

## Notice

NOTICE is hereby given that the Twenty Third Annual General Meeting of the shareholders of Suzlon Energy Limited will be held on Friday, July 27, 2018 at 11.00 a.m. at Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad-380009 to transact the following businesses:

### ORDINARY BUSINESS:

**1. To adopt Financial Statements, etc. for the financial year 2017-18**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 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 regularise Mr. Brij Mohan Sharma, a nominee of IDBI Bank Limited as Director**

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

"RESOLVED THAT Mr. Brij Mohan Sharma (DIN: 07193258) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from January 1, 2018 and holds office up to the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company whose period of Office shall not be liable to determination by retirement of directors by rotation."

**5. To approve remuneration of the Cost Auditors**

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 2018-19, be paid a remuneration of Rs.5,00,000/- (Rupees Five Lacs Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution."

**6. To offer, issue and allot equity shares / equity linked instruments to an extent of Rs.2,000 Crores**

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, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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) and subject to such approvals, permissions, consents and sanctions as may be necessary from, and under the rules, regulations, guidelines issued by, the Government of India (GOI), the Reserve Bank of India (RBI), Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs, and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India (SEBI), BSE Limited, National Stock Exchange of India Limited and / or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares (having face value of Rs.2/- each) ('Equity Shares') of the Company are listed and the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or Fully Convertible Debentures (FCDs), Non-Convertible Debentures (NCDs) with warrants or any other financial instruments by whatever name called (OFIs) convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the 'Securities') or any combination of the Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, through public issue(s) by prospectus, private placement(s) or a combination thereof at such time or times, and / or Qualified Institutional Placement ('QIP') and / or rights offering or any combination thereof, through issue of prospectus and / or placement document or other permissible / requisite offer document to any eligible person including Qualified Institutional Buyers ('QIBs') in accordance with Chapter VIII of the ICDR Regulations or otherwise, and / or to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual

funds and / or individuals or otherwise), Foreign Institutional Investors, Promoters / Promoter Group Indian and / or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion, for an aggregate value of up to Rs.2,000 Crores (Rupees Two Thousand Crores Only) or an amount equivalent thereof in one or more foreign currencies (inclusive of such premium as may be fixed on such Securities), by offering such Securities at such time or times, at such price or prices, at a discount or premium to the market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers and / or other advisors, as the Board in its absolute discretion may deem fit and appropriate."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning of the ICDR Regulations):

- (a) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 12 (twelve) months from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the ICDR Regulations from time to time;
- (b) the Eligible Securities shall not be eligible to be sold for a period of 12 (twelve) months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations;
- (c) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed 5 (five) times the net worth of the Company as per the audited balance sheet of the previous financial year;
- (d) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations;
- (e) in the event that convertible securities and / or warrants which are convertible into Equity Shares of the Company are issued along with NCDs to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and / or warrants simultaneously with NCDs and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations;
- (f) the allotment to each QIB in the proposed QIP will not exceed 5% of the post issue paid-up capital of the Company or such other limit as may be permitted under applicable law;
- (g) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations."

"RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the underlying equity shares shall rank pari passu with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the issue of Equity Shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of any merger, amalgamation, takeover or any other re-organisation or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s)."

"RESOLVED FURTHER THAT all the aforesaid powers and authorities be and are hereby further sub-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 issue of the Securities which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board."

**7. To offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments to an extent of Rs.900 Crores 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, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, 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, and the enabling 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 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 regulatory or statutory 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 Company 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 and / or other non-equity linked instruments and / or any other debt securities, by whatever name called ('NCDs'), aggregating to an amount not exceeding Rs.900 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, including the class of investors to whom the NCDs be issued, 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 sub-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 : May 30, 2018

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

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

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Company's Registered Office, duly completed, stamped and signed, not less than 48 (Forty Eight) hours before commencement of the ensuing Annual General Meeting of the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Special Business is enclosed herewith.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 21, 2018 to Friday, July 27, 2018 (both days inclusive) for the purpose of the ensuing Annual General Meeting of the Company.
5. Profile of directors seeking appointment / re-appointment as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.

6. Corporate members intending to send their authorised representatives to attend the ensuing Annual General Meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company's Registered Office at least 7 (Seven) days before the date of the ensuing Annual General Meeting so that the same can be suitably replied to.
8. Members / proxies / authorised representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
9. Keeping in view the "Green Initiative in Corporate Governance" of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the members in electronic form. Members who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvycomputershare.com; Email: einward.ris@karvy.com. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants to enable servicing of notices / documents / Annual Reports electronically to their email address. Please note that as a valued Member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website www.suzlon.com and are also available for inspection at the Company's Registered Office and Corporate Office during specified office hours.
10. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant and shareholders holding shares in physical form are required to submit their PAN to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvycomputershare.com; Email: einward.ris@karvy.com.
11. The route map showing directions to reach the venue of the ensuing Annual General Meeting is enclosed herewith.
12. All documents specifically stated to be open for inspection in the Explanatory Statement if any are open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

### 13. Remote e-voting

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 and Rules made thereunder, the Company is providing facility for voting by electronic means ("remote e-voting") to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Annual General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. Ashish Shah, Practicing Company Secretary (Membership No.FCS-5974 and Certificate of Practice No.4178), as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional. **The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the equity shares held by them as on Friday, July 20, 2018, being the Cut-off date for the purpose.** The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the Cut-off date i.e. July 20, 2018, may obtain the User ID and password in the manner as mentioned below:

- (i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> DP ID Client ID or Event number(i.e.3801)+Folio No. to 9212993399  
 Example for NSDL : MYEPWD<SPACE>IN12345612345678  
 Example for CDSL : MYEPWD<SPACE>1402345612345678  
 Example for Physical : MYEPWD<SPACE>38011234567
- (ii) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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

1. The Company has entered into an arrangement with Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting for the ensuing Annual General Meeting. The instructions for remote e-voting are as under:

- (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- (ii) Enter the login credentials, i.e. user-id & password, mentioned on the Attendance Slip / Email forwarded through the electronic notice:

User-ID	For shareholder(s)/ Beneficial Owner(s) holding Shares in Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on "LOGIN".

- (iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Karvy's e-voting website to reset the same.
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, system will prompt to select the 'Event', i.e. 'SUZLON ENERGY LIMITED'.
  - (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
  - (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
  - (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - (xi) Corporate / Institutional Members (corporate / Fls / Flls / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to [ashish@ravics.com](mailto:ashish@ravics.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".
2. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
  3. **The Portal will remain open for voting from: 9.00 a.m. on Tuesday, July 24, 2018 to 5.00 p.m. on Thursday, July 26, 2018 (both days inclusive). The e-voting portal shall be disabled by Karvy thereafter.**
  4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. Ganesh Chandra Patro of Karvy Computershare Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
  5. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the Annual General Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
  6. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
  7. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company ([www.suzlon.com](http://www.suzlon.com)) and on Karvy's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

#### EXPLANATORY STATEMENT

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

#### **Agenda Item No.4: To regularise Mr. Brij Mohan Sharma, a nominee of IDBI Bank Limited as Director**

Mr. Brij Mohan Sharma (DIN: 07193258) was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from January 1, 2018. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the ensuing Annual General Meeting of the Company.

The details of Mr. Brij Mohan 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 the appointment of Mr. Brij Mohan Sharma as the Director of the Company. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.4 of the accompanying Notice.

Except for Mr. Brij Mohan 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 approve remuneration of the Cost Auditors**

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 2018-19. 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 this resolution approving the remuneration of the Cost Auditors. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.5 of the accompanying Notice.

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

#### **Agenda Item No.6: To offer, issue and allot equity shares / equity linked instruments to an extent of Rs.2,000 Crores**

The resolution contained in the agenda of the Notice is an enabling resolution to enable the Company to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments as stated in the resolution (the "Securities") to an extent of Rs.2,000 Crores. The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"). The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VIII of the ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

With a view to meet the financial requirements of the Company, it is proposed to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to Equity Shares and / or any other instruments and / or combination of instruments to the extent of Rs.2,000 Crores in one or another manner and in one or more tranches. Such further issue of such Securities would provide a platform to the Company to meet to its fund requirements and improve the financial leveraging strength of the Company.

Similar enabling resolution was passed by the shareholders at the Twenty Second Annual General Meeting of the Company held on September 22, 2017. Since the market conditions have changed since the last approval as also to meet to various regulatory requirements and as a matter of prudent practice, a fresh resolution is proposed to be passed to create, offer, issue and allot Securities to the extent of Rs.2,000 Crores in one or another manner and in one or more tranches.

In case of qualified institutional placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the ICDR Regulations. The Board may, at its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutional placement, subject to ICDR Regulations.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

In case of issuance of FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

The relevant date for minimum issue price for issuance of Equity Shares upon exercise of the warrants shall be the date of the meeting in which the Board or a Committee of the Board decides to open the issue of warrants.

The Securities issued pursuant to the offering(s) would be listed on the Indian stock exchanges and / or international stock exchange(s) and may be represented by Securities or other financial instruments outside India. The issue, allotment and conversion would be subject to receipt of regulatory approvals, if any.

The Special Resolution seeks to give the Board of Directors the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board of Directors may in its absolute discretion deem fit.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VIII of the ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to investors who may or may not be the existing shareholders of the Company.

The Board of Directors believe that the issue of equity shares / equity linked instruments is in the interest of the Company and therefore recommend passing of the Special Resolution in the matter. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.6 of the accompanying Notice.

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

#### **Agenda Item No.7: To offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments to an extent of Rs.900 Crores on private placement basis**

The Company has availed financial assistance from Power Finance Corporation Limited (PFC) and the current outstanding is about Rs.935 Crores together with outstanding interest. The Company is contemplating refinancing the said loan through issue of redeemable non-convertible debentures and / or non-equity linked instruments and / or any other debt securities, by whatever name called ('NCDs'), to one or more fund houses / any other eligible investors, and which shall be secured by deferred payment guarantee of PFC itself. Thus, on such refinancing the fund based facility of PFC would get converted into non-fund based facility, thereby reducing the interest obligations of the Company. The effective saving would depend upon the rate at which the Company could raise the NCDs and which is purely market driven. Such issuance of the NCDs would not in any way increase the indebtedness of the Company.

Similar enabling resolution was passed by the shareholders at the Twenty Second Annual General Meeting of the Company held on September 22, 2017 and since the said resolution was not acted upon and hence to meet to various regulatory requirements, a fresh resolution is proposed to be passed for issuance of NCDs / non-equity linked instruments.

In terms of provisions of Sections 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 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 within such limits as set out in the resolution. Further, the shareholders have passed an ordinary resolution under Section 180(1)(c) of the Companies Act, 2013 on March 27, 2014 by way of postal ballot approving a borrowing limit of Rs.20,000 Crores beyond the paid up capital and free reserves of the Company.

This resolution authorises the Board of Directors / Securities Issue Committee to offer or invite subscription for redeemable non-convertible debentures and / or such other non-equity linked instruments and / or any other debt securities 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 believe that the offer, issue and allotment of redeemable non-convertible debentures / non-equity linked instruments is in the interest of the Company and therefore recommend passing of the Special Resolution in the matter. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.7 of the accompanying Notice.

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 : May 30, 2018**

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

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

## ANNEXURE I TO THE NOTICE

**Profile of Directors seeking appointment / re-appointment at the Twenty Third Annual General Meeting as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:**

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

**Brief resume** - Mr. Girish R.Tanti is one of the founding members of Suzlon Energy Limited. An electronics engineer with a management graduation from the Business School at The Cardiff University UK, 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 five worldwide. In his current role, as Director-on-board, he provides strategic direction and oversight towards the long-term objectives of the group. Through the years, Mr. Girish R.Tanti has not only believed in, but completely devoted himself to champion the vision of harnessing the power of wind to power a greener, more sustainable tomorrow for generations to come.

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

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Girish R.Tanti (DIN: 00002603)
2.	Age	48 years
3.	Qualifications	Electronics engineer with a degree in management from the Cardiff University UK
4.	Experience	Over 20 years' experience in International Business Development, Human Resources, Information Technology, Corporate Communications and CSR
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	December 4, 1995
7.	Shareholding in the Company	10,00,19,000 equity shares aggregating to 1.88% of the paid-up capital of the Company as on date of this Notice
8.	Relationship with other Directors / KMPs	Mr. Girish R.Tanti is brother of Mr. Tulsi R.Tanti, the Chairman & Managing Director and Mr. Vinod R.Tanti, the Wholtime Director & Chief Operating Officer
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of Domestic Companies in which Director	Name of committees in which Member / Chairman
	1) Suzlon Energy Limited	Nomination and Remuneration Committee – Member CSR Committee – Member
	2) Tanti Holdings Private Limited	None
	3) Sugati Holdings Private Limited	CSR Committee – Chairman
	4) Samanvaya Holdings Private Limited	None
	5) Shivam Filaments Private Limited	None

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

**Brief resume** – Mr. Tulsi R.Tanti is the Founder, Chairman and 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	60 years
3.	Qualifications	Bachelor degree in Commerce & Diploma in Mechanical Engineering
4.	Experience	More than 25 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 0.07% 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
	1) Suzlon Energy Limited	Stakeholders Relationship Committee – Member CSR Committee - Chairman Securities Issue Committee – Chairman ESOP Committee – Chairman Risk Management Committee – Chairman
	2) Sugati Holdings Private Limited	CSR Committee – Member

**Mr. Brij Mohan Sharma (DIN: 07193258)**

**Brief resume** – Mr. Brij Mohan Sharma, who holds a degree in B.Com (Hons) from SRCC, Delhi University and PGDBM from IMT, Gzb, joined banking in July 1982 as probationary officer in State Bank Group and thereafter moved to new generation private sector banking in August 1995 by joining Bank of Punjab Limited. He joined IDBI Bank Limited when it was floated as private sector entity in April 2002. Mr. Sharma has worked extensively in the banking sector in retail and corporate banking as well as policy level functions in branch operations, structured retail assets and assorted functions in various capacities at Corporate Office. Presently, Mr. Brij Mohan Sharma is posted as Field Chief General Manager, Pune Zone of IDBI Bank Limited.

The details of Mr. Brij Mohan Sharma are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Brij Mohan Sharma (DIN: 07193258)
2.	Age	58 years
3.	Qualifications	Degree in B.Com (Hons) from SRCC, Delhi University and PGDBM from IMT, Gzb
4.	Experience	More than 35 years' experience in the field of 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, if any 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	January 1, 2018
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Brij Mohan 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
	Suzlon Energy Limited	None







# SUZLON ENERGY LIMITED

[CIN: L40100GJ1995PLC025447]

Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009;  
Tel.: +91.79.6604 5000; Fax: +91.79.2656 5540; website: www.suzlon.com; email id: investors@suzlon.com

## PROXY FORM (Form MGT.11)

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
\_\_\_\_\_  
Email ID : \_\_\_\_\_  
Folio No. / Client ID : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

- Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature : \_\_\_\_\_  
or failing him
- Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature : \_\_\_\_\_  
or failing him
- Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Third Annual General Meeting of the Company, to be held on Friday, July 27, 2018 at 11.00 a.m. at Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Ordinary / Special Resolution
1.	To adopt Financial Statements, etc. for the financial year 2017-18	Ordinary Resolution
2.	To re-appoint Mr. Girish R.Tanti as Director	Ordinary Resolution
3.	To re-appoint Mr. Tulsi R.Tanti as Director	Ordinary Resolution
4.	To regularise Mr. Brij Mohan Sharma, a nominee of IDBI Bank Limited as Director	Ordinary Resolution
5.	To approve remuneration of the Cost Auditors	Ordinary Resolution
6.	To offer, issue and allot equity shares / equity linked instruments to an extent of Rs.2,000 Crores	Special Resolution
7.	To offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments to an extent of Rs.900 Crores on private placement basis	Special Resolution

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder: \_\_\_\_\_

Signature of proxy holder(s): \_\_\_\_\_

Affix Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed, stamped, signed and deposited at the Company's Registered Office, not less than 48 (Forty Eight) hours before the commencement of the Twenty Third Annual General Meeting of the Company.**



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

**Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills-Gujarat Chamber Bldg., Ashram Road, Ahmedabad - 380 009.**

