	2,97,38,129	0.32%
Foreign Corporate Bodies	17,20,09,736	1.87%
Foreign Nationals	64,000	0.00%
Total	81,96,01,679	8.89%

2. Information about the appointee:

2.1 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.

2.2 Past remuneration: The details of remuneration paid to Mr. Vinod R.Tanti during the period from April 1, 2021 to March 31, 2022 are as under:

₹ in Crore					
Name of Executive Director	Salary	Retirement benefits	Gratuity	Bonus / Commission / Stock option	Total
Mr. Vinod R.Tanti	2.22	0.13	0.05	-	2.40

2.3 Job profile and his suitability: Mr. Vinod R.Tanti in his capacity as Wholtime 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.

2.4 Remuneration proposed: The details of remuneration proposed to be paid to Mr. Vinod R.Tanti have been disclosed in the resolution. It is proposed to pay the same remuneration as was earlier approved by the shareholders at the Twenty Fifth Annual General Meeting of the Company held on September 25, 2020.

2.5 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into account the contribution made by Mr. Vinod R.Tanti in the affairs of the Company, his academic background, rich experience, the key role he is playing and the 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.

2.6 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 3,02,67,000 equity shares of the Company in his individual capacity as on the date of this Notice. He also holds equity shares 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.

3. Other Information:

3.1 Reasons for loss / inadequate profits, if any: From financial year 2017-18, on account of transition of Indian wind industry from feed in tariff (FIT) regime to competitive bidding, there were lower volumes which impacted margins substantially. Further in the financial year 2018-19, the Company along with its certain identified subsidiaries made default in repayment of principal and interest payable to its lenders, which triggered cross default in a facility availed by one of the overseas subsidiary resulting into recognition of liability of ~Rs.3,937 Crore. This also resulted into stagnation in the operations due to shortage of working capital. Due to higher debt there was increase in finance cost which also led to losses in the Company. However, the operating and financial situation has started improving from the financial year 2020-21 onwards.

3.2 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;
- successful restructuring / refinancing of debt allowing adequate flexibility for efficient running of the business.

3.3 Expected increase in productivity and profits in measurable terms:

The Indian wind energy industry is at an inflexion point having gone through an elongated transition phase post the shift to the bidding regime. The tariffs have started firming up since past couple of auctions and SECI has also removed the tariff caps in the bids. On the other hand, the Government focus on "Atmanirbhar Bharat" and ambitious Renewable Energy targets are providing much needed impetus to the Indian OEMs. At an industry level there have been several positive developments with a slew of policy announcements. Power ministry announced the extension of waiver of Inter-State Transmission System (ISTS) charges and losses on supply of power generated from wind and solar sources until June 30, 2023. No ISTS charges would be levied for 25 years and the same is also applicable to captive power projects, which will open up a new demand segment. The recent development where Group of Ministers approved the new Tariff policy will provide a boost to the sector. With more than 25 years track record in seamless end-to-end project execution, superior products suited to Indian wind regime and best in class service capabilities, Suzlon is best suited to capitalise on the available opportunities. With completion of the debt restructuring / refinancing with the lender consortium, now the Company has enough headroom for single point focus on ramping up the operations, execution of order book and achieving the business targets.

A copy of the draft agreement proposed to be entered into between the Company and Mr. Vinod R.Tanti, the Wholtime Director & Chief Operating Officer, is available for inspection at the Registered Office and Corporate Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the ensuing Annual General Meeting. The same is also available on the website of the Company, www.suzlon.com, to facilitate online inspection till the conclusion of the Meeting.

The details of Mr. Vinod R.Tanti 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 re-appointment of Mr. Vinod R.Tanti as the Wholtime Director & Chief Operating Officer of the Company. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.7 of the accompanying Notice.

Mr. 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.

Agenda Item No.8: To amend the Articles of Association of the Company

In terms of the financial assistance granted to the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") by consortium led by REC Limited ("REC") comprising of REC and Indian Renewable Energy Development Agency Limited ("IREDA"), being the new lenders to the Company (hereinafter collectively referred to as the "Lenders"), it is necessary to amend the Articles of Association of the Company to incorporate the terms of sanction of the Lenders.

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. Accordingly, it is proposed to amend the Articles of Association of the Company by adopting a new set of regulations of the Articles of Association of the Company in place of existing Articles of Association.

The Board of Directors recommend amendment of the Articles of Association of the Company. 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.

A copy of the amended Articles of Association of the Company is available for inspection at the Registered office and Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). The same is also available on the website of the Company, www.suzlon.com to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

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 & 10: To approve implementation of the 'Employee Stock Option Plan 2022' and to approve grant of employee stock options under the 'Employee Stock Option Plan 2022' to the eligible employees of the Company and the Company's subsidiary companies

In this era of globalisation and competition, it is important for the organisation to maintain and improve its employees' performance to ensure the progress and competitiveness. The Company believes that to improve performance of the employees, it is essential to motivate them as it brings-in higher productivity and energy to achieve other organisational goals.

Further, it may be noted that emergence of new age skillsets in the fields relevant for the energy business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources instrumental for sustained corporate growth.

The Company believes that equity-based compensation schemes are effective tools to motivate and reward the talents working exclusively with the Company and its subsidiary companies. With a view to achieve the aforesaid objectives, to create an employee co-ownership and to encourage them in aligning their individual goals with that of the Company, the Company intends to implement an employee stock option scheme, namely, 'Employee Stock Option Plan 2022' ("ESOP 2022" / "Plan") seeking to cover eligible employees of the Company and its subsidiary companies.

The Company intends to implement the Plan with a broader coverage which may require more employee stock options ("Options") / equity shares ("Shares") unless a calculated discount is given as a trade-off with the number of Options / Shares. In this context, the Scheme contemplates flexibility to determine the exercise price.

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Company seeks your approval for:

- Implementation of the Plan; and
- Grant of the Options to the eligible employees of the Company and its subsidiary companies as per the terms of the Plan.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors the Company ("Board") at their respective meetings held on August 10, 2022 have approved the Plan subject to approval of the shareholders.

The main features of the Plan are as under:

a. Brief description of the Plan:

The Company proposes to introduce the Plan with a view to attract, retain, incentivise and motivate employees and directors of the Company and its subsidiary companies.

The Plan contemplates grant of employee stock options ("Options") to the eligible employees as may be determined in due compliance of SEBI SBEB Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Nomination and Remuneration Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all the persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The liability of paying taxes, if any, in respect of the Options granted pursuant to the Plan and the Shares issued pursuant to the exercise of the Options shall be on the Option grantee and / or the Company, in such cases where the Company decides to pay on behalf of the Option grantee, and shall be in accordance with the provisions of the Income Tax Act, 1961 read with rules issued thereunder and / or Income Tax Laws of respective countries as applicable to eligible employees of the Company / its subsidiary companies working abroad, if any.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of the Options or Shares acquired upon the exercise thereof.

b. Total number of options to be granted:

The total number of Options to be granted under ESOP 2022 shall not exceed 20,00,00,000 (Twenty Crores) convertible in to not more than 20,00,00,000 (Twenty Crores) Shares having a face value of Rs.2/- (Rupees Two Only) each fully paid-up, with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Nomination and Remuneration Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under ESOP 2022 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 20,00,00,000 (Twenty Crores) shall be deemed to be increased to the extent of such additional Options issued.

If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Options pool and shall become available for future grants, subject to compliance with the provisions of the Applicable Laws.

The Plan shall continue to be in force until earlier of:

- i. March 31, 2029; or
- ii. The date all the Options reserved under the Plan are granted and exercised; or
- iii. The date of termination, if any, of the Plan.

Thus, all the Employees meeting the eligibility criteria as may be determined by the Nomination and Remuneration Committee from time to time and who join the Company and / or its subsidiary companies hereafter and till March 31, 2025 would also be entitled to the benefit under Plan.

For employees joining in future, i.e. till March 31, 2025 or such earlier period, and fulfilling the eligibility criteria as may be determined by the Nomination and Remuneration Committee, they would be granted options on such future dates as may be determined by the Nomination and Remuneration Committee.

c. Identification of classes of Employees entitled to participate in Plan

Following classes of employees ("Employees") are entitled to participate in Plan:

- i. an employee as designated by the Company, who is exclusively working in India; or
- ii. a director of the Company, who is in wholetime employment and who is not a promoter or member of the promoter group and / or an independent / non-executive director; and
- iii. an employee as defined in sub-clauses (i) and (ii), of subsidiary companies of the Company, in India, of the Company, but does not include:
 - an employee / director who is a promoter or a person belonging to the promoter group; and
 - a director who either by himself / herself or through his / her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of vesting and period of vesting

Options granted under the Plan would vest not earlier than minimum vesting period of 1 (One) year and not later than maximum vesting period of 2 (Two) years from the date of grant of such Options as under:

- 50% Options would vest at the end of first year from the date of grant of such Options, and balance 50% Options would vest at the end of second year from the date of grant of such Options.

Options shall vest essentially based on continuation of employment as per requirement of the SEBI SBEB Regulations. Besides continuity of employment, Options under the proposed Plan shall vest for Employees on the basis of corporate performance / individual performance. The Nomination and Remuneration Committee shall have the power to determine any parameters with respect to performance conditions and shall also have the power to prescribe additional vesting conditions.

Options granted would vest essentially on the basis of continuation of employment / service as on relevant date of vesting as a pre-requisite condition, provided that the eligible Employee is not under any notice of resignation or termination.

In case of death and permanent incapacity of an eligible Employee in employment or service, condition of minimum vesting period of 1 (One) year shall not apply, in which case all the Options granted up to the death or permanent incapacity, as the case may be, shall vest as on date of such event. However, in the event of superannuation, the Options shall vest as per the original vesting schedule even after the superannuation unless otherwise determined by the Nomination and Remuneration Committee as per policy of the Company and SEBI SBEB Regulations.

In the event that an eligible Employee is transferred or deputed or resigns to join any subsidiary company of the Company prior to vesting, the vesting shall continue as per original vesting schedule / conditions.

e. Maximum period within which the Options shall be vested:

Options granted under the Plan would vest not earlier than minimum vesting period of 1 (one) year and not later than maximum vesting period of 2 (two) years from the date of grant of such Options.

f. Exercise price or pricing formula:

In case of first grant, the Exercise Price shall be equal to or lower than the issue price under the proposed Rights Issue of the Company as may be decided by the Nomination and Remuneration Committee. And in case the Rights Issue does not happen and / or in case of second and subsequent grants and / or otherwise, the Exercise price shall be at such discount to the closing market price on the NSE on the date of the grant as may be decided by the Nomination and Remuneration Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares.

g. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 2 (Two) years from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.

The vested Options, as permitted under the Plan, shall be exercisable by the Employees by a written application to the Company expressing their desire to exercise such Options in such manner and in such format and in such numbers as may be prescribed by the Nomination and Remuneration Committee from time to time. The vested Options shall lapse, if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of Employees under Plan:

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

i. Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 1,25,00,000 (One Crore Twenty Five Lacs) Options per eligible Employee, however the Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee within this ceiling.

j. Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of Options is envisaged under the Plan.

k. Implementation or administration of the Plan:

The Plan shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Plan:

ESOP 2022 envisages issue of primary shares against exercise of vested Options.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

This is currently not contemplated under the present Plan.

n. Maximum percentage of secondary acquisition:

ESOP 2022 envisages issue of primary shares and there is no contemplation of secondary acquisition.

o. Accounting and Disclosure Policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of the Options as prescribed under guidance note or under any relevant accounting standard notified by the appropriate authorities from time to time.

q. Declaration:

If and so long as the Company opts for expensing of Options using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r. Period of lock-in:

The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock-in period restriction after such allotment and credit to the respective demat account; however the same shall be subject to such restrictions as may be prescribed under applicable laws including the Company's Code of Conduct to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s. Terms and conditions for buyback, if any, of specified securities covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Nomination and Remuneration Committee shall determine the procedure for buy-back of the Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The consent of the shareholders is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations for implementation of ESOP 2022.

The Board of Directors recommend implementation of ESOP 2022 for the employees of the Company and its subsidiary companies. In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos.9 and 10 of the accompanying Notice.

A draft copy of ESOP 2022 is available for inspection at the Registered office and Corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays). The same is also available on the website of the Company, www.suzlon.com to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

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, except to the extent of their entitlements determined lawfully, if any, under Plan.

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : September 2, 2022

Geetanjali S.Vaidya,
Company Secretary.
M.No.A18026.

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 Seventh Annual General Meeting as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) 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	60 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 Resolution forming part 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 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. He was re-appointed as the Wholetime Director & Chief Operating Officer of the Company w.e.f. October 1, 2019 for a further period of three years, i.e. up to September 30, 2022
7.	Shareholding in the Company	3,02,67,000 equity shares aggregating to 0.31% of the paid-up capital of the Company as on date of this Notice. He also holds shares 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 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
	Suzlon Energy Limited	Stakeholders Relationship Committee, Member Securities Issue Committee, Member ESOP Committee, Member Risk Management Committee, Member Audit Committee, Member
	Suzlon Power Infrastructure Limited	Audit Committee, Chairman Nomination & Remuneration Committee, Member
	Suzlon Global Services Limited	Audit Committee, Member Nomination & Remuneration Committee, Member CSR Committee, Chairman
	SE Forge Limited	Audit Committee, Member Nomination & Remuneration Committee, Member CSR Committee, Chairman
	Suzlon Gujarat Wind Park Limited	Nomination & Remuneration Committee, Member CSR Committee, Chairman
	Tanti Holdings Private Limited	CSR Committee, Chairman
	Samanvaya Holdings Private Limited	None
	Silectro Enterprise Private Limited	None

Mr. Hiten Timbadia (DIN: 00210210)

Brief resume : Mr. Hiten Timbadia is a Chartered Accountant by profession and has 36 years of experience in the field of Accounting, Taxation, Auditing, Finance and Consultancy.

The details of Mr. Hiten Timbadia are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Hiten Timbadia (00210210)
2.	Age	58 years
3.	Qualifications	B. Com. LLB (Gen), F.C.A
4.	Experience	36 years of experience in the field of Accounting, Taxation, Auditing, Finance and Consultancy
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 29, 2020
7.	Shareholding in the Company	2,18,000 equity shares aggregating to 0.002% of the paid-up capital of the Company as on date of this Notice
8.	Relationship with other Directors / KMPs	Mr. Hiten Timbadia is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	Not Applicable
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
	Manugraph India Limited	Audit Committee, Chairman Nomination & Remuneration Committee, Chairman.

Mr. Ajay Mathur (DIN: 08805424)

Brief resume : Mr. Ajay Mathur holds a degree in AICWA (ICMA) and MBA (Finance), Delhi University and has over 30 years of experience in the field of Finance & Accounts. Previously he has worked in organisations like Steel Authority of India Limited in various locations and capacities in the areas of Corporate Accounts, Costing, MIS, Budgeting, etc. Currently he is working in REC Limited in Credit Appraisal Division looking after entity appraisal and related work.

The details of Mr. Ajay Mathur are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Ajay Mathur (DIN: 08805424)
2.	Age	57 years
3.	Qualifications	AICWA (ICMA) and MBA (Finance)
4.	Experience	Over 30 years of experience in the field of Finance & Accounts
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 10, 2022
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Ajay Mathur is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	Not Applicable
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
	TRN Energy Private Limited, Nominee Director	None

Weblinks for various disclosure given in Annual Report for FY22

Particulars	Weblink
Dividend Distribution Policy	https://www.suzlon.com/pdf/about/cg/Policy_Dividend_Distribution.pdf
Annual Return	https://www.suzlon.com/in-en/investor-relations/notices-announcements/other-disclosures
Board diversity and Remuneration Policy	https://www.suzlon.com/pdf/about/cg/Policy_Board-Diversity-&-Remuneration.pdf
CSR Policy	https://www.suzlon.com/pdf/about/cg/CSR-policy.pdf
Whistle Blower Policy	https://www.suzlon.com/pdf/about/cg/Policy_Whistle-Blower.pdf
Terms of appointment of Independent Directors	https://www.suzlon.com/pdf/investor/OI/Draft%20Appointment%20Letter.pdf
Familiarisation Program	https://www.suzlon.com/pdf/about/cg/Familiarisation_programmes.pdf
Code of ethics	https://www.suzlon.com/pdf/about/cg/Policy_Code-of-Ethics.pdf
Fair Disclosure Code	https://www.suzlon.com/pdf/about/cg/Code-of-Fair-Disclosure_010419.pdf
Insider Trading Code	https://www.suzlon.com/pdf/about/cg/Insider-Trading-Code-050221.pdf
Risk Management Policy	https://www.suzlon.com/pdf/about/cg/PolicyRiskManagement.pdf
RPT Policy	https://www.suzlon.com/pdf/about/cg/Policy_Related-Party.pdf
Policy on Material Subsidiary	https://www.suzlon.com/pdf/about/cg/Policy_Material-Subsidiary.pdf
Financial Statements of subsidiaries	https://www.suzlon.com/in-en/investor-relations/annual-accounts-subsidiaries



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