

# Notice

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Suzlon Energy Limited (the "Meeting") will be held on Friday, September 24, 2021 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 2020-21

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2021 on standalone and consolidated basis and the reports of the Board of Directors and Auditors thereon.

### 2. To re-appoint Mr. Girish R.Tanti as Director

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

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

To appoint a Director in place of Mr. Tulsi R.Tanti (DIN: 00002283), who retires by rotation and being eligible offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. To approve remuneration of the Cost Auditors for the financial year 2021-22

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) (hereinafter referred to as the "Act"), 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 2021-22, be paid a remuneration of ₹ 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."

### 5. To vary the terms of convertible warrants issued by the Company to the lenders on preferential basis pursuant to restructuring of debt of the Company and its certain identified subsidiaries

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

"RESOLVED THAT in partial modification of the earlier resolution passed by the shareholders of the Company on May 18, 2020 by way of Postal Ballot and in terms of restructuring of debt (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan) of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 (hereinafter referred to as the "RBI Circular") and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any and to the extent applicable, of the Act and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Regulation 158(6) of Chapter V – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities including but not limited to the GOI, SEBI, RBI, MCA, lenders, etc., and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to vary the terms of 49,85,88,439 (Forty Nine Crores Eighty Five Lacs Eighty Eight Thousand Four Hundred Thirty Nine) fully paid up convertible warrants of the Company having a face value of ₹ 2/- (Rupees Two Only) each allotted to the lenders on June 27, 2020 in part conversion / resolution of their debt by way of a preferential allotment, as under:

- 1) All Warrants shall be continued to be deposited into a separate escrow agent account. The Warrants shall be released by the escrow agent to the Warrant Holders only upon occurrence of the "conversion event" (as described below).
- 2) In case Part A Facilities under the Resolution Plan are not classified as "Standard" (as per Reserve Bank of India's Master Circular - Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances dated July 1, 2015 (hereinafter referred to as "IRAC norms")) by June 30, 2022 or such other date as may be agreed upon with the lenders ("Conversion Event"), then the Warrants shall be converted into and the Company shall allot, at no additional cost / payment, 1 (One) equity share of a face value of ₹ 2/- (Rupees Two Only) each of the Company per Warrant, aggregating to 49,85,88,439 (Forty Nine Crores Eighty Five Lacs Eighty Eight Thousand Four Hundred Thirty Nine) equity shares of the Company in exchange of all the Warrants together, subject to necessary adjustments on account of any subsequent corporate actions, at no additional cost of any nature.
- 3) In case Part A Facilities under the Resolution Plan are upgraded as "Standard" (as per IRAC norms) on or before June 30, 2022 or such other date as may be agreed upon with the lenders, then all the Warrants shall expire without any further action required from the Company or the Proposed Warrant Holders and the amount subscribed shall stand forfeited.

- 4) The Warrants by their nature, until converted into equity shares, do not give the Proposed Warrant Holders any rights available to shareholders of the Company including voting rights.
- 5) The equity shares arising from exercise of the Warrants shall be fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Regulation 158(6) of the ICDR Regulations. The said equity shares shall be listed on the National Stock Exchange of India Limited and BSE Limited subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- 6) Upon taking delivery of equity shares and subject to the lock-in requirements and other applicable provisions of the ICDR Regulations, the Warrant Holders shall be free to immediately sell such shareholding in market and utilise the proceeds for reducing their Part A Facilities under the Resolution Plan.”

“RESOLVED FURTHER THAT in accordance with Regulation 158(6) of the ICDR Regulations read with Regulations 31-33 of Annex-1 to the RBI Circular, the “Reference Date”, for conversion of convertible securities into equity is the date on which the lenders approve the conversion of the convertible securities into equity and as the Warrant Holders (being the lenders to the Company) have approved the conversion of Warrants under the terms of the Resolution Plan (such terms have been described in above paragraph), such ‘Reference Date’ is the date on which the lenders have approved the Resolution Plan.”

“RESOLVED FURTHER THAT save to the limited extent expressly set out herein, no other terms of the Warrants as issued by the Company pursuant to the special resolution passed by the shareholders by way of postal ballot on May 18, 2020, are proposed to be modified in any other manner.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Securities Issue Committee of the Board (for actions that are permitted to be performed by such Committee under the provisions of the Act) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including revising the Reference Date in accordance with applicable law, deciding and / or finalising other terms in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Warrants Holders, listing of the equity shares to be issued and allotted upon conversion of Warrants, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any of the lenders while approving or implementing the Resolution Plan or by any statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board’s decisions on such matters as decisions that shall prevail and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board (for actions that are permitted to be performed by such committee under the provisions of the Act) to give effect to this resolution.”

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune  
Date : June 29, 2021

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

Regd. Office: “Suzlon”, 5, Shramali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009.

#### Notes:

1. An Explanatory Statement pursuant to Section 102 of 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 Saturday, September 18, 2021 to Friday, September 24, 2021 (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 SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. The shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant and shareholders holding shares in physical form are required to submit their PAN to the Company’s Registrar and Share Transfer Agent, 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 (excepts 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 pandemic situation of COVID-19, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No.02/2021 dated January 13, 2021 read with Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 5, 2020 (collectively the “MCA Circulars”) permitted holding of the annual general meeting through video conferencing / other audio visual means (“VC / OAVM”) for the calendar year 2021. The Securities and Exchange Board of India (SEBI) has also vide its Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively the “SEBI Circulars”) permitted holding of AGM through VC / OAVM.
7. In compliance with the applicable provisions of the Act read with the MCA Circulars and SEBI Circulars, the Meeting is being conducted through VC / OAVM. KFin, the Company’s Registrar and Share 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’ logins) 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 MCA / SEBI 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 MCA and SEBI Circulars, the Notice along with the Annual Report comprising of 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](http://www.suzlon.com)), the website of KFin (<https://evoting.kfintech.com>) and also on the website of the BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.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, for receiving the Notice and Annual Report. Requests can be sent by email ([einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)) or by logging into [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).

The members are requested to support this Green Initiative effort of the Company and get their email ID registered.

#### **PROCEDURE FOR JOINING THE MEETING THROUGH VC / OAVM:**

14. 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 'Event' for Company's Meeting.  
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.
15. Members may join the Meeting through laptops, smartphones, tablets or ipads for better experience. Further, members will be required 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 web-cam to enable two-way video conferencing.
16. 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.
17. Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.
18. Members, holding shares as on the cut-off date i.e Friday, September 17, 2021 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 Tuesday, September 21, 2021 (9:00 a.m. IST) up to Thursday, September 23, 2021 (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.
19. 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 Thursday, September 23, 2021. The shareholders may also send their questions by email to [investors@suzlon.com](mailto:investors@suzlon.com).
20. 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](mailto:evoting@kfintech.com).

#### **PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE MEETING:**

21. Members are requested to attend and participate at the ensuing Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting.
22. 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. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purpose only.

23. 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, Senior Manager, KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) on KFin's toll free No.: 1-800-309-4001 for any further clarifications / technical assistance that may be required.
24. 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 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.
25. The remote e-voting period commences on **Tuesday, September 21, 2021 (9:00 a.m. IST) and ends on Thursday, September 23, 2021 (5:00 p.m. IST)**. During this period, members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, September 17, 2021 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.
26. 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.
27. 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](mailto: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 voting.
28. 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").
29. 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 e-mail ID with their DPs to access the e-voting facility.
30. The process and manner for remote e-voting and joining and voting at the Meeting are explained below:  
 Step 1: Access to Depositories e-voting system in case of individual members holding shares in demat mode.  
 Step 2: Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.  
 Step 3: Access to join the Meeting on KFin system and to participate and vote thereat.

**Details on Step 1 (Access to Depositories e-voting system in case of individual members holding shares in demat mode) are mentioned below:**

- l) Login for remote e-voting for Individual members holding equity shares in demat mode.

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a personal computer or on a mobile.</li> <li>2. 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.</li> <li>3. 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.</li> <li>4. Click on company name i.e. 'Suzlon Energy Limited' or e-voting service provider i.e. KFin.</li> <li>5. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting.</li> </ol> <p><b>Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> for registering.</li> <li>2. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>.</li> <li>4. 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.</li> <li>5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>6. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>7. 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.</li> <li>8. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>     </div>

Type of member	Login Method
Individual members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System MyEasi.</li> <li>Login to MyEasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>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.</li> </ol> <p><b>2. User not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no.1 above to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide demat Account Number and PAN</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>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.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
Individual members login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, members will be able to view e-voting option.</li> <li>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.</li> <li>Click on options available against Suzlon Energy Limited or KFin.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

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:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 (Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode) are mentioned below:**

- II) Login method for e-voting for members other than Individual members holding shares in demat mode and members holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company / Depository Participants(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:
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6093, 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.
  - After entering these details appropriately, click on “LOGIN”.
  - 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.
  - Members would need to login again with the new credentials.
  - 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 a member does not desire to cast their vote on any specific item, it will be treated as abstained.
  - x) A member 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 a member has 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).
- (B) Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Annual Report, Notice of Meeting and e-voting instructions cannot be serviced, will have to follow the following process:
- i) Members who have not registered their email address, thereby not being in receipt of the Annual Report, 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/mobileereg/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 Annual Report, Notice of the meeting and e-voting instructions along with the User ID and Password. In case of any queries, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iii) Alternatively, members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto: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 Annual report, 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.

**Details on Step 3 (Access to join the Meeting on KFin system and to participate and vote thereat) are mentioned below:**

- III) 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.
- 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) Other Instructions:
- i) 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.
  - ii) 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 i.e. September 17, 2021.
  - iii) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. September 17, 2021 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 + Folio No. or MYEPWD<space>DP ID Client ID to +919212993399  
 Example for NSDL: MYEPWD<SPACE> IN12345612345678  
 Example for CDSL: MYEPWD<SPACE> 1402345612345678  
 Example for Physical: MYEPWD<SPACE> 60931234567890  
 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.
  - iv) Members may call KFin toll free number 1-800-309-4001.
  - v) Members may send an email request to: [evoting@kfintech.com](mailto: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.
  - vi) The procedure for e-voting during the Meeting is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.

31. 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 approve remuneration of the Cost Auditors for the financial year 2021-22**

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 2021-22. 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 passing of the Ordinary Resolution to approve remuneration of the Cost Auditors for the financial year 2021-22. 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 vary the terms of convertible warrants issued by the Company to the lenders on preferential basis pursuant to restructuring of debt of the Company and its certain identified subsidiaries**

In terms of the restructuring of debt of the Company and its certain identified subsidiaries (collectively, "Suzlon The Group" or the "STG") formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated June 7, 2019 (hereinafter referred to as the "RBI Circular") (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by the lenders, the definitive agreements and other documents, writings, written communications as the Board enters into / exchanges with the lenders / others in relation to or in order to implement the Resolution Plan), the Company has, inter alia, allotted 49,85,88,439 (Forty Nine Crores Eighty Five Lacs Eighty Eight Thousand Four Hundred Thirty Nine) fully paid up convertible warrants of the Company having a face value of ₹ 2/- (Rupees Two Only) each, as under, in part conversion of the debt of the lenders:

Sr. No.	Name of Lender(s)	No. of Warrants of ₹ 2/- each allotted in part conversion of existing debt of the Lenders
1.	State Bank of India	17,67,72,310
2.	Axis Bank Limited	1,13,88,792
3.	Bank of Baroda	4,95,25,905
4.	Bank of India	33,82,330
5.	Bank of Maharashtra	64,64,551
6.	Central Bank of India	2,05,85,731
7.	ICICI Bank Limited	1,28,86,354
8.	IDBI Bank Limited	6,43,43,128
9.	Indian Overseas Bank	3,75,99,737
10.	Punjab National Bank	3,99,70,490
11.	Union Bank of India	55,39,236
12.	Yes Bank Limited	48,92,427
13.	Life Insurance Corporation of India	1,58,31,634
14.	The Saraswat Co-operative Bank Limited	17,87,420
15.	Export Import Bank of India	53,10,495
16.	Power Finance Corporation Limited	4,23,07,899
<b>Total</b>		<b>49,85,88,439.</b>

Originally, the Resolution Plan was contemplated to be implemented with effect from March 31, 2020. Considering the original implementation date of March 31, 2020, the date of March 31, 2022, being the date for Conversion Event, was fixed, by when Part A Facilities under the Resolution Plan are to be classified as "Standard" (as per Reserve Bank of India's Master Circular - Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances dated July 1, 2015), happening or non-happening of which was to trigger either conversion of the Warrants into equity shares of the Company or the Warrants would expire without any further action required from the Company or the Warrant Holders.

However on account of COVID-19 pandemic, the implementation of the Resolution Plan was delayed and eventually implemented with effect from June 30, 2020. In light of the revised implementation date, it has been agreed upon with the lenders to also revise the corresponding date of Conversion Event from March 31, 2022 to June 30, 2022 or such other date as may be agreed upon by the lenders. And since the shareholders had approved March 31, 2022 as the date for Conversion Event, it has become necessary to seek the approval of the shareholders for change in date of the Conversion Event from March 31, 2022 to June 30, 2022.

There are no other changes in the details of the preferential issue of the Warrants as disclosed in the explanatory statement to the Notice of Postal Ballot dated April 18, 2020.

It is hereby clarified that in case of any inconsistency between the terms and conditions mentioned in the resolutions and / or the corresponding explanatory statements and the terms and conditions specified in the Resolution Plan, the terms and conditions contained in the Resolution Plan shall always prevail to the maximum extent permitted under the applicable laws and practical to implement.

The equity shares arising pursuant to conversion of the Warrants, as the case may be, in terms of this Resolution shall be listed on the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

The consent of the shareholders is required for variation in terms and conditions of the Warrants in terms of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations, Listing Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Board of Directors recommend passing of the Special Resolution to vary the terms of the convertible warrants issued by the Company to the lenders on preferential basis pursuant to restructuring of debt of the Company and its certain identified subsidiaries. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.5 of the accompanying Notice.

Copies of documents relevant to this Resolution 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](http://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. Further, the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest exceeding 2% in the Warrant Holders.

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune  
Date : June 29, 2021

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

**Brief resume** – Mr. Girish R.Tanti is one of the founding members of Suzlon Energy Limited. He brings to Suzlon a unique blend of understanding the dynamics of technology and strong business acumen. He has played many roles in helping create the global corporation that Suzlon is today. Over the years he has led International Business Development, Human Resources, Information Technology, Communications and CSR- all critical functions in making Suzlon the only wind energy player from a developing nation to rank among the top 5 (five) worldwide. In his current role, as Director-on-board, he provides strategic direction and oversight towards the long-term objectives of the group. Through the years, Mr. Girish R.Tanti has not only believed in, but completely devoted himself to champion the vision of harnessing the power of wind to power a greener, more sustainable tomorrow for generations to come.

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

Sr. No.	Particulars	Details of Director
1.	Name of Director	Mr. Girish R.Tanti (DIN: 00002603)
2.	Age	51 years
3.	Qualifications	Electronic engineer with a management graduation from the Business School at the Cardiff University UK
4.	Experience	Over 20 years' experience in International Business Development, Human Resources, Information Technology, Corporate Communications and CSR
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	December 4, 1995
7.	Shareholding in the Company	10,00,19,000 equity shares aggregating to 1.13% of the paid-up capital of the Company as on date of this Notice
8.	Relationship with other Directors / KMPs	Mr. Girish R.Tanti is brother of Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	a) Suzlon Energy Limited	Nomination and Remuneration Committee – Member CSR Committee – Member
	b) Tanti Holdings Private Limited	CSR Committee – Member
	c) Samanvaya Holdings Private Limited	None

**Mr. Tulsi R.Tanti (DIN: 00002283)**

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

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

Sr. No.	Particulars	Details of Director
1.	Name of Director	Mr. Tulsi R.Tanti (DIN: 00002283)
2.	Age	63 years
3.	Qualifications	Bachelor degree in Commerce & Diploma in Mechanical Engineering
4.	Experience	More than 30 years' experience in the field of renewable energy sector
5.	Details of remuneration to be paid, if any	The details of remuneration drawn have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	April 10, 1995
7.	Shareholding in the Company	39,05,000 equity shares aggregating to 0.04% of the paid-up capital of the Company as on date of this Notice. He also holds shares in the capacity as karta of HUF and jointly with others.
8.	Relationship with other Directors / KMPs	Mr. Tulsi R.Tanti is brother of Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer and Mr. Girish R.Tanti, the non-executive director
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report 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 – Chairman CSR Committee – Chairman ESOP Committee – Chairman Risk Management Committee – Chairman



