

Notice

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of Suzlon Energy Limited (the "Meeting") will be held on Friday, September 25, 2020 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 2019-20

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 on standalone and consolidated basis and the reports of the Board of Directors and Auditors thereon.

2. 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.

3. 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.

SPECIAL BUSINESS:

4. To appoint Mr. Rakesh Sharma, a nominee of State Bank of India as Director

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

"RESOLVED THAT Mr. Rakesh Sharma (DIN: 06695734) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from December 19, 2019 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation."

5. To appoint Mr. Sameer Shah as an Independent Director for a term of five years

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 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the "Listing Regulations"), Mr. Sameer Shah (DIN: 08702339), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 27, 2020 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from February 27, 2020 to February 26, 2025, whose period of Office shall not be liable to determination by retirement of directors by rotation."

6. To appoint Mrs. Seemantinee Khot as an Independent Director for a term of five years

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 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the "Listing Regulations"), Mrs. Seemantinee Khot (DIN: 07026548), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 16, 2020 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from March 16, 2020 to March 15, 2025, whose period of Office shall not be liable to determination by retirement of directors by rotation."

7. To appoint Mr. Gautam Doshi as an Independent Director for a term of three years

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 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the "Listing Regulations"), Mr. Gautam Doshi (DIN: 00004612), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 4, 2020 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of three years with effect from May 4, 2020 to May 3, 2023, whose period of Office shall not be liable to determination by retirement of directors by rotation."

8. To appoint Mr. Hiten Timbadia as Director

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

"RESOLVED THAT Mr. Hiten Timbadia (DIN: 00210210), who was appointed as an Additional Director of the Company with effect from August 29, 2020 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company whose period of Office shall be liable to determination by retirement of directors by rotation."

9. To approve remuneration of the Cost Auditors for the financial year 2020-21

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. D.C.Dave & Co., Cost Accountants (Firm Registration No.000611), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2020-21, 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."

10. To re-appoint Mr. Per Hornung Pedersen as an Independent Director for a second term of five years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), Mr. Per Hornung Pedersen (DIN:07280323), Independent Director, whose current term of office as an Independent Director expires on September 27, 2020 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations and who is eligible for appointment for another term of five years, be and is hereby appointed as an Independent Director for a second term of five years with effect from September 28, 2020 till September 27, 2025, and whose period of Office shall not be liable to determination by retirement of directors by rotation."

11. To approve payment of remuneration to Mr. Vinod R.Tanti, 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 in furtherance of the resolution passed at the Twenty Fourth Annual General Meeting of the Company held on September 20, 2019 and pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and such other provisions to the extent applicable, and as approved by the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors of the Company at their respective meetings held on August 24, 2020, the approval of the shareholders be and is hereby accorded for payment of remuneration to Mr. Vinod R.Tanti for the balance term of his office post curing of defaults with the lenders, i.e. for the period from July 1, 2020 to September 30, 2022 as under:

- 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 (3 year period) with maximum eligibility up to 50% of the base salary (subject to cap on maximum pay-out in first 2 years would be 40% of base salary subject to final adjustment in 3rd year).for an aggregate amount not exceeding Rs.6,40,00,000/- (Rupees Six Crores Forty Lacs Only) per annum.
- 3) Perquisites:
 - a) Medical benefits for self and family: All medical expenses incurred by the Wholetime Director & Chief Operating Officer and his family shall be reimbursed in accordance with the Suzlon Group Medclaim Policy;
 - b) Insurance: As per Suzlon Group Accident Policy;
 - c) Reimbursement of expenses: The Company shall reimburse to the Wholetime Director & Chief Operating Officer all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.

Explanation: “family” shall mean the spouse, the dependent children and the dependent parents of the Wholetime Director & Chief Operating Officer.”

“RESOLVED FURTHER THAT the approval of the shareholders is also accorded for payment of such remuneration to Mr. Vinod R.Tanti for the period from October 1, 2019 till June 30, 2020, as may be approved by the lenders.”

“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 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.”

12. 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 subject to such other approvals and permissions, if any and to the extent required, the existing Part B of the Articles of Association of the Company be and the same is hereby substituted with the new Part B of the Articles of Association.”

“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.”

13. To issue redeemable non-convertible debentures on private placement basis

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 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to the extent applicable and further subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by Securities and Exchange Board of India (“SEBI”), including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, and the provisions of the uniform listing agreements entered into by the Company with the stock exchanges on which the equity shares having face value of Rs.2/- each of the Company are listed (“Stock Exchanges”), the Reserve Bank of India (“RBI”) and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other applicable laws, rules, regulations, guidelines and such other approvals, permissions, consents, and sanctions as might be required from the Government of India, SEBI, RBI, the Stock Exchanges, lenders or any regulatory or statutory authority as may be required, and subject to such conditions and / or modifications as may be prescribed or imposed by such authority while granting such approvals, consents, permissions and sanctions, which may be agreed upon by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof), the consent of the shareholders be and is hereby accorded to the Board to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and / or series, whether secured or unsecured, whether listed or unlisted, redeemable non-convertible debentures (“NCDs”) to Suzlon Global Services Limited, the wholly owned subsidiary of the Company (“SGSL”), aggregating to an amount not exceeding Rs.4,453.01 Crores, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, during the period permitted under the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, within the overall borrowing limit of the Company, as approved by the shareholders of the Company from time to time, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine, negotiate, modify and finalise the terms of issue of the NCDs, timing for the issue, the number of NCDs to be issued, tranches, series, issue price, currency, tenure, interest rate, premium and / or discount, repayment, listing and such other matters incidental and ancillary thereto and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary, desirable and expedient, including appointment of intermediaries, and to sign and execute deeds, documents, undertakings, agreements, declarations, letters and such other papers as may be required in this regard and to resolve and settle all questions and difficulties that may arise from time to time without the need to seek approval of the shareholders again.”

“RESOLVED FURTHER THAT all the aforesaid powers and authorities be and are hereby further delegated to the Securities Issue Committee of the Board and that the said Securities Issue Committee be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. and to do all such acts, deeds, matters and things as might be required in connection with the offer, issue and / or allotment of the NCDs, as aforesaid, which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation thereto, and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board.”

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : August 29, 2020

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

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 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 19, 2020 to Friday, September 25, 2020 (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 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, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Email: einward.ris@kfintech.com; Toll Free No.1800-3454-001.
5. All documents required to be kept open for inspection, if any, shall be open for inspection at the Company's Registered office and Corporate office between 2.00 p.m. and 5.00 p.m. on all working days (excepts Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (www.suzlon.com) to facilitate online inspection till the conclusion of the Meeting.
6. In view of the prevailing lock down situation across the Country due to outbreak of COVID-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs (MCA) vide Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.20/2020 dated May 5, 2020 (collectively, the "MCA Circulars"), companies are permitted to hold their annual general meeting through VC / OAVM for the calendar year 2020. The Securities and Exchange Board of India (SEBI) has also vide its Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, permitted holding of AGM through VC / OAVM ("SEBI Circular").
7. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA / SEBI Circulars, the Meeting is being conducted through VC / OAVM. The Company has appointed KFin Technologies Private Limited, the Company's Registrars and Transfer Agents ("KFinTech"), to provide VC / OAVM / Instapoll / remote e-voting facility for the Meeting and the attendant enablers for conducting of the Meeting.
8. In terms of Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. However since the Meeting is being held through VC / OAVM pursuant to the MCA / SEBI Circulars, the physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders shall not be available for the Meeting. Hence the proxy form, attendance slip and route map are not being sent to the shareholders for the Meeting.
9. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad (Membership No.F2587 and Certificate of Practice No.2407), as the Scrutinizer for conducting the e-voting process 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) shall 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 Company's website (www.suzlon.com) and on KFinTech's weblink (<https://evoting.karvy.com>).
10. Pursuant to the provisions of the MCA / SEBI Circulars on the VC / OAVM:
 - i. The shareholders can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. Physical attendance of the shareholders at the Meeting is not required.
 - ii. Facility for appointment of proxy by the shareholders to attend and cast vote on behalf of the shareholder is not available for the Meeting.
 - iii. Body Corporates are entitled to appoint authorised representatives to attend the Meeting through VC / OAVM and participate thereat and cast their votes through e-voting.
 - iv. The financial statements including Boards' Report, Auditors' Report, Notice or other documents have been sent only by email to all the persons entitled thereto and physical copies will not be sent.
 - v. The shareholders can join the Meeting fifteen minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - vi. Up to 1,000 shareholders will be able to join on a FIFO basis at the Meeting.
 - vii. No restrictions on entry to the Meeting on account of FIFO basis in respect of the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors, etc.
 - viii. The attendance of the shareholders (members logins) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. **Instructions for shareholders who have not registered their email address:**
 - i. The shareholders who have not registered their email address or registered an incorrect email address and in consequence the Annual Report, Notice of the Meeting and e-voting instructions could not be serviced, may temporarily get their email address and mobile number updated with KFinTech by clicking the link: https://ris.kfintech.com/email_registration/ and following the registration process as guided thereafter.
 - ii. It is clarified that for permanent registration of the email address, the shareholders are requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFinTech by following due procedure.
 - iii. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / annual reports electronically to their email address.
 - iv. The shareholders who need assistance can contact Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Email: einward.ris@kfintech.com; Toll Free No.1800-3454-001; contact person Mr. Ganesh Chandra Patro, Senior Manager, KFinTech .
12. **Instructions for the shareholders for attending the Meeting through VC / OAVM:**
 - i. The shareholders will be provided with facility to attend the Meeting through VC / OAVM platform provided by KFinTech. The shareholders may access the same at <https://emeetings.kfintech.com> and click on, "video conference", and access the shareholders login by using the remote e-voting credentials. The link for the Meeting will be available in the shareholders login where the EVENT and the name of the Company can be selected.
 - ii. Please note that the shareholders who do not have 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 of the Meeting.
 - iii. The shareholders are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - iv. Further, the shareholders will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the Meeting.
 - v. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of such glitches.
 - vi. The shareholders who would like to express their views / ask questions during the Meeting may log on to <https://emeetings.kfintech.com/> and click, "Post your Questions", to post their queries / views / questions in the window provided by mentioning their name, demat account number / folio number, email id,

mobile number. Please note that questions of only the members', i.e. the shareholders who continue to hold shares on the cut-off date, will be answered. "Post Your Questions" shall commence on Tuesday, September 22, 2020 at 9.00 a.m. (IST) and shall close on Thursday, September 24, 2020 at 5.00 p.m. (IST). The shareholders may also send their questions by email to investors@suzlon.com.

- vii. Log on to <https://emeetings.kfintech.com/> and click, "Speaker Registration", by mentioning the demat account number / folio number, city, email id, mobile number and submit. The speaker registration shall commence on Tuesday, September 22, 2020 at 9.00 a.m. (IST) and shall close on Thursday, September 24, 2020 at 5.00 p.m. (IST).

13. Instructions for shareholders for e-Voting during the Meeting session:

- i. The e-voting, "Thumb sign", on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the Meeting proceedings. The shareholders shall click on the same to take them to the "Instapoll" page.
- ii. The shareholders to click, "Instapoll," icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. Only those shareholders, who are present in the Meeting and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.

14. Instructions for Remote Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of the Meeting through electronic voting system, to the shareholders holding shares as on **September 18, 2020, being the "cut-off date"** fixed for determining voting rights of the shareholders entitled to participate in the remote e-voting process, through the e-voting platform provided by KFintech or through Instapoll facility provided during the Meeting. E-voting is optional.

The shareholders of the Company holding shares either in dematerialised or in physical form, as on the cut-off date, may cast their vote electronically. The shareholders attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The shareholders who have already cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after the Notice of the Meeting is sent and is holding shares as on the cut-off date i.e. September 18, 2020, may obtain the User ID and password for exercising their right to vote by electronic means and attend the meeting through VC / OAVM 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>DP ID Client ID or Event number (i.e.5535)+Folio No. to 9212993399
Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical : MYEPWD<SPACE>55351234567
- If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- If email or mobile number of the member is not registered against Folio No./DP ID Client ID, then kindly refer to "Instructions for shareholders who have not registered their email address" provided at point no.11 above.

The process and manner for remote e-voting is given below:

- i. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- ii. Enter the login credentials, i.e. User ID and password mentioned in your email. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the KFintech's e-voting weblink to reset the same.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT, i.e. SUZLON ENERGY LIMITED.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST', as the case may be, or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. The shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Cast your votes by selecting an appropriate option and click, 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate / institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF / JPG format) of the certified true copy of the relevant board resolution / authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through email at ravi@ravics.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the name format, 'BAL_EVENT No.'
- xi. **The shareholders can cast their vote online from Tuesday, September 22, 2020 (9.00 a.m. IST) till Thursday, September 24, 2020 (5.00 p.m. IST). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.**
- xii. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for the shareholders and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFintech on 1800 345 4001 (toll free).

KPRISM - Mobile service application by KFintech:

The shareholders are requested to note that, the Company's Registrar and Share Transfer Agents, M/s. KFin Technologies Private Limited, have launched a new mobile application – KPRISM and website <https://kprism.kfintech.com> for online service to the shareholders.

The shareholders can download the mobile application, register yourself (onetime) for availing host of services, viz., consolidated portfolio view serviced by KFintech, dividends status and send requests for change of address, change / update bank mandate. Through the mobile app, the shareholders can download annual reports, standard forms and keep track of upcoming general meetings, IPO allotment status and dividend disbursements. The mobile application is available for download from Android Play Store or scan the below QR code. Alternatively visit the link <https://kprism.kfintech.com/app/> to download the mobile application.



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

EXPLANATORY STATEMENT

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

Agenda Item No.4: To appoint Mr. Rakesh Sharma, a nominee of State Bank of India as Director

Mr. Rakesh Sharma (DIN: 06695734) was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from December 19, 2019. 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. Rakesh Sharma as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend passing of the Ordinary Resolution to appoint Mr. Rakesh Sharma, a nominee of State Bank of India, as Director. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.4 of the accompanying Notice.

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

Agenda Item No.5: To appoint Mr. Sameer Shah as an Independent Director for a term of five years

Mr. Sameer Shah (DIN: 08720339) has been appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company for a term of five years with effect from February 27, 2020 to hold office up to the ensuing Annual General Meeting of the Company and then till February 26, 2025 subject to regularisation of such appointment by the shareholders of the Company at the ensuing Annual General Meeting of the Company. Mr. Sameer Shah has given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his appointment as an Independent Director of the Company for a term of five years. In the opinion of the Board, Mr. Sameer Shah is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment of and as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Sameer Shah as an Independent Director is now being placed before the shareholders for their approval.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered office and Corporate office between 2.00 p.m. and 5.00 p.m. on all working days (excepts Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (www.suzlon.com) to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

The details of Mr. Sameer Shah as required to be given in terms of Regulations 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointments / re-appointment.

The Board of Directors recommend passing of the Ordinary Resolution to appoint Mr. Sameer Shah as an Independent Director for a term of five years. 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. Sameer Shah being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.6: To appoint Mrs. Seemantinee Khot as an Independent Director for a term of five years

Mrs. Seemantinee Khot (DIN: 07026548) has been appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company for a term of five years with effect from March 16, 2020 to hold office up to the ensuing Annual General Meeting of the Company and then till March 15, 2025 subject to regularisation of such appointment by the shareholders of the Company at the ensuing Annual General Meeting of the Company. Mrs. Seemantinee Khot has given a declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended her appointment as an Independent Director of the Company for a term of five years. In the opinion of the Board, Mrs. Seemantinee Khot is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment of and as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mrs. Seemantinee Khot as an Independent Director is now being placed before the shareholders for their approval.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered office and Corporate office between 2.00 p.m. and 5.00 p.m. on all working days (excepts Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (www.suzlon.com) to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

The details of Mrs. Seemantinee Khot as required to be given in terms of Regulations 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointments / re-appointment.

The Board of Directors recommend passing of the Ordinary Resolution to appoint Mrs. Seemantinee Khot as an Independent Director for a term of five years. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.6 of the accompanying Notice.

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

Agenda Item No.7: To appoint Mr. Gautam Doshi as an Independent Director for a term of three years

Mr. Gautam Doshi (DIN: 00004612) has been appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company for a term of three years with effect from May 4, 2020 to hold office up to the ensuing Annual General Meeting of the Company and then till May 3, 2023 subject to regularisation of such appointment by the shareholders of the Company at the ensuing Annual General Meeting of the Company. Mr. Gautam Doshi has given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his appointment as an Independent Director of the Company for a term of three years. In the opinion of the Board, Mr. Gautam Doshi is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment of and as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Gautam Doshi as an Independent Director is now being placed before the shareholders for their approval.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered office and Corporate office between 2.00 p.m. and 5.00 p.m. on all working days (excepts Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (www.suzlon.com) to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

The details of Mr. Gautam Doshi as required to be given in terms of Regulations 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointments / re-appointment.

The Board of Directors recommend passing of the Ordinary Resolution to appoint Mr. Gautam Doshi as an Independent Director for a term of three years. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.7 of the accompanying Notice.

Except for Mr. Gautam Doshi 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.8: To appoint Mr. Hiten Timbadia as Director

In terms of the Amended and Restated Shareholders' Agreement dated February 28, 2020 (the "SHA") between the investor group being Mr. Dilip Shanghvi Family and associates (hereinafter referred to as "Investor Group"), the Promoter Group and the Company, the Investor Group has nominated Mr. Hiten Timbadia as its representative on the Board of the Company. Accordingly he was appointed as an Additional Director of the Company, with effect from August 29, 2020. 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. Hiten Timbadia as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend passing of the Ordinary Resolution to appoint Mr. Hiten Timbadia as Director. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.8 of the accompanying Notice.

Except for Mr. Hiten Timbadia, 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.9: To approve remuneration of the Cost Auditors for the financial year 2020-21

The Board of Directors have, at the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. D.C.Dave & Co., Cost Accountants (Firm Registration No.000611), to conduct the audit of the Cost Records of the Company for the financial year 2020-21. In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

The Board of Directors recommend passing of the Ordinary Resolution to approve remuneration of the Cost Auditors for the financial year 2020-21. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.9 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.10: To re-appoint Mr. Per Hornung Pedersen as an Independent Director for a second term of five years

Mr. Per Hornung Pedersen was appointed as the Independent Director of the Company for a term of five years, which term expires on September 27, 2020. In terms of Section 149(10) of the Companies Act, 2013 read with the Rules made thereunder, Mr. Per Hornung Pedersen is eligible for appointment for another term of five years from September 28, 2020 to September 27, 2025, subject however to the approval of the shareholders by way of a special resolution. Mr. Per Hornung Pedersen has given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his appointment as an Independent Director of the Company for a second term of five years. In the opinion of the Board, Mr. Per Hornung Pedersen is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment of and as an Independent Director for a second term of five years. Considering the skills, expertise and competencies possessed by Mr. Per Hornung Pedersen, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as an Independent Director for a second term of five years, who shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Per Hornung Pedersen as an Independent Director is now being placed before the shareholders for their approval.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered office and Corporate office between 2.00 p.m. and 5.00 p.m. on all working days (excepts Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (www.suzlon.com) to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

The details of Mr. Per Hornung Pedersen as required to be given in terms of Regulation 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend passing of Special Resolution to re-appoint Mr. Per Hornung Pedersen as an Independent Director for a second term of five years. In the light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.10 of the accompanying Notice.

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

Agenda Item No.11: To approve payment of remuneration to Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer of the Company

Mr. Vinod R.Tanti was re-appointed as a Wholetime Director & Chief Operating Officer w.e.f. October 1, 2019 for a period of three years, i.e. up to September 30, 2022, in terms of the approval granted by the shareholders of the Company at the Twenty Fourth Annual General Meeting held on September 20, 2019. Since the Company had defaulted in payment of dues to the lenders, the payment of remuneration was subject to approval of the lenders. Pending approval of the lenders, no remuneration has been paid to Mr. Vinod R.Tanti from October 1, 2019. However considering the fact that the Company has restructured its debts and all the existing defaults have been waived off in terms of the Resolution Plan, it is now proposed to obtain approval of the shareholders for payment of remuneration to Mr. Vinod R.Tanti for the balance term of his office post curing of defaults with the lenders, i.e. for the period from July 1, 2020 to September 30, 2022.

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

I. General Information:

- (1) **Nature of Industry** - The Company is engaged in the business of design, development, manufacturing and supply of Wind Turbine Generators of various rated capacities and providing turnkey solution for setting-up of and operating and maintaining of windfarm projects.
- (2) **Date or expected date of commencement of commercial production** - The Company was incorporated on April 10, 1995 and the certificate for commencement of business was issued on April 25, 1995. The Company has been operational since last twenty five years.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - Not Applicable
- (4) **Financial performance based on given indicators** - The following are the results of the Company for the last three years, at glance:

(Rupees in Crore)

Financial Parameters	Financial Year		
	2019-20	2018-19	2017-18
Turnover	300.29	2,471.08 ¹	5,953.57 ¹
Net Profit / (Loss) (as per Statement of P & L)	(3,276.63)	(7,413.33)	(1,156.14)
Amount of Equity Dividend	Nil	Nil	Nil
Rate of Equity Dividend	N.A.	N.A.	N.A.

¹ Figures restated as per Ind AS 115

- (5) **Foreign investments or collaborations, if any:** As on March 31, 2020, 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, 2020.

As on March 31, 2020, there were following type of foreign investors in the Company:

Type of Foreign Investors	Shareholding as on March 31, 2020	% to paid-up capital as on March 31, 2020
Foreign Portfolio Investors	19,31,18,371	3.63
Non-Resident Indians	8,59,67,592	1.62
Non-Resident Indians Non Repatriable	2,30,90,828	0.43
Foreign Corporate Bodies	3,34,77,684	0.63
Foreign Nationals	64,000	0.00
Total	33,57,18,475	6.31

II. Information about the appointee:

- (1) **Background details, recognition / awards:** Mr. Vinod R.Tanti has been associated with Suzlon right from its inception. He has handled diverse portfolios, largely on a Conceive - Design - Build - Operate and Transfer model. He contributes to the Company his experience of the entire wind value chain segments

as well as process centricity and innovation. His focus areas are creating alignment and deriving synergy within and between value chain components. Mr. Vinod R.Tanti was a Director / Executive Director of the Company since April 10, 1995 till July 1, 2005. He was appointed as an Executive Director w.e.f. November 1, 2010 till June 1, 2012 and thereafter continued as a Non-executive Director of the Company. He was appointed as the Wholetime Director & Chief Operating Officer w.e.f. October 1, 2016 till September 30, 2019. Further, 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.

- (2) **Past remuneration:** In terms of approval granted by the shareholders of the Company at the Twenty First Annual General Meeting held on September 30, 2016, Mr. Vinod R.Tanti was entitled to a remuneration of Rs.3,20,00,000/- p.a. plus incentives and perquisites for a period from October 1, 2016 to September 30, 2019. However since the Company has incurred losses during the financial year 2019-20, the remuneration paid to Mr. Vinod R.Tanti has been restricted to Rs.1,41,00,000/-, for a period from April 1, 2019 up to September 30, 2019, i.e. within the limits prescribed under Schedule V to the Companies Act, 2013, as permitted in terms of the shareholders' approval read with the applicable provisions of the Companies Act, 2013. The details of actual remuneration paid to Mr. Vinod R.Tanti during the period from April 1, 2019 till September 30, 2019 is as under:

Period	Salary (Rs.)	Retirement benefits (Rs.)	Gratuity (Rs.)	Bonus / Commission / Stock option / Incentive	Total (Rs.)
April 1, 2019 to September 30, 2019	1,31,92,800	6,48,000	2,59,200	-	1,41,00,000

Apart from the remuneration disclosed above, Mr. Vinod R.Tanti has not been paid any other remuneration except other privileges as are generally available to other employees of the Company.

Further, Mr. Vinod R.Tanti has been re-appointed as Wholetime Director & Chief Operating Officer w.e.f. October 1, 2019 for a period of three years, i.e. up to September 30, 2022, on same terms and conditions, in terms of approval granted by the shareholders of the Company at the Twenty Fourth Annual General Meeting held on September 20, 2019, subject however to approval of the lenders since the Company was in default in repayment of loan. In absence of approval of the lenders, no remuneration has been paid to Mr. Vinod R.Tanti from October 1, 2019. Considering the fact that the Company has restructured its debts and all the existing defaults have been waived off in terms of the Resolution Plan, it is now proposed to obtain approval of the shareholders for payment of remuneration to Mr. Vinod R.Tanti for the balance term of his office post curing of defaults with the lenders, i.e. for the period from July 1, 2020 to September 30, 2022. Approval is also sought for payment of such remuneration for the period from October 1, 2019 till June 30, 2020, as may be approved by the lenders.

- (3) **Job profile and his suitability:** Mr. Vinod R.Tanti in his capacity as Wholetime Director & Chief Operating Officer of the Company contributes his experience to the entire wind value chain segments as well as process centricity and innovation. With the educational background and rich experience held by Mr. Vinod R.Tanti, the Company has been tremendously benefited as also would continue to get the advantage of knowledge and experience of Mr. Vinod R.Tanti for the years to come.
- (4) **Remuneration proposed:** The details of remuneration proposed to be paid to Mr. Vinod R.Tanti have been disclosed in the resolution. The shareholders have already approved payment of remuneration to Mr. Vinod R.Tanti while approving his re-appointment; however as a matter of good corporate governance, the same matter is being submitted again to the shareholders for their approval.
- (5) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into account the contribution being made by Mr. Vinod R.Tanti in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the financial position of the Company, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.
- (6) **Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel, if any:** Mr. Vinod R.Tanti is a Promoter Director and holds 2,52,67,000 equity shares of the Company in his individual capacity as on the date of this Notice. He also holds equity shares in capacity as karta of HUF and jointly with others. Mr. Vinod R.Tanti does not have any pecuniary relationship, directly or indirectly with the Company. Mr. Vinod R.Tanti is related to Mr. Tulsi R.Tanti, the Chairman & Managing Director, and Mr. Girish R.Tanti, the Non-executive Director of the Company, and except for that Mr. Vinod R.Tanti does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

III. Other Information:

- (1) **Reasons for loss / inadequate profits, if any:** Post sale of Servion SE and initial equity infusion by Dilip Shanghvi Family & Associates, the Company focused on profitability by ramping up volumes and exercising better control over fixed cost. The Company has significantly reduced its net working capital, optimised the debt maturity profile and maintained strong liquidity position which resulted in turnaround of the Company. Again from the financial year 2017-18, the profitability started declining leading to losses primarily due to lower volumes on account of transition of Indian wind industry from feed in tariff (FIT) regime to competitive bidding, foreign exchange losses, impairment losses and finance costs.
- (2) **Steps taken / proposed to be taken for improvement:** The Company has taken following operational steps during the last 2 (two) years in order to combat the economic and policy challenges:

- Building up of quality order book;
- consistent and continuous focus on technological improvements for new product development and increasing the efficiency and PLF of the products;
- COGS reduction through value engineering;
- concerted efforts on optimising and reduction in fixed costs and optimisation of net working capital;
- reduction in debt and finance cost;
- the debt amounting to Rs.11,367 Crores has been restructured with the unanimous approval of the lenders which includes waiver of all the past events of default under the existing agreements and conversion of debt into new term loan and various other financial instruments issued by the Company / its subsidiary. Further, the FCCB holders also agreed to restructure the bonds by either accepting mandatory conversion of existing bonds or exchanging their existing bonds with new bonds.

- (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 (GoM) approved the new Tariff policy is also a welcome move and will provide a boost to the sector. With more than 20 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 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 agreement entered into between the Company and Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer is available for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of

the ensuing Annual General Meeting. Such documents shall also be made available on the Company's website (www.suzlon.com) to facilitate online inspection till the conclusion of the ensuing Annual General Meeting.

The details of Mr. Vinod R.Tanti as required to be given in terms of Regulation 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend passing of the Special Resolution to approve payment of remuneration to Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer of the Company for the balance term of his office post curing of defaults with the lenders, i.e. for the period from July 1, 2020 to September 30, 2022. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.11 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.12: To amend the Articles of Association of the Company

In terms of the Amended and Restated Shareholders' Agreement dated February 28, 2020 between the Investor Group being Mr. Dilip Shanghvi family and associates, the Promoter Group and the Company; it is necessary to amend the Articles of Association of the Company by including the terms of the Amended and Restated Shareholders' Agreement in the Part B of the Articles of Association of the Company.

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.

The Board of Directors recommend passing of the Special Resolution to amend 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.12 of the accompanying Notice.

Copies of documents relevant to this Resolution including a copy of the amended Articles of Association of the Company shall be open for inspection at the Company's Registered office and Corporate office between 2.00 p.m. and 5.00 p.m. on all working days (excepts Saturdays, Sundays and Holidays). Such documents shall also be made available on the Company's website (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.13: To issue redeemable non-convertible debentures on private placement basis

The Company, Suzlon Global Services Limited ("SGSL"), and certain other specified Indian subsidiaries of the Company had availed certain credit facilities from consortium of lenders from time to time. The credit facilities so availed were under the arrangement of a co-obligor structure in which the Company is the principal obligor in respect of such credit facilities. The credit facilities are largely held in the books of the Company; however SGSL, being a co-obligor of the debt, is jointly and severally liable for such credit facilities.

The said credit facilities entered into default during early 2019. Pursuant to the same, the consortium of lenders, in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued on June 7, 2019 (the "Regulatory Framework"), entered into an inter-creditor agreement dated July 1, 2019 ("ICA") with a view towards resolution of the default by the Company and its identified subsidiaries and the credit facilities were restructured in terms of the resolution plan unanimously approved by the consortium of lenders ("Resolution Plan").

In terms of the Resolution Plan, apart from restructuring the existing credit facilities in to sustainable and unsustainable debt, the Resolution Plan inter alia also included converting the existing facilities to an extent of Rs.4,453.014 Crores in to 445,301 0.0001% unsecured compulsorily convertible preference shares of face value of Rs.1,00,000/- each of SGSL ("CCPS"), which has since been allotted by SGSL to the lenders on June 27, 2020.

In order to comply with the obligation of issuance of CCPS through SGSL, the Company had to novate the liability of equivalent amount in favour of SGSL for an aggregate consideration of Rs.4453.01 to SGSL. As against the cash consideration under the novation arrangement, the Company proposes to issue to SGSL, non-convertible debentures ("NCDs") in the aggregate amount of Rs. 4,453.01 Crores on the terms and conditions as may be decided by the Board or its committee thereof.

In terms of the provisions of Section 23, 42 and 71 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the shareholders of the company by way of a special resolution. It shall, however, be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures any other debt securities during the year. It is therefore proposed to obtain approval of shareholders under Sections 23, 42, 71 and other applicable provisions if any, of the Companies Act, 2013 and Rules made thereunder, to enable the Company to make private placement of its NCDs in one or more tranches. Further, the shareholders have passed an ordinary resolution under Section 180(1)(c) of the Companies Act, 2013 on March 27, 2014 approving a borrowing limit of Rs.20,000 Crores beyond the aggregate of the paid up capital and free reserves of the Company. The Board, at its meeting held on August 24, 2020, has approved issuance of NCDs to SGSL.

This resolution authorises the Board of Directors / Securities Issue Committee to offer or invite subscription for redeemable non-convertible debentures as may be required by the Company, from time to time and set out therein, for a period of 1 (one) year from the date of passing this special resolution.

The Board of Directors recommend passing of the Special Resolution to issue redeemable non-convertible debentures on private placement basis. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.13 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.

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : August 29, 2020

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 Fifth 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. 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. Mr. Tulsi R.Tanti holds a Bachelor degree in Commerce and a Diploma in Mechanical Engineering.

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

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Tulsi R.Tanti (DIN: 00002283)
2.	Age	62 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 0.05% 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

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	57 years
3.	Qualifications	Degree in Civil Engineering
4.	Experience	More than 30 years' experience in various fields including manufacturing and supply chain
5.	Details of remuneration to be paid, if any	The details have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	Mr. Vinod R.Tanti was a Director / Executive Director of the Company since April 10, 1995 till July 1, 2005. He was appointed as an Executive Director w.e.f. November 1, 2010 till June 1, 2012 and thereafter continued as a Non-executive Director of the Company. He was appointed as the Wholetime Director & Chief Operating Officer w.e.f. October 1, 2016 till September 30, 2019. 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	2,52,67,000 equity shares aggregating to 0.31% of the paid-up capital of the Company as on date of this Notice. He also holds shares in the capacity as karta of HUF and jointly with others

S. N.	Particulars	Details of Director
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
	1) Suzlon Energy Limited	Stakeholders Relationship Committee – Member Securities Issue Committee – Member ESOP Committee – Member Risk Management Committee – Member Audit Committee – Member
	2) Suzlon Power Infrastructure Limited	Audit Committee – Chairman Nomination & Remuneration Committee – Member
	3) Suzlon Global Services Limited (formerly Suzlon Structures Limited)	Audit Committee – Member Nomination & Remuneration Committee – Member CSR Committee – Chairman
	4) Suzlon Generators Limited	Audit Committee – Chairman Nomination & Remuneration Committee – Member
	5) SE Forge Limited	Audit Committee – Member Nomination & Remuneration Committee – Member CSR Committee – Chairman
	6) Tanti Holdings Private Limited	CSR Committee – Chairman
	7) Samanvaya Holdings Private Limited	-
	8) Silectro Enterprise Private Limited	-

Mr. Rakesh Sharma (DIN: 06695734)

Brief resume - Mr. Rakesh Sharma joined State Bank of India in 1978 as a probationary officer. He has handled various assignments in retail banking, corporate credit, international banking, micro finance and agricultural banking. He was instrumental in opening of State Bank of India's branch at Shanghai, China. His last assignment with State Bank of India was as Circle Chief General Manager of undivided Andhra Pradesh.

The details of Mr. Rakesh Sharma are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Rakesh Sharma (DIN: 06695734)
2.	Age	67 years
3.	Qualifications	B.Sc. in Bio & Chemistry, LLM in Corporate Laws
4.	Experience	More than 35 years of experience in the field of handling various assignments in retail banking, corporate credit, international banking, micro finance and agricultural banking
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	December 19, 2019
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Rakesh Sharma is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Suzlon Energy Limited	None
	2) SE Forge Limited	None
	3) SKS Power Generation (Chhattisgarh) Limited	None

Mr. Sameer Shah (DIN: 08702339)

Brief resume – Mr. Sameer Shah has over 35 years of experience. In his last employment, Mr. Sameer Shah was the CFO and Head of ICT for Petroleum, Chemicals & Mining Company for 5 years. Prior to that, Mr. Sameer Shah worked for 13 years with Deutsche Bank as a Managing Director heading the Equity Services Business for Asia Pacific and the Arabian Gulf countries. He also headed the Corporate Banking division of the bank for Western India from 2009-2011. His previous employment was with SABIC in Saudi Arabia, Ontario Hydro (HydroOne) in Canada and TCS in Mumbai before PCMC and Deutsche Bank.

The details of Mr. Sameer Shah are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Sameer Shah (DIN: 08702339)
2.	Age	61 years
3.	Qualifications	MBA from the University of Rochester, New York, Diploma in Securities Law from the Government Law College, Mumbai and qualified Treasurer with the Association of Corporate Treasurers in London, UK
4.	Experience	More than 35 years' experience in the field of finance
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	February 27, 2020
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Sameer Shah is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Mr. Sameer Shah, it is felt that the Company would be benefitted by his rich experience and expertise
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Suzlon Energy Limited	None

Mrs. Seemantinee Khot (DIN: 07026548)

Brief resume – Mrs. Seemantinee Khot, a Bachelor of Arts (Psychology, Pune University, 1980) and MASW (Tata Institute of Social Sciences, Mumbai, 1982), has nearly four decades of experience in the development sector, 20 years of direct implementation with NGOs, 12 years of Bilateral Aid and UN assignments and 8 years in CSR and sustainability consulting.

The details of Mrs. Seemantinee Khot are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mrs. Seemantinee Khot (DIN: 07026548)
2.	Age	60 years
3.	Qualifications	Bachelor of Arts (Psychology, Pune University, 1980), MASW (Tata Institute of Social Sciences, Mumbai, 1982)
4.	Experience	More than 40 years' experience in development sector.
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	March 16, 2020
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mrs. Seemantinee Khot is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report.
10.	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Mrs. Seemantinee Khot, it is felt that the Company would be benefitted by her rich experience and expertise
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which Director	Name of committees in which member / chairman
	1) Anik Financial Services Private Limited	None
	2) Suzlon Energy Limited	None
	3) Suzlon Global Services Limited	None
	4) SE Forge Limited	None

Mr. Gautam Doshi (DIN: 00004612)

Brief resume – Mr. Gautam Doshi, a Chartered Accountant and Masters in Commerce, has been in professional practice for over 40 years. He advises various industrial groups and families and also serves as director on boards of listed and unlisted companies. Mr. Gautam Doshi has experience in wide range of areas covering Mergers and Acquisitions, Direct, Indirect and International Taxation, Transfer Pricing, Accounting and Corporate and Commercial Laws. He has been actively involved in conceptualising and implementing a number of mergers and restructuring transactions, both domestic and cross border, involving many of the top 20 listed companies on the BSE as also those forming part of FTSE 100.

The details of Mr. Gautam Doshi are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Gautam Doshi (DIN: 00004612)
2.	Age	67 years
3.	Qualifications	Chartered Accountant and Masters in Commerce
4.	Experience	More than 40 years' experience in professional practice as Chartered Accountant
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	May 4, 2020
7.	Shareholding in the Company	42,750 equity shares aggregating to 0.00% of the paid-up capital of the Company as on date of this Notice.
8.	Relationship with other Directors / KMPs	Mr. Gautam Doshi 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	Considering the skills, expertise and competencies possessed by Mr. Gautam Doshi, it is felt that the Company would be benefitted by his rich experience and expertise
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which Director	Name of committees in which member / chairman
	1) Sun Pharmaceutical Industries Limited	Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination & Remuneration Committee – Member Corporate Governance and Ethics Committee – Member
	2) Capricorn Realty Limited	Audit Committee – Member
	3) Piramal Capital & Housing Finance Limited	Audit and Risk Management Committee – Chairman
	4) PHL Fininvest Private Limited	Audit and Risk Management Committee – Member Nomination & Remuneration Committee – Member CSR Committee – Chairman
	5) Banda Real Estate Private Limited	None
	6) Kudal Real Estate Private Limited	None
	7) Connect Capital Private Limited	None
	8) Aashni Ecommerce Private Limited	None
	9) Suzlon Energy Limited	None

Mr. Hiten Timbadia (DIN: 00210210)

Brief resume - Mr. Hiten Timbadia is a Chartered Accountant by profession and has 34 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	56 years
3.	Qualifications	B. Com. LLB(Gen), F.C.A
4.	Experience	34 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 0.003% 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
	1) Manugraph India Limited	Audit Committee – Chairman Nomination & Remuneration Committee – Chairman

Mr. Per Hornung Pedersen (DIN: 07280323)

Brief resume - Mr. Per Hornung Pedersen holds a degree in Bsc (Finance and Accounting), Diploma in Audit and Tax as well as an MBA. He has more than 40 years' experience in various managerial and executive positions, primarily with listed companies in the construction, packaging and telecom Industry. He is Chairman of the Board in PNE AG, Cuxhaven, an Independent Director in Swire Oilfield Services, London and senior advisor to McKinsey. Complementing his 20 years long experience in business strategy and development within the wind industry and renewable sector, Mr. Pedersen has many years of international experience, managing diversity of cultures, growth and change.

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

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Per Hornung Pedersen (DIN: 07280323)
2.	Age	66 years
3.	Qualifications	MBA, BSc Accounting and Finance, Diploma in Audit and Tax
4.	Experience	More than 40 years' experience in various managerial and executive positions primarily in listed companies in construction, packaging, wind and telecom Industry
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	September 28, 2015
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Per Hornung Pedersen is not related to any of the Directors of the Company
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Considering the skills, expertise and competencies possessed by Mr. Per Hornung Pedersen, it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is appointed as an Independent Director for a second term of five years
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which Director	Name of committees in which member / chairman
	1) Suzlon Energy Limited	Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders Relationship Committee– Chairman CSR Committee– Member
	2) Suzlon Global Services Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	3) SE Forge Limited	Audit Committee - Member Nomination and Remuneration Committee – Member
	4) Suzlon Generators Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	5) Suzlon Gujarat Wind Park Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	6) Suzlon Power Infrastructure Limited	Audit Committee - Member Nomination and Remuneration Committee - Member

Notes:



Registered Office: "Suzlon" 5, Shrimali Society, Near Shri Krishna Complex,
Navrangpura, Ahmedabad - 380 009, India. Tel: +91 79 6604 5000.
Fax: +91 79 2656 5540

Group Headquarters: One Earth, Hadapsar, Pune - 411 028, India.
Tel: +91 20 6702 2000 / 6135 6135 | Fax: +91 20 6702 2100

www.suzlon.com