SUZLON
POWERING A GREENER TOMORROW

THE FUTURE BECKONS

ANNUAL REPORT 2018-19

The Future Beckons

The future is bright for the Renewable Energy industry due to increasing demand and favourable policies. Suzlon, with its inherent strengths and indefatigable spirit is poised to make the best of it.

SUZLON
VISION 2020

- To be the best Renewable Energy Company in the world
- To work towards sustainable, social, economical and ecological development
- To create a better life for future generations

Key markets

India

- Realise 'Make in India' vision of the government by developing our vertically integrated value chain in order to build India's position as a hub for renewable energy
- Aim to achieve, and surpass the annual wind energy target of 5,000 MW set by the government
- Be the number one renewable energy player in the Indian market

North America

- The regions of the USA, Mexico and Canada remain attractive for Suzlon
- Development of Technology, Research and Development (R&D) and Innovation

Other markets

- Australia to remain attractive for Suzlon
- Emerging markets to enhance Suzlon's growing footprint

Technology advancement for reduced cost of energy

- Innovate to develop the highest efficiency products to meet market requirements
- Establish new R&D facilities to further advance in technology and innovation
- Digitalisation of services and use of big data to increase efficiency and performance of wind turbines
- Aim to reduce the Levelised Cost of Energy (LCoE) and enable higher return on investment for customers

Global custodian of customer's assets

- Ensure profitable functioning of wind turbines across the world
- Ensure smooth functioning of products through long-term services
- Strengthen Operation and Maintenance Services (OMS) capabilities to develop solutions that enhance the life of Wind Turbine Generators (WTGs) and operational excellence to enable energy security and reliability
- Provide value-added products (VAPs) and services to meet the ever-growing customer needs

A talented workforce of brand ambassadors

- To sustain an environment where the global workforce of over 7,500 employees can work with increased transparency and measurable goals, aided by promoting employee initiatives
- Inspire a culture where employees are brand ambassadors of the organization
- Inculcate values where employees and the organization work in tandem to deliver optimum performance of the business

Company of choice for Renewable Energy

- Building utility scale, GW size viable projects as investment opportunities, with the aim of installing additional 15 GW in the next five years
- Develop innovative business models with the aim of offering repowering, wind-solar hybrid and off-shore solutions
- Improve technological strength, enhance successful project execution and best-in-class service to retain market leadership, with an aim to capitalize on the potential available under the government's new policy framework

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COMPANY INFORMATION

SUZLON ENERGY LIMITED
CIN: L40100GJ1995PLC025447

Mr. Tulsi R. Tanti
(DIN: 00002283)
Chairman & Managing Director

Mr. Vinod R. Tanti
(DIN: 00002266)
Wholetime Director &
Chief Operating Officer

Mr. Girish R. Tanti
(DIN: 00002603)
Non-Executive Director

Mrs. Pratima Ram
(DIN: 03518633)
A nominee of
State Bank of India
Non-Executive Director

Mr. Venkataraman Subramanian
(DIN: 00357727)
Non-Executive
Independent Director

Mr. Marc Desaedeleer
(DIN: 00508623)
Non-Executive
Independent Director

Mr. Ravi Uppal
(DIN: 00025970)
Non-Executive
Independent Director

Mr. Per Hornung Pedersen
(DIN: 07280323)
Non-Executive
Independent Director

Mrs. Vijaya Sampath
(DIN: 00641110)
Non-Executive
Independent Director

Mr. Biju George Kozhippattu
(DIN: 02405333)
A nominee of IDBI Bank Limited
Non-Executive Director
(Appointed as an additional
director w.e.f. November 29, 2018)

Mr. Brij Mohan Sharma
(DIN: 07193258)
A nominee of IDBI Bank Limited
Non-Executive Director
(ceased to be a Director w.e.f.
November 29, 2018)

Mr. Vaidhyanathan Raghuraman
(DIN: 00411489)
(ceased to be a Director
w.e.f. March 31, 2019)
Non-executive Independent Director

GROUP CHIEF
EXECUTIVE OFFICER
Mr. J. P. Chalasani

GROUP CHIEF
FINANCIAL OFFICER
Mr. Kirti J. Vagadia
ICAI Membership No.042833

CHIEF FINANCIAL
OFFICER
Mr. Swapnil Jain
(appointed as CFO
w.e.f. June 1, 2019)

COMPANY
SECRETARY
Mr. Hemal A. Kanuga
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BOARD OF DIRECTORS

Mr. Tulsi R. Tanti
Chairman & Managing Director

Mrs. Vijaya Sampath
Independent Director

Mrs. Pratima Ram
Nominee Director of SBI

Marc Desaedeleer
Independent Director

Mr. Per Hornung Pederson
Independent Director

Mr. Ravi Uppal
Independent Director

Mr. Venkatraraman Subramanian
Independent Director

Mr. Girish R. Tanti
Non-Executive Director

Mr. Vinod R. Tanti
Wholetime Director & COO

Mr. Biju George K
Nominee Director of IDBI


SUZLON

CHAIRMAN'S LETTER

Dear Stakeholders,

The Global Renewable Energy sector is on the threshold of a revolution. It is expected that the next decade will be the one, that shall help renewable energy to grow to its full potential. Over the last decade, a larger number of countries have made significant changes in their regulatory framework and policy structure that are aimed to support renewable energy sector. Moreover, today clean energy is also amongst the most affordable energy, which shall benefit the sector at large and certainly pitches renewable energy to be a mainstream energy source.

The Indian Renewable Energy sector has been reeling under tremendous pressure due to a shift to competitive bidding mechanism, falling tariffs and other policy related changes that have slowed the industry's growth. However, in these trying market conditions, Suzlon has successfully maintained its leadership with 39% market share by commissioning 582 MW in Financial Year 2018-19 (FY19). This includes India's first wind project of the bidding regime in Tamil Nadu under Solar Energy Corporation of India (SECI) first tender. Suzlon's performance in these challenging times speaks volume of our strong technical and project execution capabilities built over two decades of experience in the Indian market. Moreover, with a healthy order book of 1,320 MW and strong volume visibility from already announced auctions, our focus is to ramp up execution, cost-optimization, attaining capital efficiency and debt reduction in FY20.

Renewables – Global outlook

Global wind energy capacity addition crossed 50 GW for the third consecutive year; however, the global wind energy installations in Calender Year 2018 (CY18) stood at 51.3 GW which is four per cent lower than the previous year. The cumulative global installations have reached 591 GW at the end of CY18. The reduced capacity addition in CY18 was due to a significant dip in installations in Germany, UK and India vis-à-vis CY17. This drop is attributed to the sector being in the transition phase, while global market saw wind energy players revising their business models and strategies, increased traction in corporate sourcing and development of new solutions to focus on value.

GWEC's Global Wind Report estimates 300 GW of new capacity will be added in the next five years, taking the global installed capacity to 900 GW by 2024. Over the next few years, both developing markets and the offshore wind segment are expected to constitute a larger share in the overall market. Besides, price pressure is expected to continue and to stabilize in the ensuing years. However, technological advancement is expected to counter such pricing pressure.

Renewables – India outlook

During the last five years, the wind energy capacity in India has grown at compound annual growth rate (CAGR) of 11% whereas the overall renewable capacity grew at CAGR of 16%. Although in the last

Tulsi Tanti
Chairman &
Managing Director

two years, the industry witnessed a drop in wind capacity addition primarily due to the transitioning from Feed-in-Tariff (FiT) regime to competitive bidding regime. However, the SECI and State level auctions have helped players build a healthy order pipeline which shall get executed FY20 onwards.

Wind energy accounts for ~10% of the overall installed power capacity in India and ~47% of renewable energy capacity in the country. The ever-increasing demand for energy in India, can no longer be met through traditional energy sources alone. Renewable energy must be a major part of the solution because it can meet the demand in a cost–effective and sustainable manner, while at the same time achieving broader socio-economic objectives and manage climate change concerns.

With policy stability, availability of land and grid infrastructure and timely payments by utilities, government's target of 175 GW of renewable energy by 2022 can be achieved. There should be enabling policies to ensure utilization of ~10 GW wind turbine manufacturing capacity available in the country today, which will lead to job creation and overall socio-economic development in a sustainable way.

Globally, there is approximately 23 GW of installed offshore wind energy capacity, making up around four per cent of the total cumulative installations. The Indian government's commitment to invest in offshore wind energy is evidenced in the announcement of 5 GW offshore wind capacity by 2022 and long-term installation target of 30 GW offshore wind projects by 2030. This will put India in the same league as other countries harnessing offshore wind energy.

Currently, India's renewable-based power capacity stands at 78 GW, and the government plans to cross the 175 GW target by 2022 through initiatives like wind-solar hybrid, onshore and offshore wind, floating solar, will help the government over-achieve the current target. The clean energy sector is already contributing ~22% of India's total installed power capacity which is mainly driven by over 35 GW of wind power. India has the potential and capability to lead the global transition to renewable energy sources and become the renewable energy technology hub to the world.

Technology and Innovation: Setting the standard

At Suzlon, we have always stressed the importance of technology and innovation in the renewable energy sector. We firmly believe that technology and innovation will remain the catalyst that will drive renewable energy growth. Subsequently, Research and Development (R&D) remains the cornerstone of Suzlon's success in its pursuit of harnessing energy through renewable sources. We reinforce and build on our ability to deliver on our mission with continuous innovation and periodic transformation of our business.

Suzlon continues to believe that better products and technological advancements are critical for the growth of the organization. We continuously strive to innovate with a focus on reducing the Levelised Cost of Energy (LCoE) year-on-year. In FY19, Suzlon introduced three new products / product variants:

1. S111 variant with 140 meters (m) hybrid tubular-lattice tower structure, which is the tallest Wind Turbine Generator (WTG) in India so far with an improved generation of 5-6% over its 120m hub height variant
2. Suzlon installed and commissioned S128, which is the largest WTG in India. It also consists of the country's largest rotor blade measuring 63m and has a rotor diameter of 128m. The first prototype of S128 has been commissioned at the Sankaneri site in Tamil Nadu. The S128 WTG is available in 2.6 MW to 2.8 MW variants and offers hub heights up to 140 meters. S128 uses carbon fibre blades which are very light and stiff enabling better energy generation and longer durability compared to all previous models. The prototype of the S128 is delivering close to conventional fuel competitive Plant Load Factor (PLF). We are leveraging the S128 technology to further grow our portfolio to bring offshore size technology onshore to India and other developing markets
3. We installed our new turbine S120, which is designed specifically keeping in the latest trends in tariff in the Indian wind market. This product comes with different tower variants of 105m and 120m of steel tubular tower and 140m hybrid concrete-steel tubular tower structure

Moreover, to meet the growing demands of digitalization, Suzlon has developed a number of value-added services such as Supervisory Control and Data Acquisition (SCADA) system, Condition Monitoring System (CMS), Preventive Maintenance (PM) mobile app, that enable us to maximize turbine efficiency and availability by leveraging big data technologies.

Wind turbine manufacturers are continuously working to come up with innovative and cost-effective solutions in order to cope with the increasing price pressure due to the transition from FiT regime to competitive bidding regime. The Group has been working consistently towards cost reduction across components and bring in efficiency in the overall project lifecycle. Along with a current portfolio of diverse turbines with different hub-heights, the Group is continuously focusing on developing high capacity turbines to optimize overall energy output even in low-wind sites.

For Suzlon innovation isn't just about growth, it is also about driving efficiency. Our world-class technology and rich experience in the wind sector enables us to have a very strong and diverse customer base making us the preferred partner of choice. We are committed to investing continuously in various R&D technologies not limited to onshore technologies but also on offshore, wind-solar hybrid solutions, control system technologies for better wind park management and grid stability.

Suzlon Corporate Social Responsibility (CSR)

It remains an integral component of our strategy to give back to the communities where we live and operate through dedicated sustainable practices. We believe in balancing growth in all aspects of business within the context of building a sustainable business, and a sustainable world at large. Through Suzlon Foundation, Suzlon's CSR arm, we have reached over 800 villages and touched 13,00,000 lives by various initiatives such as providing clean drinking water, medical care, child education programs and self-help groups. This year, the Foundation supported 650 pregnant women and over 3,000 children (under age 5) through its Zero Malnutrition Program and has worked tirelessly on several initiatives including livelihood support schemes and programs for conservation of bio-diversity. The Foundation also collaborated with government, NGOs and corporate CSR institutions to converge resources. It is heartening to know that ~7,000 Suzlonians and associates as socially and environmentally responsible citizens clocked ~50,000 hours of CSR volunteering for several programs initiated by the Foundation. We are proud of what we have been able to accomplish as we strive to develop resources responsibly and create lasting value for communities.

The future is bright

Suzlon continues its journey amidst increased competition, policy changes and the new bidding regime that have definitely led to a series of disruptions. However, amidst these trying times Suzlon has continued to be a market leader.

Suzlon is ideally positioned to cater to the volume growth with end-to-end solutions, innovative technology and products and best in class service. The tariffs are also stabilizing and there is an immense opportunity for the long-term sustainable growth of the wind sector.

Our focus for FY20 remains, to maintain our leadership position in India and further our position in the international markets, focusing on emerging markets. I am convinced that our vast experience in renewables, technological prowess, and competitive competencies will enable us to consolidate our market leadership.

On this note, I would like to thank all our stakeholders for their continued trust and unparalleled support. We are together in this as a team and remain committed to creating a greener tomorrow!

Best wishes,

Tulsi R. Tanti
Chairman & Managing Director


SUZLON

CEO'S LETTER

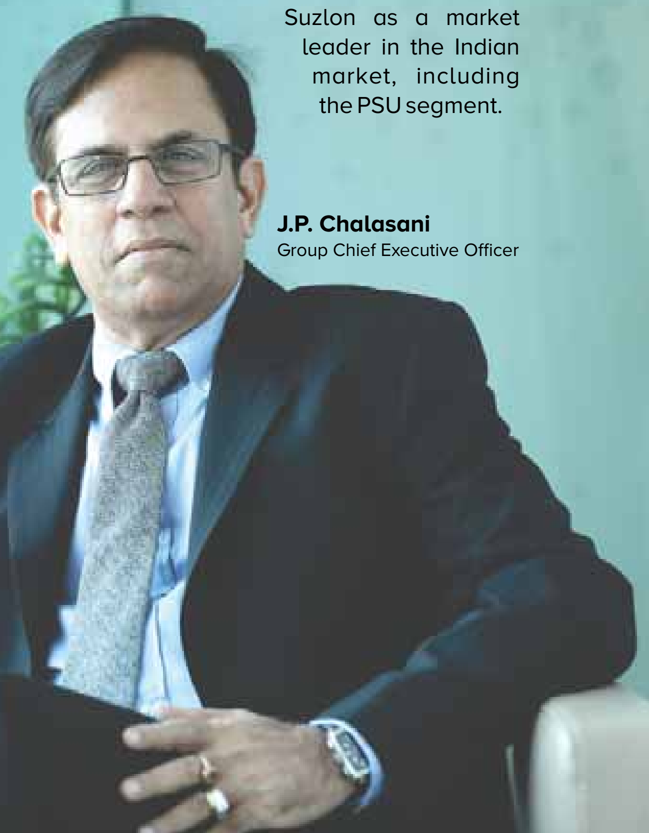
I take a lot of pride in Suzlon's performance amidst very trying conditions in the industry. As you are aware, the Indian renewable energy industry has been reeling under tremendous pressure over the last two years. However, it is heartening to know that Suzlon has maintained its position as a market leader with 39% market share by commissioning 582 MW in Financial Year 2018-19 (FY19). Suzlon's performance is reflective of its ability to adapt quickly and efficiently to the changing market dynamics combined with technologically advanced products, project execution capabilities and superior Operations and Maintenance Services (OMS) that have helped us lead with highest installations in FY19. It is indeed reassuring that in such difficult market conditions also, we continue to maintain our lead and are uniquely positioned to grow and deliver improved results in the years to come.

FY19 Performance highlights

During FY19, India witnessed a 16% decline in wind capacity installations as compared to FY18 and 73% decline as compared FY17. It achieved a total installation of 1,481 MW, taking country-wide cumulative installation figure to 35,626 MW. The prolonged transition phase from Feed-in-Tariff (FiT) to competitive bidding, over the last two years, has impacted the industry at large and is also reflected in lower commissioning for Suzlon at 582 MW in FY19 in comparison to 626 MW in FY18 and 1,779 MW in FY17. However, the Solar Energy Corporation of India (SECI) and State level auctions have helped players build a healthy order pipeline, while a majority of it will get executed in FY20 and FY21. Suzlon's strong execution capabilities are once again highlighted from our successful commissioning of India's first wind project of the bidding regime in Tamil Nadu (SECI-1 tender). In fact, Suzlon was the only Engineering Procurement and Construction (EPC) player to have completed the entire project awarded in SECI-1 auction, six months ahead of SECI's revised timelines. During FY19, Suzlon achieved yet another milestone, with our India installations growing to over 12 GW and over 18 GW globally.

Suzlon has a significant FY20 opening order book of 1,320 MW owing to SECI and State auctions conducted till FY19. With ~6 GW of orders yet to be tied up with equipment suppliers, coupled with our proven execution track record, we are confident about maintaining our leadership position in the coming years as well. Subject to conducive policy environment and successful resolution of teething issues in the bidding process, land and power evacuation allocations at State and Central level, we shall be able to commission significant capacities throughout the next financial year. We have not only been successful in retaining most of our customers in our OMS fold but have also achieved +97% fleet machine availability for 15 GW of assets under maintenance. Of these 15 GW assets, 12 GW is in India making us the second largest OMS player in the country next only to NTPC.

In FY19, Suzlon was able to strengthen its leadership in the PSU segment by commissioning its second wind project for a large State-owned PSU enterprise. The increased focus of public sector companies to harness renewable energy for meeting their power needs gives a boost to India's efforts to achieve energy security and to power a greener tomorrow. Suzlon's 'concept to commissioning' approach and best in class service capabilities offer convenience to customers for setting up wind projects for captive use. This has established Suzlon as a market leader in the Indian market, including the PSU segment.



J.P. Chalasani
Group Chief Executive Officer

FY20 – What's in store?

While the Indian Wind Industry begins FY20 with a strong order book of ~11 GW from the already concluded auctions, it is important to have policies that would ensure utilization of ~10 GW wind turbine manufacturing capacity thus leading to job creation and overall socio-economic development in a sustainable way. This coupled with land and grid infrastructure availability and timely payments by utilities should facilitate the government to achieve its target of 175 GW of renewable energy by 2022.

After a significant delay and reduced tender size, India witnessed its first wind-solar hybrid tender being awarded by SECI in December 2018. Constraints with respect to land allocation in Gujarat is also resolved pursuant to the recently issued land allotment policy for wind and wind-solar hybrid parks. Also, Government of Andhra Pradesh announced a new wind-solar hybrid policy 2018 with a target to achieve 5,000 MW over the next five years. The Government of Maharashtra also floated its first wind-solar hybrid tender. Additionally, SECI has recently concluded wind auctions under tranche 7 and wind-solar hybrid tranche 2, it has also announced tranche 8 of 1,800 MW and 1 GW of offshore capacity expected in the near future.

We begin FY20 with a strong order book of 1,320 MW and are best positioned to cater to volume growth for the industry with our end-to-end business solutions, innovative product technology and best in class service. With tariffs stabilizing there is an immense opportunity for long-term sustainable growth of the wind sector. Our OMS business is continuing its excellence in all areas. The Group is focused to continue investing in various R&D technologies not limited to onshore products but also offshore, wind-solar hybrid solutions, control system technologies targeted to improve yield through better park management and grid stability. Our focus on solar will continue to be through wind-solar hybrid projects, which will lead to better utilization of grid, due to complementary generation profile. It will also save on duplication of evacuation infrastructure cost. Suzlon has an edge due to our existing large land bank, technologically advanced products and nationwide O&M strength.

Employees – Most valued asset

We continue to work towards making Suzlon - a cohesive, diverse and inclusive workplace where everyone feels valued. Throughout the year, we have encouraged several employee engagement programs and initiatives that have helped the management and our employees to connect better. A case in point is Suzlon being conferred with the prestigious Great Place to Work® certification for 2019-20. The certification is reflective of our sincere efforts to make it a more employee-friendly - organisation. Our Women@Work initiative is an earnest attempt to include women employees into the core industries of our economy. In FY19, we continued to empower our employees through several initiatives like 'Connect', 'Dialogue for Change', 'WindChimes', and 'Employee Engagement Survey 2019' that help us understand their needs, encourage employee development programs and thereby assist them in achieving professional excellence.

Ecosystem – On financial policy, industry recognition and giving back to the society

FY19 has been a year full of significant challenges and I am glad that we have made substantial progress. In these difficult market conditions, we have successfully overcome all challenges and have retained the number one position in India. As we approach the new financial year, we are on the threshold of imminent challenges and several subsequent opportunities.

We intend to maintain a disciplined financial policy and remain committed to regularly servicing our debt obligations. The Group has adopted stringent policies for controlling and optimizing fixed costs on all fronts. Suzlon Energy Limited has optimized manpower thereby allowing for a reduction from ₹ 1,046 crore in FY17 to an estimated ₹ 885 crore for FY19. Also, other fixed costs have reduced from ₹ 953 crore for FY17 to an estimated ₹ 80 crore for FY19. In FY20, our focus remains on cost reduction, driving further working capital efficiency and achieving debt reduction.

On the recognition front, Suzlon has won several awards at some of India's eminent industry platforms including the Gold Award at National Award for Manufacturing Competitiveness (NAMC) 2018-19 instituted by International Research Institute for Manufacturing (IRIM), Suzlon Global Services Limited (SGSL) was awarded the first prize for Service Category at the prestigious IMC Ramkrishna Bajaj National Quality Award 2018, won the SKOCH Corporate Excellence Silver Award for our full carbon girder blade which is also India's longest wind-turbine blade. We also won, the world's first solar project quality certificate for photovoltaic (PV) power plants, which was awarded to the Veltoor Solar Power Project in Telangana, owned by SE Solar Ltd., Suzlon's SPV (Special Purpose Vehicle) with CLP India. The certificate was conferred by DNV GL and is the world's first, and currently only global guideline for certifying solar PV projects. The awards and recognition we have received is a testimony of Suzlon's continuous effort in delivering quality products to its customers while adhering to the highest level of quality of service. To the core of our business ethics remains giving back to the society, we are indeed proud and honoured to support the eco-system through dedicated Corporate Social Responsibility (CSR) activities undertaken by our Suzlon Foundation.

The way forward

India's wind energy outlook remains very positive driven by the government's high commitment to achieve its 175 GW of renewable energy target by 2022. This is visible from the ~13.8 GW of tenders already auctioned out and another ~3 GW lined up for the near future. Positive steps to address teething issues through policy reforms, issuing guidelines for re-powering, wind-solar hybrid, offshore wind and renewable purchase/generation obligations will certainly boost the sector. The industry shall also benefit from the stabilization of tariffs, technological advancement, cost efficiencies, resolution of land and evacuation issues and increased influx of Foreign Direct Investments (FDI) in the Indian renewable energy market.

We withstood this transition period with our collective strength and determination. We remain positive about the future and believe the industry is well poised to achieve an annual installation of close to 10 GW going forward. Moreover, with an increased awareness of the benefits of renewable energy, this shall further elevate the sector's status-quo as a mainstream source of energy.

We are committed to reducing our debt and are progressing well on strategic initiatives undertaken.

I have always valued the trust bestowed on us by all our stakeholders. We shall continue to move ahead with the same spirit and passion in the years to come and make the most of every opportunity. I look forward to your support in maintaining our competitive position and working towards powering a greener tomorrow.

Best regards,

J.P. Chalasani
Group Chief Executive Officer

FINANCIAL HIGHLIGHTS

CONSOLIDATED

₹ in Crore

Particulars	I GAAP		Ind-AS			
	2014-15	2015-16	2015-16*	2016-17	2017-18	2018-19
Revenue from operations	19,837	9,508	9,483	12,714	8,075#	4,978#
EBIDTA	316	969	1,102	2,499	1,003	(9)
Interest	1,746	997	1,134	1,107	1,106	1,179
Depreciation	809	403	392	389	342	342
Net profit / (loss)	(9,158)	483	583	852	(384)	(1,537)
Equity share capital	742	1,004	1,004	1,005	1,064	1,064
Net worth	(9,122)	(7,083)	(7,533)	(6,841)	(6,967)	(8,498)
Gross PPE, CWIP, investment property, goodwill, intangible assets and intangible assets under development	16,154	4,905	2,208	2,618	2,879	3,148
Net PPE, CWIP, investment property, goodwill, intangible assets and intangible assets under development	6,200	1,925	1,839	1,871	1,816	1,748
Total assets	21,731	9,967	9,723	12,160	11,121	8,871
Basic earning per share	(30.5)	1.0	1.2	1.7	(0.7)	(2.9)
EBIDTA/ Gross turnover (%)	1.6%	10.2%	11.6%	19.7%	12.4%	-0.2%

*Figures are restated as per Ind-AS
#Figures are restated as per Ind AS 115

Devarkulam Wind Farm in Tamil Nadu, India

KEY HIGHLIGHTS

Suzlon retains market leadership

Suzlon retained its market leadership for the fourth consecutive year in the Indian wind industry that is passing through a tough transition from Feed-in-Tariff (FiT) to competitive bidding regime. Successfully commissioned 582 MW in Financial Year 18-19 (FY19); highest wind installations in India by any Original Equipment Manufacturer (OEM) during the fiscal. Gained market share of 39% and built 35% of India's wind energy capacity with over 12,000 MW cumulative installations till date, making it the undisputed market leader since 24 years.

2nd Largest Operations & Maintenance Services (OMS) player in India

Suzlon has the 2nd largest operations and maintenance capacity in the country with over 12,000 MW wind capacity. Suzlon has over 8,700 WTGs across 150+ sites in 8 States, under its service fold. With rich experience of over two decades, Suzlon Global Services Limited (SGSL) manages 35% of the Indian wind installed capacity. SGSL delivers +97.5% fleet machine availability and 9% higher generation over the previous year to its 1,800+ customers.

Project completion

- Only OEM to have completed in full the Solar Energy Corporation of India (SECI) I wind power project of 250 MW awarded to Sembcorp Energy India Limited (SEIL) at Chandragiri in Tamil Nadu. Suzlon was the only player to have completed the entire project 6 months ahead of SECI's revised timelines
- Commissioned the second wind power project for Hindustan Aeronautics Ltd. (HAL). The 8.4 MW captive wind energy project is located at Kushtagi, Bagalkot district in the State of Karnataka

New product development

Installed and commissioned the first prototype of S120 – 140 meters (m) - India's tallest Wind Turbine Generator (WTG) with a Hybrid Concrete-steel Tubular (HCT) Tower at Tirunelveli in Tamil Nadu.

Prominent awards and recognitions received by Suzlon in FY19:

- World's first solar project quality certificate for photovoltaic (PV) power plants has been awarded to the Veltoor Solar Power Project in Telangana, owned by SE Solar Ltd., Suzlon's SPV (Special Purpose Vehicle) with CLP India. The certificate was conferred by DNV GL and is the world's first and currently the only, global guideline for certifying solar PV projects
- Suzlon's Generator unit in Coimbatore won award at the Confederation of Indian Industry (CII) Southern Region's 13th Kaizen Competition

- Suzlon's Generator unit in Coimbatore won award at Manufacturing Today Summit
- Won the SKOCH Corporate Excellence Silver Award for its Full Carbon Girder Blade measuring 63 meters which is India's longest wind turbine blade
- Suzlon Global Services Limited (SGSL), a 100% subsidiary of Suzlon Energy Ltd. won the 1st Prize for Service Category at the prestigious IMC Ramkrishna Bajaj National Quality Award 2018

- Suzlon's manufacturing unit in Daman won the Gold award at the National Award for Manufacturing Competiveness (NAMC) instituted by International Research Institute for Manufacturing (IRIM)
- Suzlon has been certified as a 'Great Place to Work' by the Great Place to Work® Institute
- Received the CBIP (Central Board of Irrigation & Power) Award 2019 for its outstanding contribution in the Wind Energy sector
- Won the Innovation award in Wind Energy category for Outstanding Innovation in Composites at ICERP 2019 (International Conference and Exhibition on Reinforced Plastics) by FRP Institute, India and JEC Composites, France

Rugby Wind Farm
in North Dakota, USA

SUZLON SERVICES

Suzlon is not only a leading wind turbine manufacturer but also a major service provider offering comprehensive Operations and Maintenance Services (OMS) for renewable energy projects. Suzlon's OMS mission to deliver best in class, end-to-end integrated service to customers is supported by a number of well-deployed approaches and technology that drive customer-focused excellence. The OMS division offers SUzlon REliability (SURE services), which is Suzlon's assurance of dependability at every stage of investment.

Suzlon's strong focus and adherence to Quality, Health, Safety and Environment (QHSE) process and standards are validated by external assessments. Suzlon OMS is certified under ISO 9001, 14001, 27001, OHSAS 18001. It is a testament to our superior performance and industry benchmarks.

Suzlon synergizes its over two decades of experience and superior technology to ensure availability, safety and reliability of the ~15.3 GW fleet (over 10,175 WTGs) it operates and maintains in 11 countries across 6 continents.

Our wide range of fleet and asset maintenance solutions makes Suzlon a foremost OMS provider globally. Over the years, Suzlon OMS has proven its mettle and ensured high turbine performance in varied and challenging terrains, extreme climatic conditions, ageing infrastructure and fleet type. It offers innovative solutions to the increasing security and safety requirements as well as the demand for technology-driven solutions. Hence, Suzlon is a preferred and trusted partner of choice for being the custodian of customer's assets for the entire life cycle of the wind turbines.

Suzlon OMS extends support to the customer with highly specialized expert services and technology. The unstinting focus of our service engineers is to maximize customer returns throughout the asset lifetime. We maintain wind turbines with proven best practices gained by decades of experience across the globe.

Crucial to our customers, is the highest possible fleet and system availability, reliability and safety. Our OMS team of more than 3,500 highly-skilled professionals are dedicated to delivering best-in-class services.

We deploy state-of-the-art intelligent digital solutions and wide in-house expertise network for OMS excellence, to ensure high machine availability and performance. Our services have helped customers to secure the maximum machine availability and productivity as well as energy and cost efficiency. This is evident in the increased machine availability to 97.5% which has also resulted in 7.1% higher energy yield in Financial Year 18-19 (FY19), thereby improving Return on Investment (RoI) for customers.

Suzlon OMS has also enhanced its portfolio of solutions, with some value-added products (VAP) and value-added services (VAS). We are witnessing steady acceleration in volumes of our value-added products and services as well as OMS for other wind turbine Original Equipment Manufacturers (OEMs). The VAP and VAS such as the Quick Climb, Quick Sense, Fire suppression system, SC-Trinity are garnering traction and acceptance amongst customers.

Our service engineers maintain a constant vigil on the global industry trends and the future needs of the customers. There is a continuous focus on improving the OMS standards to enhance the reliability and performance of the turbine. We are embracing digitalization at a rapid pace and are leveraging data analytics. This will further improve operational efficiency, predictive maintenance, manage operational scale and adopt IT-based modules.

Our decades of experience in fleet maintenance, technology-enabled proprietary solutions, such as the Supervisory Control and Data Acquisition system (SCADA) which remotely measures and monitors turbine performance, SC-Trinity amongst others strengthens our competitive positioning.

Further, our customer-centric approach is the core of our culture. Our differentiating factors such as mechanisms to gather regular customer feedback, transparent and real-time asset performance information sharing, providing single-window concept for the entire life cycle of WTG, dedicated client relationship management teams, VAPs & VASs and other add-on services has enhanced customer loyalty and engagement.

Over the years, the various awards and recognitions received are an endorsement of our strong OMS track record. In FY19, Suzlon Global Service Limited (SGSL) received the prestigious IMC Ramkrishna Bajaj National Quality Award. However, the most gratifying validation of our customer– centricity is the 100% customer retention rate in India.

The Suzlon OMS team is constantly learning, innovating and evolving our services solutions. We are transitioning to the digitalization of services to mitigate risks, increase machine uptime, further enhance turbine performance and overall profitability of our customer's. We are also investing in internal talent development. Our service engineers are empowered to acquire skills and digital competencies that will keep them relevant in an evolving technology landscape.

The alignment and integration with our customers and global trends, helps Suzlon OMS to be future-ready, agile and responsive in the dynamic and evolving market environment.

TECHNOLOGY HOLDS
THE KEY

As India progressively paces towards its renewable targets; it will be further propelled in its pursuit by technology and a conducive policy environment for renewables. A case in point is in the last decade several countries have incorporated concrete commitments to promote and facilitate investment in technology for the sustainable development of the Renewable Energy sector. Further, with the transition in India from Feed-in-Tariff (FiT) regime to competitive bidding regime, the price pressure has been increasing consistently which required wind turbine manufacturers to come up with even more innovative and cost-effective solutions.

Research and Development (R&D) is the cornerstone of Suzlon's success in its pursuit of harnessing energy through renewable sources. In fact, R&D continues to play a pivotal role in making Suzlon a renewable energy powerhouse. It has been our constant endeavour to create innovative products and services that aid in making renewable energy attractive and profitable for investors. Our continuous and focused efforts in R&D, coupled with cutting-edge technology, have made Suzlon a market leader in India.

Suzlon spends a significant amount of its revenues on R&D to drive innovation and implement the outcomes in its product development, processes, operations, and maintenance services. In Financial Year 2018-19 (FY19). Suzlon introduced a new ultra-tall 140 meters (m) hybrid tubular-lattice tower structure for its proven 2.1 MW S111 platform. This was the tallest Wind Turbine Generator (WTG) in India and improved generation by ~6% over its 120m hub height variant. The 140m hybrid tubular-lattice tower is a combination of lattice base and efficient foundation supporting a tubular steel tower that enables higher hub heights while avoiding an exponential increase in the weight and costs of an all steel tubular towers. It is a perfect fit in the new competitive bidding regime, where large scale utility projects of 200-500 MW are being installed and commissioned.

Also in FY19, Suzlon installed and commissioned the 2.8 MW S128, which is the largest WTG in India. It staked claim at the time to being the country's largest rotor blade ever manufactured measuring 63 meters. The first prototype of S128 has been commissioned at the Sankaneri site in Tamil Nadu. The S128 WTG is available in 2.6 MW to 2.8 MW variants and offers hub heights up to 140 meters. The S128 uses carbon fibre blades which are very light and stiff enabling better air foils and energy generation compared to all previous models. The S128 is delivering close to conventional fuel competitive Plant Load Factor (PLF). We are leveraging the S128 technology to further grow our portfolio to bring offshore size technology onshore to India and other developing markets. It is a proud moment for us to manufacture, install and commission the largest WTG in the country. With its reduced levelised cost of energy (LCoE), cost-effective design and superior

performance, S128 will unlock unviable sites and set new benchmarks in the Indian wind industry.

In FY19, we installed our new turbine S120, which is designed specifically to address the latest trends in tariff in the Indian wind market. This product comes with different tower variants of 105m and 120m of steel tubular tower and 140m hybrid lattice and also a hybrid concrete-steel tubular tower structure. The new larger rotor further leverages the low cost S111 and delivers 2.25 MW of energy as rated power.

Even in these challenging market conditions, our focus on investing in R&D and bringing forth state-of-the-art products hasn't wavered. Suzlon's thrust on technological and process innovation is a reflection of its deep commitment to customers. The aim is to give them the best value for their investment. We were among the first organisations to use the 'Internet of Things' concept long before it became a buzz word. The Suzlon fleet has been 'connected' to the internet almost since day one. Suzlon continues to believe in the fact that better products and technological advancements are imperative for the growth of the organization, our industry and our world. We continuously strive to innovate for products with a focus on reducing the LCoE year-on-year. Our focus remains:

- Reduce LCoE through better technology and products that are specific to the market conditions
- Optimize cost through value engineering and improved efficiencies across the value chain
- Enhanced customer service through improved machine up-time, value-added Operation and Maintenance Services (OMS) products that help improve efficiencies and reduce costs

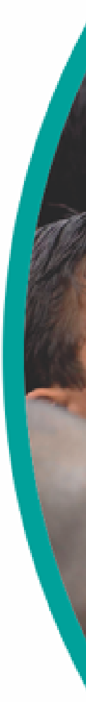
SUZLON FOUNDATION

Suzlon Foundation (SF), the Corporate Social Responsibility (CSR) arm of the Group is the torchbearer for social initiatives. It has over a decade piloted, consolidated and now replicated successful models with stakeholder consultation, based on local needs, using robust data and sustainable strategies. It has now grown to over 800 villages across the country and worked towards empowering innumerable lives. Whether it was enhancing green cover, promoting biodiversity, weaving collectivism amongst the under-privileged villagers, farmers and women, providing clean drinking water, bringing medical care to the door step of the needy, spearheading programs for the education of children in the most remote areas of the country, enriching livelihoods or initiating self-help groups - all these initiatives accomplished by the Suzlon Foundation over the past 11 years have, fostered the belief of creating shared value since we are all connected and share the limited resource of one planet.

Suzlon under its corporate social responsibility framework believes that sustainability can be ensured, and responsibly enhanced for the benefit of business and that offsetting the impact of business on these resources is our responsibility.

Since business and its environment are inter-dependent, SF supports Suzlon Group to focus on strengthening the organic link between them. SF works on the framework of five capitals - Financial, Natural, Social, Human and Physical. All programs of the Foundation are designed to enhance these capitals. Thus, livelihood programs enhance financial capital, natural resource management programs enhance natural capital, social institution building and empowerment programs enhance social capital, education and health initiatives enhance human capital and basic infrastructure improvement or civic amenities programs enhance physical capital. These programs contribute to sustainability and are aligned with the Sustainable Development Goals declared by the United Nations.

Moreover, the CSR programs are identified collaboratively with the villagers based on their needs and are mainly focused on enhancing the livelihood, health, education, civic amenities and educating on natural resource management. The Foundation has evolved to adapt to the changing needs, however, our commitment to making a real



impact on society has been unwavering. The Foundation's success story is also driven by our colleagues; over the past decade, it has received unceasing support from our fellow Suzlonians. It is indeed heartening to see their commitment towards our CSR goals, which has allowed for a better integration of CSR perspective in business practices.

With that being said it is also important to acknowledge the untiring efforts of volunteers associated with the Foundation by donating funds, their time and using their skills that over the past decade have immensely contributed to the numerous social causes and truly made a difference in the world.

OVER THE LAST 11 YEARS, SUZLON FOUNDATION HAS ACHIEVED THE FOLLOWING MILESTONES:

- Conserved 4,30,21,065 cubic meters of water
- Planted over 16,13,592 trees
- Reached over 13,00,000 people across more than 800 villages
- Over 8,00,000 animals treated
- Re-cycled 4,26,856 kgs of waste
- Improved Livelihoods of 1,83,308 families
- Provided better education to 1,75,323 students
- Treated over 10,754 hectares of land
- Lit up homes with more than 8,398 Solar Lighting systems
- Eye sight restored of 6,144 cataract patients
- Supported 1,649 specially abled persons
- Reached over 1,387 schools
- Strengthened 550 village development committees

Directors' Report

Dear Shareholders,

The Board of Directors present the Twenty Fourth Annual Report of your Company together with the audited standalone and consolidated financial statements for the financial year ended March 31, 2019.

1. Financial results

The audited standalone and consolidated financial results for the financial year ended March 31, 2019 are as under:

Particulars	Standalone		Consolidated	
	₹ Crore		₹ Crore	
	2018-19	2017-18	2018-19	2017-18
Revenue from operations	2,471.08	5,953.57	4,978.46	8,074.61
Other operating income	72.42	23.86	46.23	41.59
Earnings before interest, tax, depreciation and amortization (EBITDA)	(184.02)	664.22	(8.75)	1,003.06
Less: Depreciation and amortisation expense	438.91	419.28	341.85	341.61
Earnings before interest and tax (EBIT)	(622.93)	244.94	(350.60)	661.45
Add: Finance income	435.98	369.16	49.95	79.17
Less: Finance costs	943.65	1,222.84	1,269.91	1,580.98
Profit/ (loss) before tax before exceptional items	(1,130.60)	(608.74)	(1,570.56)	(840.36)
Less: Exceptional items	6,281.38	546.00	(27.57)	(449.62)
Profit/ (loss) before tax	(7,411.98)	(1,154.74)	(1,542.99)	(390.74)
Less: Tax expense	1.35	1.40	(11.90)	(1.56)
Profit/ (loss) after tax	(7,413.33)	(1,156.14)	(1,531.09)	(389.18)
Share of profit / (loss) of associates and jointly controlled entities	N.A.	N.A.	(6.10)	5.17
Net profit/ (loss) for the year	(7,413.33)	(1,156.14)	(1,537.19)	(384.01)
Other comprehensive income/ (loss), net of tax	0.54	7.17	(39.78)	(189.27)
Total comprehensive income/ (loss), net of tax	(7,412.79)	(1,148.97)	(1,576.97)	(573.28)

The financial statements for the financial year ended March 31, 2019 have been prepared under Ind AS (Indian Accounting Standards).

2. Company's performance

On a standalone basis, the Company achieved revenue from operations of ₹ 2,471.08 Crore and EBIT of ₹ (622.93) Crore as against ₹ 5,953.57 Crore and ₹ 244.94 Crore respectively in the previous year. Net loss for the year is ₹ 7,413.33 Crore as compared to ₹ 1,156.14 Crore in the previous year.

On consolidated basis, the Group achieved revenue from operations of ₹ 4,978.46 Crore and EBIT of ₹ (350.60) Crore as against ₹ 8,074.61 Crore and ₹ 661.45 Crore respectively in the previous year. Net loss for the year is ₹ 1,537.19 Crore as compared to ₹ 384.01 Crore in the previous year.

3. Appropriations

a) **Transfer to reserves -** During the financial year under review, the Company was not required to transfer any amount to any reserves.

b) **Dividend -** In view of accumulated losses, the Board of Directors has not recommended any dividend on equity shares for the financial year under review.

c) **Dividend distribution policy -** In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company has adopted a dividend distribution policy which has been provided in an annexure which forms part of the Directors' Report. The dividend distribution policy is also available on the Company's website (www.suzlon.com).

4. Material developments during the financial year under review and occurred between the end of the financial year and the date of this Report

During the financial year under review and up to the date of this Report, the Company initiated / completed sale of following SPVs as a part of the trade practice of forming SPVs for setting-up of solar power projects and selling them to the customer / investors:

- completed sale of its entire stake in SE Solar Limited, Amun Solarfarms Limited, Avighna Solarfarms Limited, Prathamesh Solarfarms Limited, Rudra Solarfarms Limited, Gale Solarfarms Limited and Tornado Solarfarms Limited and accordingly these SPVs ceased to be subsidiaries during the financial year under review;
- initiated sale of its stake in Heramba Renewables Limited, Shreyas Solarfarms Limited, Aalok Solarfarms Limited and Abha Solarfarms Limited and accordingly these SPVs ceased to be subsidiaries; however continue to be associate companies post March 31, 2019.

5. Capital and debt structure

a) **Authorised share capital –** During the financial year under review, there is no change in the authorised share capital of the Company. The authorised share capital of the Company as on March 31, 2019 and as on the date of this Report is ₹ 2,498.00 Crore divided into 1249,00,00,000 equity shares of ₹ 2/- each.

b) **Paid-up share capital -** During the financial year under review, there is no change in the paid-up share capital of the Company. The paid-up share capital of the Company as on March 31, 2019 and as on the date of this Report is ₹ 1,063.96 Crore divided into 531,97,74,121 equity shares of ₹ 2/- each.

c) **Global Depository Receipts (GDRs) -** The outstanding GDRs as on March 31, 2019 are 20,70,210 representing 82,80,840 equity shares of ₹ 2/- each. Each GDR represents four underlying equity shares in the Company.

d) **Foreign Currency Convertible Bonds ("FCCBs") –** During the financial year under review, there was no conversion of FCCBs into equity shares. The details of outstanding convertible securities as on March 31, 2019 are as under:

Series	Outstanding amount (USD)	Exchange rate	Convertible on or before	Conversion price
USD 546,916,000 step-up convertible bonds due 2019 (Restructured Bonds)	17,20,02,000	60.225	July 9, 2019	15.46

Note: Post March 31, 2019 and up to the date of this Report, the Company has not received any notice(s) for conversion of FCCBs into equity shares.

6. Extract of the annual return

The extract of the annual return in Form No.MGT-9 in terms of Section 92(3) of the Companies Act, 2013 for the financial year under review has been provided in an annexure which forms part of the Directors' Report.

7. Number of board meetings held

The details pertaining to number and dates of board meetings held during the financial year under review have been provided in the Corporate Governance Report forming part of this Annual Report.

8. Director's responsibility statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors confirm to the best of their knowledge and belief that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors had prepared the annual accounts on a going concern basis;

e) the Directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. A statement on declaration given by Independent Directors

In terms of Section 149(7) of the Companies Act, 2013, Mr. Marc Desaedeleer, Mr. Ravi Uppal, Mr. Venkataraman Subramanian, Mr. Per Hornung Pedersen and Mrs. Vijaya Sampath, the Independent Directors of the Company, have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the

Companies Act, 2013 and the Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Directors. Further, they have also given a declaration that they have complied with the provisions of the Code of Ethics for Directors and Senior Management (including Code of Conduct for Independent Directors prescribed in Schedule IV to the Companies Act, 2013) to the extent applicable, during the financial year under review.

10. Company's policy on director's appointment and remuneration

During the financial year under review, the 'Board Diversity and Remuneration Policy' of the Company has been amended in terms of approval of the Board of Directors dated March 27, 2019 by way of circular resolution by amending the definition of senior management and addition in the role of the Nomination and Remuneration Committee in terms of the Companies Act, 2013 and the Listing Regulations. In accordance with Section 178 of the Companies Act, 2013 and the Listing Regulations, the 'Board Diversity and Remuneration Policy' as adopted by the Board of Directors of the Company is available on the Company's website (www.suzlon.com). The details of remuneration paid to the Executive Directors and Non-executive Directors have been provided in the Corporate Governance Report forming part of this Annual Report.

11. Auditors and auditors' observations

a) Statutory auditor - M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) were appointed as the statutory auditors of the Company to hold office from the conclusion of the Twenty Second annual general meeting till the conclusion of the Twenty Seventh annual general meeting of the Company, i.e. for a period of five years.

Statutory auditors' observation(s) in audit report and directors' explanation thereto –

- In respect of Note 5 of the standalone financial statements and Note 4 of the consolidated financial statements regarding use of going concern assumption for the preparation of financial statements due to existence of default in repayment of principal and interest payable to lenders, recall right in connection with liabilities on account of FCCB's which are due for redemption in July 2019 and to the banks who have issued standby letter of credit (SBLC) for a loan taken by one of the subsidiary company, and overdue amounts payable to certain creditors.

  It is clarified that subsequent to default in repayment of principal and interest payable to lenders, the lenders have allowed continuation of operations, permitting usage of 90% of cash inflows towards business requirements having invoked the Inter Creditor Agreement (ICA) mechanism under 'Project Sashakt' for resolution. In that connection, the Company is working towards a resolution plan with the lenders and has received a non-binding offer from a potential investor contemplating infusion of additional equity in the Company, purchase of a business line by the investor and considerable amount of waiver of the debts by the lenders (including FCCB holders). Implementation of plan is subject to approval of lenders and shareholders. Successful implementation will enable the Company to meet the financial obligations and to scale up the operations. The Company is also taking various other steps to reduce costs and accordingly the financial statements have been prepared on the basis that the Company is a going concern.

- In respect of auditors' observation in standalone financial statements and consolidated financial statements regarding certain default in payment of interest and repayment of dues to financial institutions and banks and delay in depositing statutory dues.

  It is clarified that the delay arose on account of liquidity shortage due to losses, delay in timely realisation of certain receivables from the customers and prevailing uncertain economic environment that adversely impacted the sales volumes.

b) Secretarial auditor – Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, Mr. Dinesh Joshi, Designated Partner, Kanj & Co. LLP, Company Secretaries (Membership No.F3752 and C.P.No.2246) has been appointed as the secretarial auditor to conduct the secretarial audit for the financial year 2018-19. A secretarial audit report in Form No.MR-3 given by the secretarial auditor has been provided in an annexure which forms part of the Directors Report.

Secretarial auditors' observation(s) in secretarial audit report and directors' explanation thereto –

- In respect of observation pertaining to appointment of Chief Financial Officer (CFO) in compliance with Section 203(4) of the Companies Act, 2013

  It is clarified that the Company has been making its best endeavour to find appropriate person as a CFO and post March 31, 2019, the Board of Directors, at its meeting held on May 30, 2019, approved appointment of Mr. Swapnil Jain as the CFO of the Company w.e.f. June 1, 2019. Thus with appointment of the CFO, the Company is compliant with the requirement of Section 203 of the Companies Act, 2013.

c) Cost auditor - The Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company for the financial year under review.

M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No.000611) had been appointed as the cost auditors for conducting audit of cost accounting records of the Company for the financial year 2018-19. The due date of submitting the cost audit report by the cost auditor to the Company for the financial year 2018-19 is within a period of one hundred eighty days from the end of the financial year, i.e. March 31, 2019. Thereafter, the Company shall file a copy of the cost audit report in Form No.CRA-4 within a period of 30 (thirty) days from the date of its receipt. The cost audit report for the financial year 2017-18 dated September 25, 2018 issued by M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No.000611) was filed with the Ministry of Corporate Affairs, Government of India, on October 5, 2018.

Further, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee, M/s. D. C. Dave & Co. Cost Accountants, Mumbai (Registration No.000611) have been appointed as cost auditors for conducting audit of cost accounting records of the Company for the financial year 2019-20 at a remuneration of ₹ 5,00,000/- (Rupees Five Lacs only), which shall be subject to ratification by the shareholders at the ensuing annual general meeting.

d) **Internal auditor –** In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has appointed Mr. Shyamal Budhdev, Chartered Accountant (Membership No.43952) as the internal auditor of the Company.

During the financial year under review, there was no instance of fraud required to be reported to Central Government, Board of Directors or Audit Committee, as the case may be, by any of the auditors of the Company in terms of Section 143(12) of the Companies Act, 2013.

12. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments in terms of Section 186 of the Companies Act, 2013 for the financial year under review have been provided in the notes to the financial statements which forms part of this Annual Report.

13. Particulars of contracts / arrangements with related parties

The particulars of contracts / arrangements with related parties referred to in Section 188(1) entered into during the financial year under review as required to be given in Form No.AOC-2, have been provided in an annexure which forms part of the Directors' Report.

14. Particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo

The particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo for the financial year under review as required to be given under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014, has been provided in an annexure which forms part of the Directors' Report.

15. Risk management

The Company has constituted a Risk Management Committee, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report. The Board of Directors has approved a risk management policy which is available on Company's website (www.suzlon.com). The Company's risk management and mitigation strategy has been discussed in the Management Discussion and Analysis Report forming part of this Annual Report. The Board of Directors have not found any risk which in its view may threaten the existence of the Company.

16. Corporate social responsibility (CSR)

The Company has constituted the CSR Committee in accordance with Section 135(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report. The Board of Directors has approved the CSR policy which is available on the Company's website (www.suzlon.com). The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an annexure which forms part of the Directors' Report.

17. Annual evaluation of board's performance

The information pertaining to annual evaluation of the performance of the Board, its Committees and individual directors as required to be provided in terms of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 has been provided in the Corporate Governance Report forming part of this Annual Report.

18. Directors / key managerial personnel appointed / resigned during the financial year under review and upto the date of this Report

Re-appointment of directors retiring by rotation – Mr. Vinod R.Tanti (DIN: 00002266), the Wholetime Director and Chief Operating Officer and Mr. Girish R.Tanti (DIN: 00002603), the Non-executive Director retire by rotation at the ensuing annual general meeting and being eligible offer themselves for re-appointment.

Change in nominee director – During the financial year under review, pursuant to withdrawal of nominee director by Power Finance Corporation Limited (PFC), Mr. Rajiv Ranjan Jha (DIN: 03523954), the Nominee Director appointed by PFC ceased to be the Director of the Company w.e.f. April 6, 2018. IDBI Bank Limited has substituted its nominee director on the Board of the Company by withdrawing nomination of Mr. Brij Mohan Sharma (DIN: 07193258) and instead nominating Mr. Biju George Kozhippattu (DIN: 02405333) as the Nominee Director of IDBI Bank Limited on the Board of the Company. Accordingly, Mr. Biju George Kozhippattu has been appointed as an additional director in the capacity as a Nominee Director with effect from November 29, 2018 to hold office till the conclusion of ensuing annual general meeting and being eligible offers himself for appointment as Director of the Company. The Nomination and Remuneration Committee has recommended the appointment of Mr. Biju George Kozhippattu as the Director designated as the "Non-executive Director" who shall not be liable to retire by rotation. Mr. Brij Mohan Sharma ceased to be the Nominee Director of the Company with effect from November 29, 2018. The Board expresses its appreciation for the valuable services rendered and matured advice provided by Mr. Rajiv Ranjan Jha and Mr. Brij Mohan Sharma during their association with the Company.

Appointment / re-appointment / resignation of independent director – During the financial year under review, Mr. Vaidhyanathan Raghuraman, Independent Director of the Company has voluntarily resigned from the directorship of the Company in terms of Regulation 17(1A) of the Listing Regulations with effect from March 31, 2019, since he has attained the age of seventy five years. As confirmed by Mr. V. Raghuraman there is no other material reason for his resignation. The Board expresses its appreciation for the valuable services rendered and matured advice provided by Mr. Vaidhyanathan Raghuraman during his association with the Company.

Further, Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian were appointed as the Independent Directors of the Company for a term of 5 (five) years, which term expires on September 24, 2019. In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian are eligible for appointment as Independent Directors for another term of 5 (five) years subject however to approval of the shareholders by way of a special resolution.

Accordingly, on the basis of performance evaluation, the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company at their meetings held on May 29, 2019 and May 30, 2019 respectively have recommended appointment of Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors of the Company for a second term of 5 (five) years, i.e. for the period from September 25, 2019 till September 24, 2024. Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian have given a declaration to the Board that they meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations. In the opinion of the Board of Directors of the Company, Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian fulfil the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Directors and are independent of the management of the Company. Further, it is felt that the Company would continue to be benefitted by their rich experience and expertise, if they are re-appointed for a second term of 5 (five) years.

Appointment of Chief Financial Officer – Post March 31, 2019, the Board of Directors at their meeting held on May 30, 2019 approved appointment of Mr. Swapnil Jain as the Chief Financial Officer of the Company w.e.f. June 1, 2019.

Profile of directors seeking appointment / re-appointment – Profile of the directors seeking appointment / re-appointment as required to be given in terms of Regulation 36 of the Listing Regulations forms part of the Notice convening the ensuing annual general meeting of the Company.

19. Subsidiaries

As on March 31, 2019, the Company has 51 subsidiaries and 1 joint venture and 1 associate company in terms of the Companies Act, 2013, a list of which is given in Form No.MGT-9 – Extract of annual return forming part of this Annual Report. The salient features of the financial statement of subsidiaries / joint ventures / associates and their contribution to the overall performance of the Company during the financial year under review have been provided in Form No. AOC-1 and notes to accounts respectively both forming part of this Annual Report.

a) Companies which became subsidiaries during the financial year under review

Sr. No.	Name of the entity	Country
1.	Jawbone Holdings LLC	USA
2.	Lacy Creek Windpower, LLC	USA
3.	Lane City Wind LLC	USA
4.	Seventus Development Holdings LLC	USA

b) Change of name of subsidiaries during the financial year under review

Sr. No.	Previous name of the entity	New name of the entity
1.	Sure Power LLC, USA	Seventus LLC, USA

c) Companies which ceased to be subsidiaries/ joint ventures during the financial year under review

Sr. No.	Name of the entity	Country	Remarks
1.	Amun Solarfarms Limited	India	Sold
2.	Avighna Solarfarms Limited	India	Sold
3.	Gale Solarfarms Limited	India	Sold
4.	Prathamesh Solarfarms Limited	India	Sold
5.	Rudra Solarfarms Limited	India	Sold
6.	SE Solar Limited	India	Sold
7.	Tornado Solarfarms Limited	India	Sold

d) Consolidated financial statements

The consolidated financial statements as required in terms of Section 129(3) of the Companies Act, 2013 and the Listing Regulations have been provided along with standalone financial statements. Further, a statement containing salient features of the financial statements of the subsidiaries / associate companies / joint ventures in Form No. AOC-1 as required to be given in terms of first proviso to Section 129(3) of the Companies Act, 2013 has been provided in a separate section which forms part of this Annual Report. The financial statements including the consolidated financial statements, financial statements of the subsidiaries and all other documents have been uploaded on the Company's website (www.suzlon.com).

20. Significant and material orders passed by the regulators

During the financial year under review, no significant and material orders impacting the going concern status and Company's operations in future have been passed by any Regulators or Courts or Tribunals. However, the Securities and

Exchange Board of India, by an Adjudication Order dated April 20, 2018, has imposed a monetary penalty of a total sum of ₹ 1.10 Crore on the Company and its Compliance Officer for alleged non-reporting of certain events in the past. The Company does not believe that any penalty was warranted and has accordingly filed an appeal before the Securities Appellate Tribunal, Mumbai.

21. Internal financial controls and their adequacy

The details pertaining to internal financial control systems and their adequacy have been disclosed in the Management Discussion and Analysis Report forming part of this Annual Report.

22. Audit Committee

The Company has constituted an Audit Committee in accordance with Section 177(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board of Directors had not accepted any recommendation of the Audit Committee. The Company has formulated a whistle blower policy to provide vigil mechanism for employees including Directors of the Company to report their genuine concerns about unethical behaviour, actual or suspected frauds or violation of the Company's code of conduct for directors and senior management and the code of conduct for prevention of insider trading and which also provides for safeguards against victimisation. The whistle blower policy is available on the Company's website (www.suzlon.com).

23. Particulars of employees

a) Statement showing details of employees drawing remuneration exceeding the limits specified in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A statement showing details of employees in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been provided in a separate annexure which forms part of the Directors' Report. However, in terms of Section 136 of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to all the shareholders of the Company and others entitled thereto. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at the registered office of the Company.

b) Disclosures pertaining to remuneration of directors as required under Schedule V to the Companies Act, 2013

Details pertaining to remuneration of Directors as required under Schedule V to the Companies Act, 2013 have been provided in the Corporate Governance Report forming part of this Annual Report.

c) Disclosures pertaining to payment of commission from subsidiaries in terms of Section 197(14) of the Companies Act, 2013

During the financial year under review, the Managing Director of the Company has received remuneration of USD 2,00,000 from Suzlon Wind Energy Corporation, USA ("SWECO") in his capacity as Chairman of SWECO. Besides this, the Managing Director or the Wholetime Director did not receive any commission / remuneration from any other subsidiaries of the Company during the financial year under review.

d) Information pertaining to remuneration to be disclosed by listed companies in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information / details pertaining to remuneration to be disclosed by listed companies in terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been provided in an annexure which forms part of the Directors' Report.

e) Employees stock option plan (ESOP)

The Company had introduced ESOP for its employees and employees of its subsidiaries (hereinafter referred to as the "Scheme"). The information pertaining to the Scheme as required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 have been provided in an annexure which forms part of the Directors' Report. The Scheme formulated by the Company was in compliance with the applicable regulations. During the financial year under review, there was no material change in the Scheme. There are no Schemes in force as on the date of this Report.

24. Related party disclosures & management discussion and analysis report

The disclosures pertaining to related party transactions as required to be given in terms of Para A of Schedule V of the Listing Regulations have been provided in an annexure which forms part of the Directors' Report. Further, the Management Discussion and Analysis Report on the operations and financial position of the Company has been provided in a separate section which forms part of this Annual Report.

25. Corporate governance report

A detailed report on Corporate Governance has been provided in a separate section which forms part of this Annual Report. The Company is in compliance with the requirements and disclosures that have to be made in this regard. The auditors' certificate on compliance with corporate governance requirements by the Company is attached to the Corporate Governance Report forming part of this Annual Report.

26. Business responsibility report

In terms of Regulation 34 of the Listing Regulations, the Business Responsibility Report has been provided in a separate section which forms part of this Annual Report.

27. Transfer to investor education and protection fund

During the financial year under review, the Company was not required to transfer any unpaid or unclaimed dividend to the investor education and protection fund set up by the Government of India.

28. Other disclosures

a) **Details of deposits in terms of Rule 8(5) of the Companies (Accounts) Rules, 2014 –** During the financial year under review, the Company did not accept any deposits falling within the purview of Section 73 of the Companies Act, 2013.

b) **Details of equity shares with differential voting rights in terms of Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 –** During the financial year under review, the Company has not issued equity shares with differential voting rights as to dividend, voting or otherwise.

c) **Details of sweat equity shares in terms of Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 -** During the financial year under review, the Company has not issued any sweat equity shares.

d) **Details of shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees in terms of Section 67 of the Companies Act, 2013 –** Not applicable

e) **Detailed reasons for revision of financial statements and report of the Board in terms of Section 131(1) of the Companies Act, 2013 –** The Company was not required to revise its financial statements or Directors' Report during the financial year under review in terms of Section 131 of the Companies Act, 2013.

f) **Disclosures in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 –** The Company has in place an Internal Complaints Committee, constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which entertains the complaints made by any aggrieved woman. During the financial year under review, there have been no cases reported in this regard.

g) **Disclosures pertaining to compliance with Secretarial Standards –** During the financial year under review, the Company has complied with applicable Secretarial Standards.

h) **Disclosures pertaining to credit rating –** Details pertaining to various credit ratings obtained by the Company have been provided in the Corporate Governance Report forming part of this Annual Report.

29. Acknowledgement

The Directors wish to place on record their appreciation for the co-operation and support received from the government and semi-government agencies, especially from the Ministry of New and Renewable Energy (MNRE), Government of India, all state level nodal agencies and all state electricity boards. The Directors are thankful to all the bankers, financial institutions and the investor group for their support to the Company. The Directors place on record their appreciation for continued support provided by the esteemed customers, suppliers, bankers, financial institutions, consultants, bondholders and shareholders. The Directors also acknowledge the hard work, dedication and commitment of the employees. Their enthusiasm and unstinting efforts have enabled the Company to emerge stronger than ever, enabling it to maintain its position as one of the leading players in the wind industry, in India and around the world.

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Annexure to Directors' Report

Dividend distribution policy

Purpose, objective and scope:

The Securities and Exchange Board of India (the “SEBI”) vide its notification dated 8th July 2016 has amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) by inserting Regulation 43A in order to make it mandatory to have a dividend distribution policy in place by the top five hundred listed companies based on their market capitalization calculated as on the 31st day of March of every financial year. Accordingly, the Board of Directors of the Company have approved this dividend distribution policy (the “Policy”) in its Board Meeting dated 11th November 2016. This policy lays down parameters to be considered by the Board of Directors of the Company for declaration of dividend from time to time.

Definitions:

Unless repugnant to the context:

“Act” shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.

“Applicable Laws” shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other Act, Rules or Regulations which provides for the distribution of dividend.

“Company” or “SEL” shall mean Suzlon Energy Limited.

“Board” or “Board of Directors” shall mean the Board of Directors of the Company.

“Dividend” shall mean dividend as defined under the Companies Act, 2013.

“Policy” or “this Policy” shall mean the Dividend Distribution Policy.

“SEBI Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Interpretation – In this Policy unless the contrary intention appears, words and expressions used and not defined in this Policy but defined in Companies Act, 2013 or Rules made thereunder or Securities and Exchange Board of India Act, 1992 and Rules and Regulations made thereunder or Depositories Act, 1996 or the Listing Regulations or the Accounting Standards shall have the meanings respectively assigned to them in those Acts, Rules and Regulations.

Financial parameters / internal / external factors for declaration of dividend:

The Company shall observe the relevant statutory requirements as may be applicable to the Company at the time of taking decision with regard to dividend declaration. However, the Board of Directors of the Company shall consider the following parameters for declaration of dividend:

<u>Financial parameters / internal factors / external factors:</u>

The Board of Directors of the Company would consider the following list of parameters / factors before declaring dividend to its shareholders, including but not restricted to:

1) Net operating profit after tax;
2) Availability of retained earnings;
3) Operating cash flow including cash flow required to meet contingencies;
4) Inadequacy of profits;
5) Working capital requirements;
6) Capital expenditure requirements;
7) Resources required to fund acquisitions and / or new businesses;
8) Borrowings;
9) Past dividend trends, if any;
10) Peer industry practices;
11) Economic viability;
12) Restrictions from lenders / bondholders / CDR.

Circumstances under which the shareholders may or may not expect dividend:

The Board shall consider the parameters and factors provided above before declaring any dividend payout after analysing the prospective opportunities and threats, viability of the options of dividend payout or retention, etc. The decision of dividend payout shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company. However, the shareholders of the Company may not expect dividend under the following circumstances:

1) Whenever the Company undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;

2) Significantly higher working capital requirements adversely impacting free cash flow;

3) Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital;

4) Whenever it proposes to utilise surplus cash for buy-back of securities;

5) In the event of inadequacy of profits or whenever the Company has incurred losses;

6) Where the Company believes redeployment of profits will maximise shareholders' wealth; or

7) Where there is a need to repay debt as per covenant put in place by the lenders.

Utilisation of retained earnings:

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of dividend, after having due regard to the parameters laid down in this Policy and subject to compliance of applicable laws.

Parameters adopted with regard to various classes of shares:

At present, the share capital of the Company comprises only of equity shares. As and when the Company issues other kind of shares, the Board of Directors may suitably amend this policy.

General:

To the extent any change or amendment is required in terms of any of the applicable laws, the Managing Director or the Chief Executive Officer of the Company shall be authorised to review and amend the policy in due course, to give effect to any such changes or amendments. Such amended policy shall be placed before the Board for noting and necessary ratification. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this policy.

Annexure to Directors' Report

Form No. MGT 9 - Extract of annual return

As on financial year ended on March 31, 2019

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. Registration & other details:

1.	CIN	L40100GJ1995PLC025447
2.	Registration date	April 10, 1995
3.	Name of the Company	Suzlon Energy Limited
4.	Category / sub-category of the Company	Company limited by shares
5.	Address of the registered office & contact details	"Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, Gujarat, India; Tel.: +91.79.66045000; Fax: +91.79.26565540; Email: investors@suzlon.com; Website: www.suzlon.com.
6.	Whether listed company (yes / no)	Yes, National Stock Exchange of India Limited and BSE Limited
7.	Name, address & contact details of the registrar & transfer agent, if any	Karvy Fintech Private Limited, Unit: Suzlon Energy Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032; Toll Free No.1800-3454-001

II. Principal business activities of the Company: (All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sr. No.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the Company
1.	Sale of wind turbines generators and related components	27101	91.61

III. Particulars of holding, subsidiary and associate companies:

Sr. No.	Name and address of the Company	CIN/GLN	Holding / subsidiary / associate	% of shares held as on March 31, 2019#	Applicable Section
1.	Aalok Solarfarms Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40300GJ2015PLC082718	Subsidiary	51	2(87)
2.	Abha Solarfarms Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40300GJ2015PLC082583	Subsidiary	51	2(87)
3.	AE-Rotor Holding B.V., The Netherlands	N.A.	Subsidiary	100	2(87)
4.	Anshuman Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40300GJ2016PLC092737	Subsidiary	100	2(87)
5.	Consortium Suzlon Padgreen Co Ltd, Mauritius	N.A.	Joint Venture	26	2(6)
6.	Gale Green Urja Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40300GJ2017PLC096251	Subsidiary	70	2(87)
7.	Heramba Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40100GJ2015PLC083751	Subsidiary	51	2(87)
8.	Jawbone Holdings LLC, USA	N.A.	Subsidiary	79.90	2(87)
9.	Lacy Creek Windpower, LLC, USA	N.A.	Subsidiary	79.90	2(87)
10.	Lane City Wind LLC, USA	N.A.	Subsidiary	79.90	2(87)
11.	Manas Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40100GJ2015PLC083655	Subsidiary	100	2(87)
12.	Parque Eolico El Almendro S.L., Spain	N.A.	Subsidiary	100	2(87)
13.	SE Blades Technology B.V., The Netherlands	N.A.	Subsidiary	100	2(87)
14.	SE Drive Technik GmbH, Germany	N.A.	Subsidiary	100	2(87)
15.	SE Forge Limited: 5, Shrimali Society, Navrangpura, Ahmedabad-380009, India	U27310GJ2006PLC048563	Subsidiary	100	2(87)

Sr. No.	Name and address of the Company	CIN/GLN	Holding / subsidiary / associate	% of shares held as on March 31, 2019#	Applicable Section
16.	Sharanya Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40100GJ2016PLC092710	Subsidiary	100	2(87)
17.	Shreyas Solarfarms Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40300GJ2015PLC082722	Subsidiary	51	2(87)
18.	Sirocco Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40100GJ2015PLC083663	Subsidiary	100	2(87)
19.	Seventus Development Holdings LLC, USA	N.A.	Subsidiary	79.90	2(87)
20.	Seventus LLC (Formerly Sure Power LLC), USA	N.A.	Subsidiary	79.90	2(87)
21.	Suryoday Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40108GJ2016PLC092709	Subsidiary	100	2(87)
22.	Suyash Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40108GJ2017PLC096154	Subsidiary	70	2(87)
23.	Suzlon Energy (Tianjin) Limited, China	N.A.	Associate	25	2(6)
24.	Suzlon Energy A/S, Denmark	N.A.	Subsidiary	100	2(87)
25.	Suzlon Energy Australia Pty. Ltd., Australia	N.A.	Subsidiary	100	2(87)
26.	Suzlon Energy B.V. , The Netherlands	N.A.	Subsidiary	100	2(87)
27.	Suzlon Energy Korea Co., Ltd., Republic of South Korea	N.A.	Subsidiary	100	2(87)
28.	Suzlon Energy Limited, Mauritius	N.A.	Subsidiary	100	2(87)
29.	Suzlon Generators Limited: Gat No.339/3/1 & Plot No.A-20/1, Chakan Industrial Area, Village Mahalunge, Taluka Khed, District Pune-410501, India	U31101PN2004PLC019205	Subsidiary	75	2(87)
30.	Suzlon Global Services Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U27109GJ2004PLC044170	Subsidiary	100	2(87)
31.	Suzlon Gujarat Wind Park Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40108GJ2004PLC044409	Subsidiary	100	2(87)
32.	Suzlon Power Infrastructure Limited: 1055/18, 2nd Floor, Gowtham Centre, Near Anna Statue, Avinashi Road, Coimbatore-641018, India	U45203TZ2004PLC011180	Subsidiary	100	2(87)
33.	Suzlon Project VIII LLC, USA	N.A.	Subsidiary	100	2(87)
34.	Suzlon Rotor Corporation, USA	N.A.	Subsidiary	100	2(87)
35.	Suzlon Wind Energy (Lanka) Pvt Limited, Sri Lanka	N.A.	Subsidiary	100	2(87)
36.	Suzlon Wind Energy BH, Bosnia & Herzegovina	N.A.	Subsidiary	50	2(87)
37.	Suzlon Wind Energy Corporation, USA	N.A.	Subsidiary	100	2(87)
38.	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd., China	N.A.	Subsidiary	100	2(87)
39.	Suzlon Wind Energy Espana, S.L, Spain	N.A.	Subsidiary	100	2(87)
40.	Suzlon Wind Energy Limited, United Kingdom	N.A.	Subsidiary	100	2(87)
41.	Suzlon Wind Energy Nicaragua Sociedad Anonima, Nicaragua	N.A.	Subsidiary	100	2(87)
42.	Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda, Portugal	N.A.	Subsidiary	100	2(87)
43.	Suzlon Wind Energy Romania SRL, Romania	N.A.	Subsidiary	100	2(87)
44.	Suzlon Wind Energy South Africa (PTY) Ltd, South Africa	N.A.	Subsidiary	80	2(87)
45.	Suzlon Wind Energy Uruguay SA, Uruguay	N.A.	Subsidiary	100	2(87)
46.	Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi, Turkey	N.A.	Subsidiary	100	2(87)
47.	Tarilo Holding B.V., The Netherlands	N.A.	Subsidiary	100	2(87)
48.	Vakratunda Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40106GJ2015PLC083763	Subsidiary	100	2(87)
49.	Valum Holding B.V., The Netherlands	N.A.	Subsidiary	100	2(87)
50.	Varadvinayak Renewables Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40200GJ2015PLC083747	Subsidiary	100	2(87)
51.	Vayudoot Solarfarms Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40300GJ2015PLC082720	Subsidiary	51.04	2(87)
52.	Vignaharta Renewable Energy Limited: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, India	U40100GJ2015PLC083644	Subsidiary	100	2(87)
53.	Wharton Wind LLC, USA	N.A.	Subsidiary	79.90	2(87)

either directly or through its subsidiaries

IV. Share holding pattern (equity share capital breakup as percentage of total equity)

(i) Category-wise share holding

Category of shareholders	No. of shares held at the beginning of the year (As on April 1, 2018 based on shareholding pattern as on March 31, 2018)				No. of shares held at the end of the year (As on March 31, 2019 based on shareholding pattern as on March 31, 2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	59,83,84,000	-	59,83,84,000	11.25	59,83,84,000	-	59,83,84,000	11.25	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies corp.	45,44,00,456	-	45,44,00,456	8.54	45,44,00,456	-	45,44,00,456	8.54	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	1,05,27,84,456	-	1,05,27,84,456	19.79	1,05,27,84,456	-	1,05,27,84,456	19.79	0.00
(2) Foreign									
a) NRIs – individuals	-	-	-	-	-	-	-	-	-
b) Other – individuals	-	-	-	-	-	-	-	-	-
c) Bodies corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters [(A) = (A)(1) + (A)(2)]	**1,05,27,84,456**	**-**	**1,05,27,84,456**	**19.79**	**1,05,27,84,456**	**-**	**1,05,27,84,456**	**19.79**	**0.00**
B. Public shareholding									
1. Institutions									
a) Mutual funds	25,41,48,363	-	25,41,48,363	4.78	10,23,72,750	-	10,23,72,750	1.92	(2.85)
b) Banks / FI	19,56,56,639	-	19,56,56,639	3.68	18,94,92,149	-	18,94,92,149	3.56	(0.12)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture capital funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	8,99,32,017	-	8,99,32,017	1.69	8,99,32,017	-	8,99,32,017	1.69	0.00
g) FIIs / foreign portfolio investors	53,42,57,931	-	53,42,57,931	10.04	33,18,97,859	-	33,18,97,859	6.24	(3.80)
h) Foreign venture capital funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	1,07,39,94,950	-	1,07,39,94,950	20.19	71,36,94,775	-	71,36,94,775	13.42	(6.77)
2. Non-institutions									
a) Bodies corp.									
i) Indian	1,06,28,49,746	-	1,06,28,49,746	19.98	115,28,48,027	-	115,28,48,027	21.67	1.69
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding nominal share capital upto ₹ 1 lakh	1,23,32,09,075	113,481	1,23,33,22,556	23.18	1,35,20,48,306	1,17,507	1,35,21,65,813	25.42	2.23
ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	77,24,31,220	51,000	77,24,82,220	14.52	88,17,23,091	-	88,17,23,091	16.57	2.05

Category of shareholders	No. of shares held at the beginning of the year (As on April 1, 2018 based on shareholding pattern as on March 31, 2018)				No. of shares held at the end of the year (As on March 31, 2019 based on shareholding pattern as on March 31, 2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c) Others- (specify)									
Qualified foreign investor	-	-	-	-	-	-	-	-	-
NBFCs registered with RBI	19,84,615	-	19,84,615	0.04	14,72,325	-	14,72,325	0.03	(0.01)
Employee trust	-	-	-	-	-	-	-	-	-
Non Resident Indians	9,43,61,557	-	9,43,61,557	1.77	10,17,51,306	-	10,17,51,306	1.91	0.14
Foreign nationals	66,250	-	66,250	0.00	64,000	-	64,000	0.00	0.00
Foreign corporate bodies	7,78,736	-	7,78,736	0.01	3,34,77,684	-	3,34,77,684	0.63	0.62
Clearing members	1,45,87,036	-	1,45,87,036	0.27	2,09,27,469	-	2,09,27,469	0.39	0.12
Trusts	35,14,735	-	35,14,735	0.07	5,84,335	-	5,84,335	0.01	(0.06)
Sub-total (B)(2)	3,18,37,82,970	1,64,481	3,18,39,47,451	59.85	3,54,48,96,543	1,17,507	3,54,50,14,050	66.64	6.79
Total public shareholding [(B) = (B)(1)+ (B)(2)]	**4,25,77,77,920**	**1,64,481**	**4,25,79,42,401**	**80.04**	**4,25,85,91,318**	**1,17,507**	**4,25,87,08,825**	**80.05**	**0.01**
C. Shares held by custodian for GDRs & ADRs	90,47,264	-	90,47,264	0.17	82,80,840	-	82,80,840	0.16	(0.01)
Grand total (A+B+C)	**5,31,96,09,640**	**1,64,481**	**5,31,97,74,121**	**100.00**	**5,31,96,56,614**	**1,17,507**	**5,31,97,74,121**	**100.00**	**-**

(ii) Shareholding of Promoters

Sr. No.	Shareholder's name	Shareholding at the beginning of the year (as on April 1, 2018 based on shareholding pattern as on March 31, 2018)			Shareholding at the end of the year (as on March 31, 2019 based on shareholding pattern as on March 31, 2019)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
	Paid up capital:	**5,31,97,74,121**			**5,31,97,74,121**			
1.	Tulsi R.Tanti	39,05,000	0.07	0.07	39,05,000	0.07	0.07	0.00
2.	Gita T.Tanti	6,45,12,000	1.21	1.21	6,45,12,000	1.21	1.21	0.00
3.	Tulsi R.Tanti as karta of Tulsi Ranchhodbhai HUF	1,80,00,000	0.34	0.34	1,80,00,000	0.34	0.34	0.00
4.	Tulsi R.Tanti as karta of Ranchhodbhai Ramjibhai HUF	4,25,70,000	0.80	0.69	4,25,70,000	0.80	0.42	0.00
5.	Tulsi R.Tanti J/w. Vinod R.Tanti J/w. Jitendra R.Tanti	4,26,60,000	0.80	0.80	4,26,60,000	0.80	0.80	0.00
6.	Tanti Holdings Private Limited	15,89,01,093	2.99	2.98	15,89,01,093	2.99	1.43	0.00
7.	Vinod R.Tanti	1,13,67,000	0.21	0.21	1,13,67,000	0.21	0.21	0.00
8.	Jitendra R.Tanti	1,24,00,000	0.23	0.23	1,24,00,000	0.23	0.23	0.00
9.	Sangita V.Tanti	7,01,82,000	1.32	1.32	7,01,82,000	1.32	1.32	0.00
10.	Lina J.Tanti	7,01,82,000	1.32	1.32	7,01,82,000	1.32	1.32	0.00
11.	Rambhaben Ukabhai (Refer Note 3)	3,000	0.00	0.00	1,65,66,000	0.31	0.00	0.31
12.	Vinod R.Tanti as karta of Vinod Ranchhodbhai HUF	1,89,00,000	0.36	0.36	1,89,00,000	0.36	0.09	0.00
13.	Jitendra R.Tanti as karta of Jitendra Ranchhodbhai HUF	1,27,23,000	0.24	0.24	1,27,23,000	0.24	0.17	0.00

Sr. No.	Shareholder's name	Shareholding at the beginning of the year (as on April 1, 2018 based on shareholding pattern as on March 31, 2018)			Shareholding at the end of the year (as on March 31, 2019 based on shareholding pattern as on March 31, 2019)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
14.	Pranav T.Tanti (Refer Note 3)	5,90,67,000	1.11	1.11	4,25,04,000	0.80	0.80	(0.31)
15.	Nidhi T.Tanti	30,52,000	0.06	0.06	30,52,000	0.06	0.06	0.00
16.	Rajan V.Tanti	1,66,05,000	0.31	0.31	1,66,05,000	0.31	0.31	0.00
17.	Brij J.Tanti	3,71,17,000	0.70	0.70	3,71,17,000	0.70	0.70	0.00
18.	Trisha J.Tanti	1,51,20,000	0.28	0.28	1,51,20,000	0.28	0.28	0.00
19.	Girish R.Tanti	10,00,19,000	1.88	1.88	10,00,19,000	1.88	0.67	0.00
20.	Sugati Holdings Private Limited	26,24,97,868	4.93	4.93	(Refer Note 2 below)	-	-	(4.93)
21.	Samanvaya Holdings Private Limited	3,30,01,495	0.62	0.62	29,54,99,363	5.55	4.66	4.93
	Total	**1,05,27,84,456**	**19.79**	**19.67**	**1,05,27,84,456**	**19.79**	**15.11**	**-**

Notes:

1) No allotment has been made to any person forming part of Promoters / Promoter Group during the financial year 2018-19.

2) Sugati Holdings Private Limited, an entity forming part of the Promoter Group of the Company holding 26,24,97,868 equity shares aggregating to 4.93% of the paid-up capital of the Company has been amalgamated with Samanvaya Holdings Private Limited, another entity forming part of the Promoter Group of the Company, by virtue of the Order passed by the Honourable National Company Law Tribunal, Mumbai Bench sanctioning the Scheme of Amalgamation, which became effective from September 4, 2018 from the Appointed Date January 1, 2017.

3) Mr. Pranav T.Tanti, a person forming part of the Promoter / Promoter Group of the Company, who was holding 5,90,67,000 equity shares aggregating to 1.11% of the paid-up capital of the Company has gifted 5,90,66,000 equity shares aggregating to 1.11% of the paid-up capital of the Company to Mrs. Rambhaben Ukabhai, another person forming part of the Promoter / Promoter Group of the Company, in terms of Gift Deed dated December 21, 2018. Of the total 5,90,66,000 equity shares to be transferred by way of gift, 4,25,03,000 equity shares are encumbered and accordingly while 1,65,63,000 equity shares have been transferred by way of gift on December 21, 2018, the balance 4,25,03,000 equity shares would be transferred, in one or more tranches, as and when the encumbrance on these equity shares is released. Thus, pending actual transfer, 4,25,03,000 shares though already gifted by Mr. Pranav T.Tanti to Mrs. Rambhaben Ukabhai are still shown against his name. The Company and the concerned promoters have made necessary disclosures to the stock exchanges in this regard.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year (as on April 1, 2018)		Cumulative shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	Promoters shareholding at the beginning of the year	1,05,27,84,456	19.79	1,05,27,84,456	19.79
2.	Date wise increase / decrease in Promoters shareholding during the year specifying the reasons for increase / and decrease (e.g. allotment / transfer / bonus etc)	Refer Note below			
3.	Promoters shareholding at the end of the year	1,05,27,84,456	19.79	1,05,27,84,456	19.79

Note: For change in shareholding of each promoter, if any, refer point no. IV(ii)

(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year (as on April 1, 2018 based on shareholding pattern as on March 31, 2018)		Cumulative shareholding during the year as on March 31, 2019 based on shareholding pattern as on March 31, 2019)	
		No. of shares	% of total shares	No. of shares	% of total shares
	Paid up capital	**5,31,97,74,121**		**5,31,97,74,121**	
1.	Cannon Realty Pvt. Ltd. J/w. Sun Fastfin Services Pvt. Ltd. in the capacity of partners of M/s. GEE SIX Enterprises	13,83,00,000	2.60	13,83,00,000	2.60
2.	LIC of India & others	11,86,16,417	2.23	9,32,68,731	1.75
3.	Cowell & Lee Investment (Mauritius) Limited	11,15,06,181	2.10	4,06,72,846	0.76
4.	Suraksha Buildwell LLP	11,00,00,000	2.07	11,00,00,000	2.07
5.	Family Investment Pvt. Ltd. J/w. Quality Investment Pvt. Ltd. J/w. Kumud S. Shanghvi in the capacity of partners of M/s. Sunrise Associates*	10,09,00,000	1.90	10,09,00,000	1.90
6.	Viditi Investment Pvt. Ltd. J/w. Virtuous Share Investments Pvt. Ltd. J/w. Vibha Shanghvi in the capacity of partners of M/s. Pioneer Resources@	10,09,00,000	1.90	10,09,00,000	1.90
7.	Tejaskiran Pharmachem Industries Pvt. Ltd. J/w. Virtuous Finance Pvt. Ltd. J/w. Aalok D. Shanghvi in the capacity of partners of M/s. Goldenstar Enterprises#	10,09,00,000	1.90	10,09,00,000	1.90

Sr. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year (as on April 1, 2018 based on shareholding pattern as on March 31, 2018)		Cumulative shareholding during the year as on March 31, 2019 based on shareholding pattern as on March 31, 2019)	
		No. of shares	% of total shares	No. of shares	% of total shares
8.	Real Gold Developers LLP	8,50,00,000	1.60	8,50,00,000	1.60
9.	Neostar Developers LLP	8,50,00,000	1.60	8,50,00,000	1.60
10.	Vibha D.Shanghvi	6,80,00,000	1.28	4,30,00,000	0.81
11.	Aalok D.Shanghvi	6,80,00,000	1.28	6,80,00,000	1.28
12.	Vidhi D.Shanghvi	6,80,00,000	1.28	6,80,00,000	1.28
13.	Aditya Medisales Ltd. J/w. M J Pharmaceuticals Pvt. Ltd J/w. Ms. Vidhi Shanghvi in the capacity of partners of M/s. Expert Vision	5,50,00,000	1.03	8,00,00,000	1.50

Notes:

1) The Honourable National Company Law Tribunal, Mumbai Bench vide its order dated August 30, 2018 u/s. 230 to 232 of the Companies Act, 2013 and which became effective from October 23, 2018, being entities forming part of the group of Mr. Dilip S. Shanghvi (DSS Group), the acquirer, Shanghvi Finance Private Limited has acquired direct controlling partnership interest in 3 (three) entities viz. M/s. Sunrise Associates, M/s. Pioneer Resources and M/s. Goldenstar Enterprises, as intimated by the DSS Group. Accordingly, the names of the shareholders as at March 31, 2019 to be read as under:

   * Shanghvi Finance Pvt. Ltd. J/w. Kumud S. Shanghvi in the capacity of partners of M/s. Sunrise Associates

   @ Shanghvi Finance Pvt. Ltd. J/w. Vibha Shanghvi in the capacity of partners of M/s. Pioneer Resources

   # Shanghvi Finance Pvt. Ltd. J/w. Aalok D. Shanghvi in the capacity of partners of M/s. Goldenstar Enterprises

2) The shares of the Company are traded frequently and hence the date wise increase / decrease in shareholding is not provided.

(v) Shareholding of Directors and key managerial personnel

Sr. No.	Shareholding of each Directors and each key managerial personnel	Shareholding at the beginning of the year (as on April 1, 2018 based on shareholding pattern as on March 31, 2018)		Cumulative shareholding during the year as on March 31, 2019		Remarks
		No. of shares	% of total shares	No. of shares	% of total shares	
	Paid up capital	**5,31,97,74,121**		**5,31,97,74,121**		
1.	Tulsi R.Tanti, Managing Director (MD)*	39,05,000	0.07	39,05,000	0.07	
2.	Girish R.Tanti, Non-executive Director	10,00,19,000	1.88	10,00,19,000	1.88	
3.	Vaidhyanathan Raghuraman, Independent Director	-	-	-	-	Ceased as Director w.e.f. March 31, 2019
4.	Vinod R.Tanti, Wholetime Director & COO*	1,13,67,000	0.21	1,13,67,000	0.21	
5.	Rajiv Ranjan Jha, Non-executive Director	-	-	-	-	Ceased as Nominee Director w.e.f. April 6, 2018
6.	Marc Desaedeleer, Independent Director	-	-	-	-	
7.	Ravi Uppal, Independent Director	51,000	0.00	51,000	0.00	
8.	Venkataraman Subramanian, Independent Director	-	-	-	-	
9.	Pratima Ram, Non-executive Director	-	-	-	-	
10.	Per Hornung Pedersen, Independent Director	-	-	-	-	
11.	Vijaya Sampath, Independent Director**	-.	-	-	-	
12.	Brij Mohan Sharma, Non-executive Director	-	-	N.A.	N.A.	Ceased as Nominee Director w.e.f. November 29, 2018
13.	Biju George K, Non-executive Director	N.A.	N.A.	-	-	Appointed as Nominee Director w.e.f. November 29, 2018
14.	J.P.Chalasani, Group Chief Executive Officer (CEO)	-	-	-	-	
15.	Hemal A.Kanuga, Company Secretary (CS)	-	-	-	-	

* Mr. Tulsi R.Tanti and Mr. Vinod R.Tanti also hold shares in the capacity as karta of HUF and jointly with others.

** 10,000 Equity Shares of Suzlon Energy Limited held by Mr. T.P.Sampath (spouse of Mrs. Vijaya Sampath) J/w. Mrs. Vijaya Sampath.

V. Indebtedness

The Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2019 is as under:

(Amt. in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6217,80,89,255	1139,30,39,197	-	7357,11,28,452
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11,01,65,306	-	-	11,01,65,306
Total (i+ii+iii)	**6228,82,54,561**	**1139,30,39,197**	**-**	**7368,12,93,758**
Change in Indebtedness during the financial year				
Addition	503,94,94,132	65,77,37,757	-	569,72,31,888
Reduction	1154,70,06,262	-	-	1154,70,06,262
Net Change	**(650,75,12,130)**	**65,77,37,757**	**-**	**(584,97,74,374)**
Indebtedness at the end of the financial year				
i) Principal Amount	5578,07,42,431	1205,07,76,954	-	6783,15,19,385
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	44,18,88,855	-	-	44,18,88,855
Total (i+ii+iii)	**5622,26,31,286**	**1205,07,76,954**	**-**	**6827,34,08,240**

VI. Remuneration of Directors and key managerial personnel

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Mr. Tulsi R.Tanti, Managing Director[1]	Mr. Vinod R.Tanti, Wholetime Director & COO[2]	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained u/s 17(1) of the Income-tax Act, 1961 (₹)	2,21,85,600	2,21,85,600	4,43,71,200
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (₹)	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income- tax Act, 1961 (₹)	-	-	-
2.	Stock Option (Nos.)	-	-	-
3.	Sweat Equity (Nos.)	-	-	-
4.	Commission (₹) - as % of profit - others, specify...	-	-	-
5.	Others, please specify (provident fund & gratuity)	18,14,400	18,14,400	36,28,800
Total (A) (₹)		**2,40,00,000**	**2,40,00,000**	**4,80,00,000**

Ceiling as per the Act: As per Section 197 of the Companies Act, 2013

[1]In terms of approval granted by the shareholders of the Company at the Twenty Second Annual General Meeting held on September 22, 2017, Mr. Tulsi R.Tanti is entitled to a remuneration of ₹ 5,00,00,000/- p.a. plus incentives and perquisites for a period from April 1, 2017 to March 31, 2022. However since the Company has incurred losses during the financial year 2018-19, the remuneration paid to Mr. Tulsi R.Tanti has been restricted to ₹ 2,40,00,000/-, 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.

[2]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 is entitled to a remuneration of ₹ 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 2018-19, the remuneration of Mr. Vinod R.Tanti has been restricted to ₹ 2,40,00,000/-, 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.

B. Remuneration to other directors

Sr. No.	Name of Directors	Particulars of Remuneration			
		Fee for attending board / committee meetings (₹)	**Commission**	**Others, please specify**	**Total Amount (₹)**
1.	**Independent Directors:**				
	Mr. V. Raghuraman[1]	6,20,000	-	-	6,20,000
	Mr. Marc Deseadeleer	4,40,000	-	-	4,40,000
	Mr. Ravi Uppal	3,20,000	-	-	3,20,000
	Mr. V.Subramanian	3,80,000	-	-	3,80,000
	Mr. Per Hornung Pedersen	5,20,000	-	-	5,20,000
	Mrs. Vijaya Sampath	4,40,000	-	-	4,40,000
	Total (1)	27,20,000	-	-	27,20,000
2.	**Other Non-executive Directors:**				
	Mr. Girish R.Tanti	2,20,000	-	-	2,20,000
	Mrs. Pratima Ram	4,00,000	-	-	4,00,000
	Mr. Brij Mohan Sharma[2]	2,00,000	-	-	2,00,000
	Mr. Biju George K[3]	1,00,000	-	-	1,00,000
	Total (2)	9,20,000	-	-	9,20,000
	Total =(1+2)	36,40,000	-	-	36,40,000
	Total Managerial Remuneration	36,40,000	-	-	36,40,000
	Overall Ceiling as per the Act	-	-	-	-

[1] Ceased to be the Director w.e.f. March 31, 2019.
[2] Ceased to be the Nominee Director of IDBI Bank Limited w.e.f. November 29, 2018.
[3] Appointed as the Nominee Director of IDBI Bank Limited w.e.f November 29, 2018.

Note: The Non-executive directors are not paid any remuneration except sitting fees for attending the meetings of the Board and / or Committees thereof, which is within the limits prescribed under the Companies Act, 2013.

C. Remuneration to key managerial personnel other than MD / Manager / WTD

Sr. No.	Particulars of remuneration		Key managerial personnel		
			Mr. J.P.Chalasani, CEO	**Mr. Hemal A. Kanuga, CS**	**Total (₹)**
1.	Gross salary				
	(a)	Salary as per provisions contained u/s 17(1) of the Income-tax Act, 1961 (₹)	4,72,40,996	53,71,649	5,26,12,645
	(b)	Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (₹)	-	-	-
	(c)	Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961 (₹)	-	-	-
2.	Stock Option (live as on date of this Report) Special ESOP 2014 (Nos.)		-	-	-
3.	Sweat Equity (Nos.)		-	-	-
4.	Commission (₹)		-	-	-
	-	as % of profit			
	-	others, specify			
5.	Others, please specify				
	-	provident fund, gratuity, NPS, car lease	96,48,000	4,19,271	1,00,67,271
	-	reimbursement	1,79,504	-	1,79,504
Total (₹)			**5,70,68,500**	**57,90,920**	**6,28,59,420**

VII. Penalties / punishment/ compounding of offences

Type	Section of the Companies Act	Brief description	Details of penalty / punishment / compounding fees imposed	Authority [RD / NCLT / Court]	Appeal made, if any (give details)
A. Company	During the year under review, the Securities and Exchange Board of India, by an Adjudication Order dated April 20, 2018, has imposed a monetary penalty of a total sum of ₹ 1.10 Crore on the Company and its Compliance Officer for alleged non-reporting of certain events in the past. The Company does not believe that any penalty was warranted and has filed an appeal before the Securities Appellate Tribunal, Mumbai. Other than this, there were no penalties, punishment or compounding of offences during the year ended March 31, 2019.				
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other officers in default					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

1. **Details of contracts or arrangement or transactions not at arm's length basis:** None

Sr. No.	Particulars	Remarks
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of contracts / arrangements / transactions	-
c)	Duration of the contracts / arrangements / transactions	-
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions	-
f)	Date(s) of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	-

2. **Details of material* contracts or arrangement or transactions at arm's length basis:** None

Sr. No.	Particulars	Remarks
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of contracts / arrangements / transactions	-
c)	Duration of the contracts / arrangements / transactions	-
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
e)	Date(s) of approval by the Board / shareholders, if any	-
f)	Amount paid as advances, if any	-

* The materiality threshold has been taken as 10% or more of the annual consolidated turnover of the Company as per last audited financial statements.

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Annexure to Directors' Report

Particulars of conservation of energy, technology, absorption and foreign exchange earnings and outgo

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is set out hereunder.

A. Conservation of energy

The Company's Corporate Headquarter in Pune, India named 'ONE EARTH' is an environmental-friendly campus, with a minimal carbon footprint on the surrounding environment. As already informed in the previous years, the Campus has been awarded the coveted LEED (Leadership in Energy and Environmental Design) Platinum rating and GRIHA (Green Rating for Integrated Habitat Assessment) green building certifications for its approach towards sustainability and green practices towards infrastructure. The Company continues its efforts to reduce and optimise the use of energy consumption at its Corporate Headquarter and at its manufacturing facilities by installing hi-tech energy monitoring and conservation systems to monitor usage, minimise wastage and increase overall efficiency at every stage of power consumption. The Company is also emphasising to utilise the maximum natural sources of energy instead of using electricity.

i) **Steps taken or impact on conservation of energy -** The energy conservation measures taken are given as under:

Sr. No.	Measures taken
1.	Replaced new panel which reduces the power consumption by 20% in Vacuum Pressure Impregnation (VPI) chillers plant during VPI process in Coimbatore Generator plant.
2.	Replacement of CFL bulbs with LED lights at various production facilities.
3.	Introduced intelligent PF Control module with auto adjustment facility on capacitor panel in WTG and Nacelle Cover Unit (NCU) Pondicherry.

The impact of above measures undertaken by the Company result in optimisation of energy consumption, savings in energy cost and environment protection.

ii) **Steps taken by the Company for utilising alternate sources of energy -** The Company is in the business of selling and installing wind turbine generators and related equipment which is an excellent alternate source of energy. As such, the Company promotes wind energy development, usage and distribution at all levels by actively engaging with all stakeholders like customers, banks, financial institutions, Government authorities and agencies related to renewable energy etc. Further, the Company is aggressively pursuing cost reduction avenues which will make the sector more cost efficient going forward.

iii) **Capital investment on energy conservation equipment during the financial year 2018-19 -** ₹ 0.09 Crore (previous financial year ₹ 0.74 Crore).

B. Technology absorption

i) **Efforts made towards technology absorption, adaption and innovation and benefits derived therefrom –** The efforts made towards technology absorption, adaption and innovation and benefits derived are given as under:

- Technology related development performed in the various offices of the Company are implemented in the new products leading to improved performance.
- Advanced control systems are enabling larger rotors on flagship product platforms.
- New materials are being tested for manufacture of lighter rotor blades and new aerodynamic profiles are under development.

ii) **Research & Development (R & D) -** Specific areas in which R & D is carried out by the Company are given as under:

- The Company continues to drive various R&D projects, operating out of world-class technology centres in Germany, Denmark, Netherlands and India.
- A 140m Hub Height variant has been introduced for the flagship S111 turbine helping the organisation in further reduction of levelized cost of energy to make previously unviable sites viable.
- Technology development in the field of controls is leading to enabling the next generation products (S120) on the 2 MW platform.
- The development work on the new products especially the S128 is ongoing and the prototypes are currently being tested.
- Globally, the Suzlon 2.1 MW fleet continues to operate at and above 97% in some of hottest and coldest environments on the globe.

iii) In case of imported technology (imported during the last 3 (three) years reckoned from the beginning of the financial year)

Sr. No.	Particulars	Details
1.	Details of technology imported	Concrete Tower Technology on license basis from Byo Tower SL, Spain
2.	Year of import	2018-19
3.	Whether the technology has been fully absorbed	Yes
4.	If not fully absorbed, areas where absorption has not taken place, and reasons therefor	N.A.

iv) Expenditure on R & D

Sr. No.	Particulars	2018-19 (₹Crore)	2017-18 (₹Crore)
a.	Capital (including CWIP)	101.13	166.13
b.	Recurring	73.08	74.03
c.	Total	174.21	240.16
d.	Total R & D expenditure as a % of total turnover	7.05%	4.03%

C. Foreign exchange earnings and outgo

Total foreign exchange used and earned is given as under:

Sr. No.	Particulars	2018-19 (₹Crore)	2017-18 (₹Crore)
a.	Total foreign exchange earned	77.66	261.44
b.	Total foreign exchange used	765.49	1,995.93

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Annexure to Directors' Report

Annual report on CSR activities for the financial year 2018-19

[Pursuant to Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programmes:**

CSR in Suzlon Energy Limited ("Suzlon" or the "Company") is based on the premise that business and its environment are inter-dependent, and the organic link between them should be strengthened. Suzlon Foundation, a Section 8 non-profit organisation established in 2007 is the implementing arm of Suzlon's CSR. More information on its CSR policy and programs can be availed from the Company's website (www.suzlon.com).

Suzlon's vision is "Powering A Greener Tomorrow" to which the Suzlon Foundation contributes with a motto of 'Sustainable Development for Sustainable Economy'. Suzlon's CSR endeavours to ensure that business policies and practices respect sustainability as their guiding principles. Thus, Suzlon's CSR Mission has been derived by the holistic understanding of the business, the social and the environmental arena into four main goals of:

- Having minimal impact on the natural environment;
- Enabling local communities to develop their potential;
- Empowering employees to be responsible civil society members;
- Committing ourselves to ethical business practices that are fair to all the stakeholders;

The greater purpose of existence of a business is of distributing wealth equitably among those who helped create it. With this as a pre-eminent goal, Suzlon as a company looked for a business in wind energy that was good for the planet and society. Defining sustainability holistically is the first step towards a meaningful CSR and sustainability program. Aligned with the UN Sustainable Development Goals (SDGs), UN Global Compact Principles and National Voluntary Guidelines (NVGs), Suzlon's CSR and sustainability definition since it was launched in 2008, is still relevant. Sustainability as interpreted by Suzlon states that sustainability can be ensured only if all resources –financial, natural, social, human and physical are continually and responsibly enhanced for the benefit of business. Offsetting the impact of business on these resources, specially the resources in its immediate neighbourhood is the responsibility of the Company. A higher degree of sustainability can be achieved in business by balancing growth in all aspects of development - financial, natural, social, human and physical.

Suzlon CSR model – 'SUZTAIN' is an unique approach which has matured from an existing provider-beneficiary approach for development to a partnership approach wherein local communities, development functionaries, employees, company CSR teams, government departments and NGOs work together in planning, implementing, monitoring and sustaining village level sustainable development interventions. The approach is implemented through 'Engage-Empower-Sustain' principles of Suzlon's CSR.

The long term expected impact of the CSR program in the remote rural areas is to form, strengthen and institutionalise the Village Development Committees (VDC). These empowered community-based institutions will over a period of time steer the development process of the village when Suzlon's CSR exits from the village to focus on other unmet strategic development needs of the area. The VDC is formed to bring collectivism in the village. The VDC then undertakes a journey through a seven stage social engineering and behaviour change process through a systematic handholding with knowledge, awareness, skills and network connects.

The mid-term expected impact of the CSR program is to address other significant but unarticulated need of the most neglected persons of the community like the old, under-fives, sparrows, local civic environment, specially abled and vulnerable adolescent girls who will never find their needs articulated through the VDC due to the village power dynamics and lack of social awareness in the initial period. Thus, Suzlon's CSR has programmed the "Zero" initiatives which are undertaken across the states. These include the following initiatives towards achieving:

- **Zero Darkness -** Lighting up un-electrified households and hamlets;
- **Zero Garbage -** Managing plastic and wet waste responsibly and sustainably;
- **Zero Cataract -** Restoring eye sight to the operable cataract blind neglected senior citizen;
- **Zero Dependency -** Upholding the dignity of the specially-abled through gainful means;
- **Zero Sparrow deaths -** Creating bird nests, feeders and water troughs;
- **Zero Malnutrition -** Reducing the deaths of under-fives due to malnutrition; and
- **Zero Tolerance -** Piloting increased awareness about sexual abuse in the rural areas

The immediate expected impact is the integrated development of the community, by conducting activities that address the immediate basic needs of the entire village. The basket of interventions is very diverse, unique and customised for each and every village depending on the needs of its people. The implementation is through complete community participation harnessing available traditional local know how and modern practices. Each of the activities conducted under the CSR program are categorised into one of the six thematic areas of Environment, Livelihood, Health, Education, Empowerment and Civic Amenities.

2. **The Composition of the CSR Committee:**

As on date of this Report, the CSR Committee comprises of Mr. Tulsi R.Tanti as the Chairman, Mr. Girish R.Tanti and Mr. Per Hornung Pedersen as other members of the CSR Committee. The role of CSR Committee includes:

a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013, as amended, read with Rules framed thereunder;

b) recommend the amount of expenditure to be incurred on such activities; and

c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

3. Average net profit of the Company for last three financial years (preceding the financial year under review):

Not applicable since the average net profit for last three financial years (preceding the financial year under review) is negative.

4. Prescribed CSR expenditure (2% of the amount as mentioned in item 3 above):

Nil, however, the Company has voluntarily spent on CSR activities, the details of which are given at point 5(c) below.

5. Details of CSR spending during the financial year:

a) Total amount to be spent for the financial year: Nil, however the Company has voluntarily spent on CSR activities as detailed below.

b) Amount unspent, if any: Not applicable

c) Manner in which the amount spent during the financial year is detailed below:

(₹ in lacs)

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (i) local area or others; (ii) specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto the reporting period	Amount spent directly or through implementing agency
					Direct expenditure on projects or programs	Over-heads		
1	SUZTAIN- Sustainable need based village development in Andhra Pradesh Villages	Civic Amenities	Anantapur	0.85	0.68	0.17	0.85	Suzlon Foundation
		Education		0.13	0.10	0.03	0.13	
		Empowerment		0.69	0.55	0.14	0.69	
		Environment		0.40	0.31	0.08	0.40	
		Health		1.04	0.83	0.21	1.04	
		Livelihood		2.08	1.66	0.43	2.08	
		Transformative		0.15	0.12	0.03	0.15	
		Sub-Total (1)		**5.34**	**4.25**	**1.09**	**5.34**	
2	SUZTAIN- Sustainable need based village development in Gujarat Villages	Civic Amenities	Devbhumi Dwarka, Porbandar, Jamnagar & Kutch	4.90	3.90	1.00	4.90	Suzlon Foundation
		Education		5.18	4.12	1.06	5.18	
		Empowerment		0.67	0.54	0.14	0.67	
		Environment		0.94	0.75	0.19	0.94	
		Health		1.30	1.04	0.27	1.30	
		Livelihood		2.68	2.14	0.55	2.68	
		Transformative		0.15	0.12	0.03	0.15	
		Sub-Total (2)		**15.83**	**12.60**	**3.23**	**15.83**	
3	SUZTAIN- Sustainable need based village development in Karnataka Villages	Civic Amenities	Udupi, Koppal, Gadag, Davangere, Chitradurga, Bellary, Raichur, Belgaum & Hassan	1.23	0.98	0.25	1.23	Suzlon Foundation
		Education		1.11	0.88	0.23	1.11	
		Empowerment		1.64	1.30	0.33	1.64	
		Environment		5.42	4.31	1.11	5.42	
		Health		0.34	0.27	0.07	0.34	
		Livelihood		5.83	4.64	1.19	5.83	
		Transformative		0.15	0.12	0.03	0.15	
		Sub-Total (3)		**15.71**	**12.50**	**3.21**	**15.71**	
4	SUZTAIN- Sustainable need based village development in Maharashtra Villages	Civic Amenities	Dhule, Nandurbar, Satara & Sangli	0.42	0.33	0.09	0.42	Suzlon Foundation
		Education		1.26	1.00	0.26	1.26	
		Empowerment		0.23	0.18	0.05	0.23	
		Environment		5.32	4.24	1.09	5.32	
		Livelihood		1.97	1.57	0.40	1.97	
		Transformative		0.38	0.30	0.08	0.38	
		Sub-Total (4)		**9.58**	**7.62**	**1.96**	**9.58**	

(₹ in lacs)

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (i) local area or others; (ii) specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto the reporting period	Amount spent directly or through implementing agency
					Direct expenditure on projects or programs	Over-heads		
5	SUZTAIN-Sustainable need based village development in Madhya Pradesh Villages	Civic Amenities	Ratlam, Dewas, Agar & Dhar	1.80	1.43	0.37	1.80	Suzlon Foundation
		Education		0.73	0.58	0.15	0.73	
		Empowerment		1.11	0.89	0.23	1.11	
		Environment		2.71	2.15	0.55	2.71	
		Health		0.42	0.34	0.09	0.42	
		Livelihood		3.39	2.70	0.69	3.39	
		Transformative		0.15	0.12	0.03	0.15	
		Sub-Total (5)		**10.31**	**8.21**	**2.11**	**10.31**	
6	SUZTAIN-Sustainable need based village development in Rajasthan Villages	Civic Amenities	Jaisalmer & Jodhpur	3.34	2.66	0.68	3.34	Suzlon Foundation
		Education		4.14	3.30	0.85	4.14	
		Empowerment		3.34	2.66	0.68	3.34	
		Environment		3.39	2.70	0.69	3.39	
		Health		3.33	2.65	0.68	3.33	
		Livelihood		6.99	5.57	1.43	6.99	
		Transformative		0.15	0.12	0.03	0.15	
		Sub-Total (6)		**24.69**	**19.65**	**5.04**	**24.69**	
7	SUZTAIN-Sustainable need based village development in Tamilnadu Villages	Civic Amenities	Tirupur, Tirunelveli, Coimbatore, Dindigul, Trichy & Tuticorin	6.95	5.53	1.42	6.95	Suzlon Foundation
		Education		1.80	1.43	0.37	1.80	
		Empowerment		0.71	0.57	0.15	0.71	
		Environment		1.40	1.12	0.29	1.40	
		Health		2.07	1.65	0.42	2.07	
		Livelihood		1.98	1.58	0.41	1.98	
		Transformative		0.46	0.37	0.09	0.46	
		Sub-Total (7)		**15.39**	**12.24**	**3.14**	**15.39**	
8	SUZTAIN-Sustainable need based village development in Telangana Villages	Civic Amenities	Wanaparthy & Mahubnagar	1.13	0.90	0.23	1.13	Suzlon Foundation
		Education		0.56	0.45	0.12	0.56	
		Empowerment		-	-	-	-	
		Environment		-	-	-	-	
		Health		11.94	9.50	2.44	11.94	
		Livelihood		0.28	0.22	0.06	0.28	
		Transformative		0.15	0.12	0.03	0.15	
		Sub-Total (8)		**14.06**	**11.19**	**2.87**	**14.06**	
			Total	**110.90**	**88.25**	**22.65**	**110.90**	

d) In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in the Board's Report: Not applicable.

e) A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and policy of the Company:

We hereby affirm that the implementation and monitoring of the CSR policy is in compliance / will be in compliance with the CSR objectives and policy of the Company.

Sd-
Tulsi R.Tanti (DIN: 00002283)
Chairman of CSR Committee.

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Information pertaining to remuneration in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2018-19

i) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year under review:**

Sr. No.	Name of directors	Category	~ Ratio to median remuneration[1] (including incentive)
1.	Mr. Tulsi R.Tanti	Chairman & Managing Director	62.16
2.	Mr. Girish R.Tanti	Non-executive Director	0.57
3.	Mr. Vaidhyanathan Raghuraman[2]	Non-executive Independent Director	1.61
4.	Mr. Vinod R.Tanti	Wholetime Director & Chief Operating Officer	62.16
5.	Mr. Marc Desaedeleer	Non-executive Independent Director	1.14
6.	Mr. Ravi Uppal	Non-executive Independent Director	0.83
7.	Mr. Venkataraman Subramanian	Non-executive Independent Director	0.98
8.	Mrs. Pratima Ram	Non-executive Director	1.04
9.	Mr. Per Hornung Pedersen	Non-executive Independent Director	1.35
10.	Mrs. Vijaya Sampath	Non-executive Independent Director	1.14
11.	Mr. Brij Mohan Sharma[3]	Non-executive Director	0.52
12.	Mr. Biju George K[4]	Non-executive Director	0.26

[1] The non-executive directors are not paid any remuneration except sitting fees for attending the meetings of the Board and / or Committees thereof which is within the limits prescribed by the Companies Act, 2013.
[2] Ceased to be a Director w.e.f. March 31, 2019
[3] Ceased to be a Director w.e.f. November 29, 2018
[4] Appointed on Board w.e.f. November 29, 2018

ii) **The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) for the financial year under review:**

Sr. No.	Name	Category	~ Increase / (decrease) (%)	
			(including incentive)[1]	(excluding incentive)
1.	Mr. Tulsi R.Tanti	Chairman & Managing Director	(8.75)	(8.75)
2.	Mr. Vinod R.Tanti	Wholetime Director & Chief Operating Officer	(41.03)	(8.75)
3.	Mr. J.P.Chalasani	Group Chief Executive Officer	(39.62)	13.24
4.	Mr. Hemal A.Kanuga	Company Secretary	(2.72)	22.72

[1] The remuneration paid during financial year 2017-18 includes incentive payment while there is no incentive payment in financial year 2018-19.

iii) **The percentage increase in the median remuneration (including incentive) of employees in the financial year under review:** 18.88%

iv) **The number of permanent employees on the rolls of the Company as at the end of the financial year under review:** 2,623

v) **Average percentile increase already made in the salaries of employees other than the key managerial personnel in the last financial year and its comparison with the percentile increase in the key managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration:**

Particulars	~ Increase / (decrease) (%) in remuneration (including incentive)
Average salary of all employees (other than KMPs)	9.60
Average salary of all KMPs mentioned at point (ii) above	(25.59)

Justification for increase in average remuneration of the key managerial personnel – Not applicable since the increase in average salary of the KMPs is less than increase in average salary of all employees other than KMPs.

vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Employee stock option plan (ESOP)

The details of options granted under ESOP of the Company as required to be provided in terms of Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are given as under:

Sr. No.	Particulars	Special ESOP 2014 (Scheme XIV)	
1.	Date of shareholders' approval	March 27, 2014	
2.	Date of Grant	June 23, 2014	
3.	Vesting requirements		
	Tranche 1	June 23, 2015 - 50%	
	Tranche 2	June 23, 2016 - 50%	
	Tranche 3	-	
4.	Maximum term of options granted / Exercise period	March 31, 2019	
5.	Pricing formula	10% discount to the closing price of equity shares of the Company on NSE as on date of grant	
6.	Sources of shares (primary, secondary or combination)	Primary	
7.	Options granted under the Plan as at March 31, 2019 (Nos.)	4,50,00,000	
8.	Options outstanding as at April 1, 2018 (Nos.)	3,10,41,300	
9.	Options granted during the year ended March 31, 2019 (Nos.)	Nil	
10.	Options vested during the year ended March 31, 2019 (Nos.)	Nil	
11.	Options exercised during the year ended March 31, 2019 (Nos.)	Nil	
12.	Total number of shares arising as a result of exercise of options (Nos.)	Nil	
13.	Options forfeited / cancelled during the year ended March 31, 2019 (Nos.)	15,96,300	
14.	Options lapsed / expired during the year ended March 31, 2019 (Nos.)	2,94,45,000	
15.	Options in force as at March 31, 2019 (Nos.)	Nil	
16.	Options exercisable at the end of the year (Nos.)	Nil	
17.	Variation of terms of options during the year ended March 31, 2019	Nil	
18.	Money realised by exercise of options (₹)	Nil	
19.	Loan repaid by the Trust during the year ended March 31, 2019	N.A.	
20.	Lock-in period, if any	N.A.	
21.	Employee wise details of options granted to:		
	i) Senior managerial personnel (including key managerial personnel)	Refer Note 2	
	ii) Employees receiving 5% or more of the total number of options granted during the year ended March 31, 2019	Nil	
	iii) Employees granted options equal to or exceeding 1% of the issued capital	Nil	
22.	Diluted EPS on issue of shares on exercise calculated in accordance with Ind AS 33 (₹)	N.A.	
23.	Method used to account for the Plan	The Company used lattice model for determining the compensation cost for the Scheme.	
24.	In case, the Company opts for expensing of the options using the intrinsic value of the options, the difference between employee compensation cost so computed and the employee compensation cost that shall have been recognised if it has used the fair value of the options and the impact of this difference on profits and EPS of the Company	N.A.	
25.	Weighted average exercise price and weighted average fair value of options, exercise price of which is less than the market price on the date of grant:		
	i) Weighted average exercise price (₹)	26.95	
	ii) Weighted average fair value (₹)	13.18	
26.	Significant assumptions used to estimate fair values of options granted during the year	First vesting	Second vesting
	i) Risk free interest rate	8.63%	8.64%
	ii) Expected life (years)	2.0	2.50
	iii) Expected volatility	65.45%	63.79%
	iv) Dividend yield	Nil	Nil
	v) The price of the underlying share in market at the time of option grant (₹)	29.95	29.95

The Securities and Exchange Board of India (SEBI) has issued SEBI (Share Based Employee Benefits) Regulations, 2014 which are effective from October 28, 2014. Prior to that SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 were in force for all stock option schemes established after June 19, 1999. In accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the excess of the market price of the underlying equity shares as of the date of grant over the exercise price of the option, including upfront payments, if any, had to be recognised and amortised on a straight line basis over the vesting period.

Notes:

1. In terms of Special ESOP-2014 (Scheme XIV), all vested options had to be exercised on or before March 31, 2019 and accordingly all the options outstanding as on March 31, 2019 have lapsed. During the previous year, in terms of Special ESOP-2009 – Tranche VIII (Scheme XII), all vested options had to be exercised on or before May 25, 2017, however there were no outstanding options under Special ESOP-2009 – Tranche VIII (Scheme XII) and hence details of Special ESOP 2009 – Tranche VIII (Scheme XII) have not been provided.

2. The details of options granted to senior managerial personnel (including the key managerial personnel in terms of Companies Act, 2013) of the Company are given as under:

Sr. No.	Name of senior managerial personnel	Designation	No. of Stock options granted under Special ESOP 2014[1]
1.	Mr. Tulsi R.Tanti	Chairman & Managing Director	Nil
2.	Mr. Vinod R.Tanti	Wholetime Director & Chief Operating Officer	Nil
3.	Mr. J.P.Chalasani	Group Chief Executive Officer	Nil
4.	Mr. Hemal A.Kanuga	Company Secretary & Compliance Officer	3,08,200
5.	Mr. Kirti Vagadia	Group Chief Financial Officer	12,01,500
6.	Dr. V. V. Rao	Chief Quality Officer	12,51,000
7.	Mr. Vivek Kumar	Group Chief Human Resource Officer	Nil

[1] As on the date of this Report, there are no outstanding options under Special ESOP 2014.

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To,
The Members,
SUZLON ENERGY LIMITED
CIN: L40100GJ1995PLC025447
"Suzlon" 5,Shrimali Society,
Near Shri Krishna Complex,
Navrangpura, Ahmedabad Gujarat 380009 IN

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, it's officers, agents and other authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) :-
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
   f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There are no events occurred during the period which attracts provisions of these regulations, hence not applicable;
6. As informed to us there are no other laws which are specifically applicable to the Company;

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

   i) Secretarial Standards issued by the Institute of Company Secretaries of India.
   ii) The Listing agreement entered into by the Company with BSE Limited and NSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

   During the period under review the Company has generally complied with the provisions of above-mentioned Acts, Rules, Regulations, Guidelines, Standards except

- The Company has not filled up the casual vacancy caused in the office of Chief Financial Officer during the Financial Year ended 31st March 2019 in compliance with the provisions of Section 203(4) of Companies Act, 2013.
- It is observed that the Chief Executive Officer and Chief Financial Officer Certifications as required under the provisions of Regulation 17(8) and 33 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 are issued by the Chief Executive Officer and Group Chief Financial Officer of the Company.

We further report that:

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

There is a system for sending the notice to all the Directors to schedule the Board Meetings, and the agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period there have been no major actions or events undertaken by the Company which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines, standards, etc.

DINESH JOSHI
DESIGNATED PARTNER
KANJ & CO. LLP
COMPANY SECRETARIES
FCS NO.: 3752
C.P. NO.: 2246

DATE : 30th April, 2019
PLACE : Pune

To,

The Members,
SUZLON ENERGY LIMITED
CIN: L40100GJ1995PLC025447
"Suzlon" 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura Ahmedabad Gujarat 380009 IN

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the process and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Whenever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

DINESH JOSHI
DESIGNATED PARTNER
KANJ & CO. LLP
COMPANY SECRETARIES
FCS NO.: 3752
C.P. NO.: 2246

DATE : 30th April, 2019
PLACE : Pune

Disclosures as required under Para A of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Type of relationship	Name	Amount outstanding as at March 31, 2019 ₹ Crore	Maximum amount outstanding during the year ₹ Crore
Subsidiaries	Suzlon Power Infrastructure Limited	401.14	401.14
	Suzlon Gujarat Wind Park Limited	1,712.33	1,712.33
	AE Rotor Holding B.V.	520.93	520.93
	SE Forge Limited	17.38	17.38
	Suzlon Global Services Limited	702.35	1,078.72
	Sirocco Renewables Limited	1.35	1.35
	Vakratunda Renewables Limited	0.07	0.07
	Varadvinayak Renewables Limited	0.06	0.06
	Gale Green Urja Limited	0.01	0.01
	Suyash Renewables Limited	0.01	0.01
	Manas Renewables Limited	0.16	0.16
Joint venture	Suzlon Generators Limited	6.94	18.43
	Heramba Renewables Limited	0.01	0.01

Note: No loans have been granted by the Company to any person for the purpose of investing in the shares of Suzlon Energy Limited or any of its subsidiaries.

MANAGEMENT
DISCUSSION AND ANALYSIS

Global renewable energy market and outlook

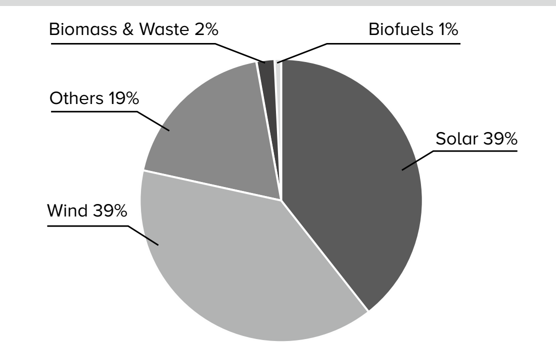
Global Market Outlook[1]

The global renewable energy generation capacity addition from different sources in the calendar year (CY) 2018 stood at 171 GW, which adds up to a cumulative installed capacity of 2,351 GW. Of the total capacity addition in CY18, solar and wind constitute for more than 84% of the share with solar taking the top place yet again with 95 GW, followed by wind with 51 GW and hydro energy with 21 GW of addition. In terms of region-wise capacity additions, the Asian markets have seen the biggest growth (105 GW) followed by European (24 GW) and North American Markets (19 GW) over last year installations.

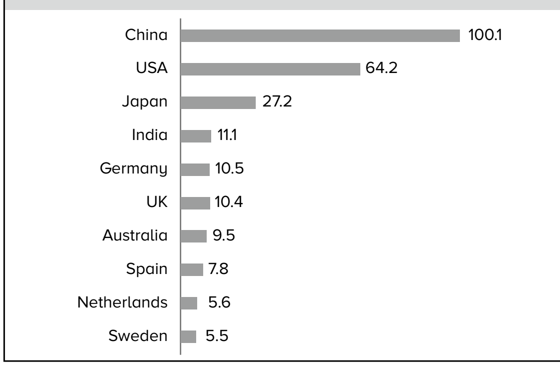
The investments in clean energy solutions in CY18 stood at $332 billion which is about 8% lower than CY17. With this, the global investments in renewable energy have exceeded $300 billion for the fifth year in a row. Investments in wind stood at $~129 billion in CY18 going up by 3% over CY17. Out of which, offshore wind attracted $~26 billion investments – up by 14% over CY17. However, investments in solar declined by 24% vs CY17 and were pegged at $131 billion for CY18 owing to sharply declining capital costs and mid-year policy change by China restricting solar boom in the country.

Looking at the country-wise scenario, China again led the tally with $100.1 billion (down by 32% vs CY17 due to lower solar commitments) followed by the US with $64.2 billion investments (up by 12% vs CY17 owing to the rush to avail tax credits). The other 3 countries in top-5 are Japan India and Germany with $ 27.2 billion, $11.1 billion and $10.5 billion investments respectively in CY18. Overall, these five countries saw 64% of global clean energy investments. Further, total investment in utility-scale renewable energy projects and small-scale solar systems worldwide was down 13% at $256.5 billion as compared to last year. Overall, the global trend continues to see positive momentum in terms of investment in clean energy when compared to conventional sources of energy.

Global clean energy investments in CY18 : $332 B (Sector wise)



Global clean energy investments in CY18 in $ Billion (Top-5 countries)

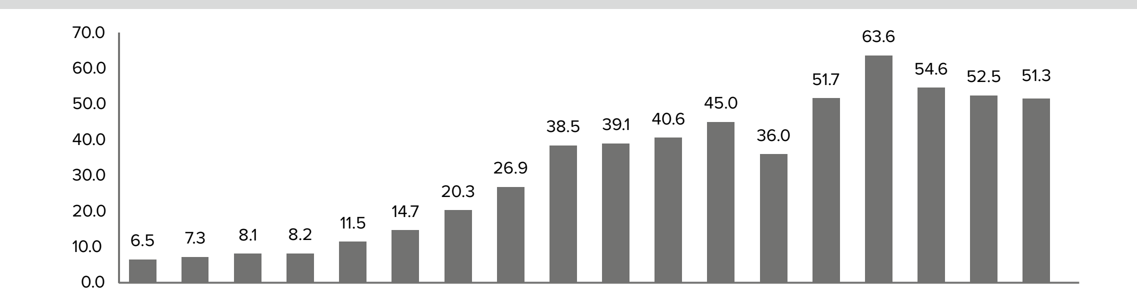


Source: BNEF (Others include small hydro, energy smart technologies, geothermal, marine, etc.)

Global wind energy overview[2]

CY18 was the third consecutive year when global wind energy capacity addition crossed 50 GW mark. The sector is in the transition phase and global market saw wind energy players revising their business models and strategies, increased traction in corporate sourcing and development of new solutions to focus on value. The global wind energy installations in CY18 stood at 51.3 GW which is lower by 3.6% of CY17 at 52.5 GW. The cumulative global installations now reached to 592 GW a rise of about 9% over CY17. The reduced capacity addition in CY18 was due to a significant dip in installations in Germany, UK and India vis-à-vis CY17. However, the increased installations in China and other markets partly compensated for the same.

Global Annual installed Wind Capacity (GW) 2001-2018



Source: GWEC

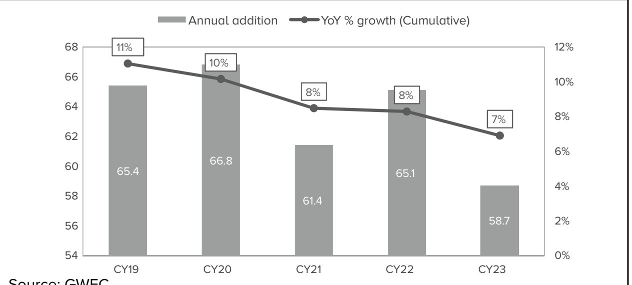
[1] *IRENA Renewable Capacity Statistics 2019 | https://about.bnef.com/blog/clean-energy-investment-exceeded-300-billion-2018/*
[2] *GWEC Global Wind Report 2018*

With 23 GW wind installation in CY18, China yet again tops the total global installations and becomes the key driver for market growth. China is followed by the US, Germany, India and Brazil with installations of 7.6 GW, 3.4 GW, 2.2 GW and 1.9 GW respectively. These top five markets constitute around 74% of overall wind capacity installations in CY18. The year-on-year growth for top 5 markets has been: China (+17%), USA (+8%), Germany (-49%), India (-47%) and Brazil (-4%). The European market has seen a significant dip of ~32% in CY18 installations against the last year owing to structural problems in permitting.[3]

The Offshore segment, on the other hand, has seen a nominal growth of 0.3% over the last year and made 4.5 GW installations globally in CY18 taking cumulative offshore installed capacity from 18.7 GW in CY17 to 23.1 GW in CY18. The reduction in offshore wind installations in Germany (23% dip) and UK (23% dip) has been compensated by additional installations in China (55% up) as compared to the last year.

Going forward, growth in the sector will be driven by: (i) government support in form of auctions/tenders and renewable targets, (ii) expanding corporate sourcing market, (iii) declining energy cost owing to technological advancement and efficiency improvement, and (iv) offshore market & other new solutions. Over the next few years, both the developing markets and the offshore wind segment are expected to constitute a larger share in the overall market. Besides, price pressure is expected to continue and to stabilize in the ensuing years. The wind energy market is estimated to grow at an average rate of 2.7% adding over 300 GW of capacity during CY19-CY23. The cumulative installed capacity by the end of 2023 is expected to reach at 909 GW levels.

Global annual wind capacity addition forecast (GW) 2019-2023

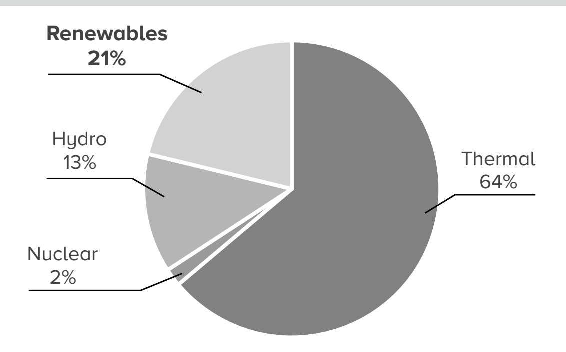


Source: GWEC

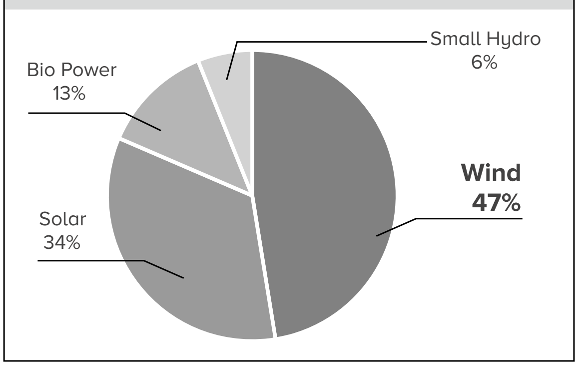
India's performance in CY 2018

During CY18, India witnessed a sharp decline of 47% in wind capacity installations as compared to CY17 and achieved a total installation of 2,191 MW only (all onshore) taking country-wide cumulative installation figure to 35,129 MW which is way behind the Government's target of 60 GW by 2022 looking at the pace of annual capacity additions in reverse auction regime. The wind energy accounts for ~10% of overall installed capacity in India and ~47% of renewable energy capacity in the country.

All India Installed Generation Capacity of 349 GW



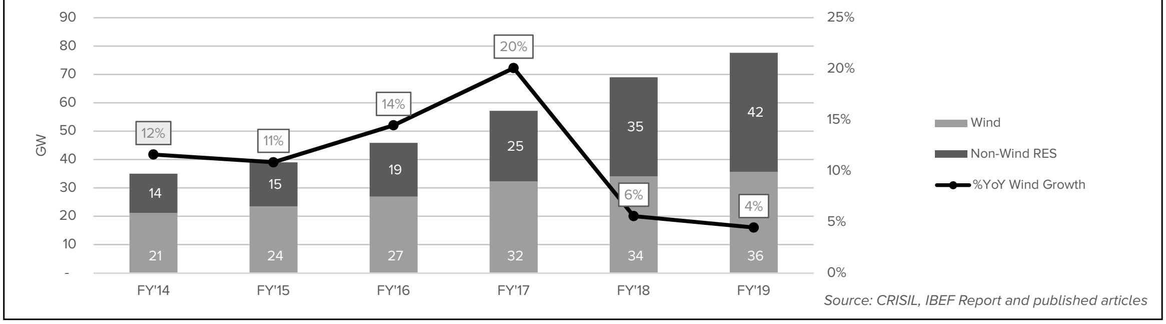
All India Renewable Capacity of 74 GW



Source: CEA (data as on 31st Dec'19)

During the last five years, the wind energy capacity in India has grown at CAGR of 11% whereas the overall renewable capacity grew at CAGR of 16%. The last 2 years i.e. FY18 and FY19 saw marginal Y-o-Y growth in wind capacity addition primarily due to the transitioning from FIT regime to auction-based regime. However, the SECI and State level auctions have helped players built a healthy order pipeline which shall get executed FY'20 onwards. Suzlon has successfully maintained its position as a market leader with 39% of market share by commissioning 582 MW in FY'19 which includes India's first wind project of auction regime in Tamil Nadu (SECI-1 tender).

India Wind Energy Cumulative Capacity Trend (GW): FY'14-FY'19

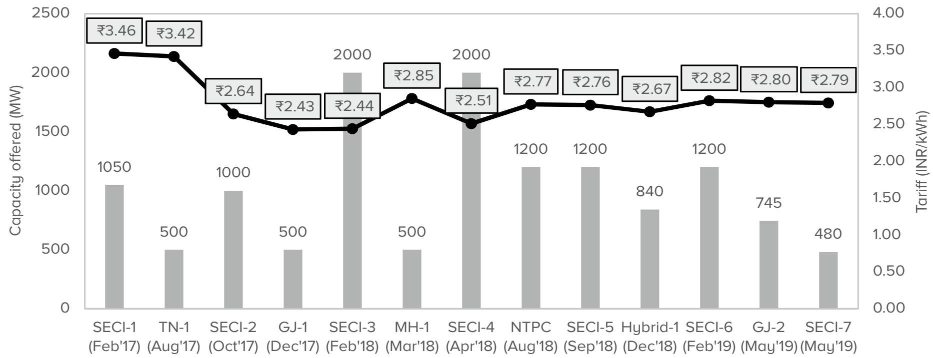


Source: CRISIL, IBEF Report and published articles

[3] *https://www.windpowermonthly.com/article/1526306/worst-year-installations-eu-2011*

Over the last two years of reverse auction regime, ~8.5 GW of wind capacity has been auctioned by SECI (1 to 6), ~1.5 GW by the States (Tamil Nadu, Gujarat and Maharashtra combined) and ~1.2 GW by NTPC. Additionally, there has been an auction for Hybrid by SECI for 840 MW. The tariffs started as high as INR 3.46/kWh (in SECI-1) and touched the lowest of INR 2.43/kWh (in Gujarat State bid). Most recently, SECI-7 auction concluded at the lowest tariff of INR 2.79/kWh which shows that the initial rush amongst bidders for acquiring capacity has now settled and tariffs have almost stabilized as evident from last few auctions. Further, the reverse auction for 1,200 MW Hybrid-2 is yet to be conducted.

Inida wind energy auctions



Source: Public information from SECI website and State generation companies' website

India wind energy outlook

Overall, the outlook for wind energy segment looks positive given the Government's push for achieving 175 GW (2022) renewable energy capacity (to meet increasing power demand) by auctioning ~10 GW of bids annually and huge orders which are due for execution in the next 1-2 years. The scenario looks attractive owing to (i) policy reforms around re-powering, wind-solar hybrid, offshore wind and renewable purchase/generation obligations; (ii) stabilization of tariffs; (iii) technological advancement and cost efficiencies; (iv) resolution of land and evacuation issues and (v) increased influx of foreign direct investments in Indian renewable energy market (cumulative FDI inflows of ~$7.6 billion by the end of CY18)[4]

Product and Technology

With the transition of wind industry from FIT to Auction regime, the tariffs have reduced drastically thereby stressing the need of innovation and cost optimization across the value chain. Suzlon has consistently focused on R&D towards developing new products with enhanced energy output.

In FY19, Suzlon launched two new tower variants for existing S120 model viz. 140m hybrid tubular-lattice tower and 140m hybrid concrete tubular tower, which are one of the tallest towers in India so far. The group has also developed smart steel tubular tower (120m hub height) aiming at reduction in tower weight and overall turbine cost.

In FY20, S120 would remain to be Suzlon's flagship product offering considering it's suitability to Indian site conditions and lower LCOE. Other turbine models S111 and S128 shall continue to cater to the demand of retail and international markets respectively. Further, Suzlon is consistently making efforts towards developing new products with 2.6-4.0 MW capacity range with rotor diameter ranging from 130–160 m and hub heights upto 160m.

The group is focused to spend continuously in various R&D technologies not limited to onshore technologies but also on offshore, wind-solar hybrid solutions, control system technologies for better park management and grid stability.

Key Initiatives and priorities

Our focus for FY20 remains to maintain the leadership position in India and extensively grow in international markets including emerging markets. The key priorities and initiatives that will help us to grow as envisioned are as follows:

- Retain the market leadership position with an improved market share
- Reduce LCOE through better technology and products that are specific to the market conditions
- Focus on core profitable emerging markets
- Optimize cost through value engineering and improved efficiencies across the value chain
- Enhanced customer service through improved machine up-time and value-added products and services that help improve efficiencies
- Establish wind-solar hybrid utility-scale projects and repowering business
- Optimize fixed cost and financial cost
- Reduce debt

Business risks and mitigation

Suzlon Group has an active risk mitigating strategy that allows it a fairly wholesome view of the internal and external environment in order to proactively address challenges, to the best extent possible. Key elements of the program are summarized below:

[3] *https://www.windpowermonthly.com/article/1526306/worst-year-installations-eu-2011*

Operational risks

Technology: With the transition from (Feed-in-Tariff) FIT regime to auction based regime the price pressure has been increasing consistently which has paved way for wind turbine manufacturers to come up with innovative and cost effective solutions. The Group has been working consistently towards cost reduction across components and bring in efficiency in overall project lifecycle. Along with a current portfolio of diverse turbines with different hub-heights, the Group is continuously focusing on developing high capacity turbines to optimize overall energy output even in the low-wind sites.

Supply chain risk: Critical components like gearbox, bearings, converter and blades have a long ramp-up duration which would inhibit agility. The Group has worked to create alternative sources through the expansion of the vendor base, localization and standardization of certain components to ensure timely availability of the critical components and keep the costs of procurement under control.

Project execution risk: During FY20, the majority of projects are expected to be concentrated in the States of Gujarat and Tamil Nadu due to the limited availability of good windy sites in the country. This may lead to a high demand for local project resources in these states. The state-specific strategy shall be devised by the Group to overcome such challenges. Further, other risks associated with the project life cycle such as extreme climatic and environmental conditions, timely availability of grid capacity for evacuation, availability of suitable land resources and timely execution of project activities by subcontractors etc. The Group undertakes regular monitoring of project progress in light of the agreed plan to ensure timely completion of the project.

Business volume risk: The Group has a significant order book for FY20 owing to SECI and State auctions conducted in FY19. The Group is expected to commission significant capacity throughout the year. However, the same is prone to risks associated with policy changes if any related to bidding, land approvals, etc. at State as well as Central level. However, given the good order pipeline and stabilization of tariffs, the risk is lowered and volume looks achievable.

Financial risks

Foreign exchange risk: The Group is exposed to Currency risk on account of exposure to trade receivables, trade payables, investments and borrowings denominated in foreign currencies. Foreign exchange risks are attempted to be hedged depending upon the nature of the transactions and in accordance with the hedging policy and strategy of the Company through derivative financial instruments such as foreign exchange forward contracts, foreign currency option contracts. During the year, risk management practices continued to focus on minimizing the economic impact on Group's profitability arising from fluctuations in exchange rates.

Interest rate risk: Post Corporate Debt Restructuring, risks associated with interest rate fluctuation has been substantially mitigated with fixing the interest rate regime on all short term and long term rupee debts. Recompense liability may have impact due to change in market interest rate. Refinancing of high cost bearing debt into low cost is also being negotiated from lenders for interest cost reduction from time to time.

Credit risk: Credit risk is the risk of financial loss arising from counter-party failure to repay according to the contracted terms or obligation. The Group also consistently monitors the financial health of its customers and sales proceeds are being realized as per the milestone payment terms agreed to minimize the loss due to defaults or insolvency of the customer. Progressive liquidity management is being followed to de-risk the Group from any non-fulfillment of its liabilities to various creditors, statutory obligations, or any stakeholders.

Commodity price risk: The Group has a strong framework and governance mechanism in place for meeting market volatility in terms of price and availability. Mechanism like proactive planning, strategic decision making and proper contracting is in place to mitigate price volatility risks in various commodities. Backward integration strategy, rate negotiation with vendors, alternative sourcing, indigenisation of critical components, and value-engineering driven initiatives also help the Group to mitigate this risk to a great extent.

Internal control systems and their adequacy

Management Assurance team, consisting of in-house team members and co-sourced partners, undertakes independent reviews of risks, controls, operations and procedures, identifying control and process gaps and recommending business solutions for risk mitigation. The Group runs in-house Risk and Misconduct Management Unit which supports management to assess, evaluate, strengthen and institutionalise value system from the standpoint of ethical business practices. With regular reporting mechanism, a stage gate system has been established. Complaints received under whistle-blower policy are evaluated on a regular basis.

The Audit Committee of the Board periodically reviews the Company's management audit reports, audit plans and recommendations of the auditors and managements' responses to those recommendations. The Audit Committee met four times during the year.

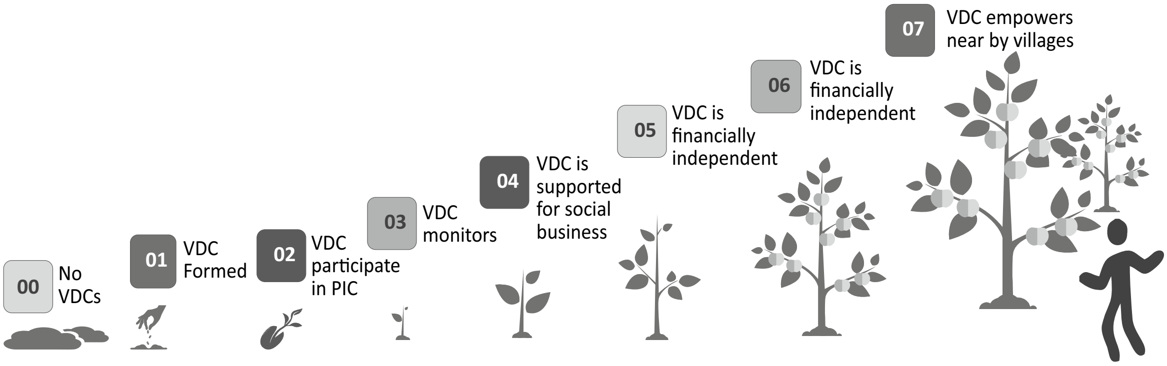
Corporate Social Responsibility (CSR)

Suzlon Foundation, a section 8 non-profit organisation started in December 2007 to lead the Corporate Social Responsibility activities of Suzlon group. The Group's vision is "Powering A Greener Tomorrow" to which the Foundation contributes with a motto of 'Sustainable Development for Sustainable Economy'. Suzlon Foundation is mandated to ensure that business policies and practices consider sustainability as their guiding principles. Thus, the CSR Mission has been derived by the holistic understanding of the business and the social arena into four main goals of :

- **Having Minimal Impact On The Natural Environment**
- **Enabling Local Communities To Develop Their Potential**
- **Empowering Employees To Be Responsible Civil Society Members**
- **Committing Ourselves to Ethical Business Practices That Are Fair To All The Stakeholders**

Suzlon believes in the philosophy to carryout business which will benefit planet and society sustainably along with maximizing long term economic value of the business. Suzlon strives to have sustainability-based approach for continuous and responsible management of financial, natural, social, human and physical resources required for the business. Suzlon consciously builds their value through offsetting the negative impact of the business on these resources especially in their neighbourhood. This conscious management of the impact helps Suzlon to translate into lower cost, improved external relations and better managed risks. The Company's corporate social responsibility and sustainability strategy completely aligns with United Nations Sustainable Development Goals (UN-SDGs), UN Global Compact principles and National Voluntary Guidelines (NVGs) from 2008.

Suzlon CSR model – 'SUZTAIN' is a unique approach which has matured from an existing provider-beneficiary approach for development to a partnership approach. In this approach local communities, development functionaries, employees, company CSR teams, government departments and NGOs work together to plan, implement, monitor and support village level sustainable development interventions. The approach is implemented through **'Engage-Empower-Sustain'** principles of Suzlon Foundation. The impacts of the interventions are envisaged as below.



The long-term goal of the Suzlon CSR program is to empower village institutions and bring collectivism in the village. For this Suzlon supports to form, strengthen and institutionalize the community-based village development committees. These VDCs undertake a journey of a 7-stage social engineering and behaviour change process through a systematic handholding with knowledge, awareness, skills and network. Once the VDC reaches 7th stage of process Suzlon Foundation exits from the village to focus on the other unmet strategic development needs of the area.

The mid-term goal of the CSR program is to address the significant needs of the absolutely disadvantaged like the senior citizens, children under-fives, sparrows, local civic environment, specially abled and vulnerable adolescent girls who will never articulate their needs through the VDC due to the village power dynamics and lack of social awareness. Thus, Suzlon Foundation has initiated the "Zero" programmes across all the locations.

The short-term goal of the Foundation is to focus on the immediate requirements of the society by implementing integrated development activities for the community. The interventions carried out are very diverse, unique and customised village depending on needs of the society.

Each of the activities conducted under the CSR program are categorised into one of the six thematic areas – Environment, Empowerment, Health, Livelihood, Education and Civic Amenities.

Areas of Operations: With over 20,000 meaningful and powerful CSR activities in FY 2018-19, Suzlon touched lives of people in 800 villages in 9 states including Andhra Pradesh, Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, Telangana, Tamil Nadu and Kerala and 2 union territories of Dadra Nagar Haweli and Pondicherry. These activities have been undertaken in consultation with communities and by collaborating with 154 institutions such as Government bodies, private and corporate foundations. Additionally, Suzlon's CSR programmes received ₹ 59 lacs co-funding from other stakeholders.

Key Achievements:

A. Environment:

In FY 2018-19, Suzlon has planted 85,859 trees of various types such as fruit, fodder, shade giving, horticulture and agroforestry to enrich the biodiversity, enhance health and improve livelihood. Almost 60% plants survived due to committed caretakers and well-defined monitoring plan. Through water and soil moisture conservation activities Suzlon conserved 45,510 cubic meters of water mainly in the drought prone areas. The Suz-HOOK introduced last year to bring behavioural change in the rural households under the 'Zero Garbage' programme has reached pan India and 525Kg of plastic waste has been collected and recycled. Also 89 Biogas plants were installed in Andhra Pradesh by collaborating with NREDCAP (New and Renewable development corporation of Andhra Pradesh). Under Zero Sparrow Deaths programme Suzlon installed 10,789 bird conservation units like nests, water troughs and bird feeders. 25,583 villagers participated in national programmes like Swatchata Pakhwada and Swachata hi Seva for a plastic free and clean village facilitated by Suzlon in their neighbourhood villagers.

B. Empowerment:

This year Suzlon has strengthened 553 village development committees (VDC) in 8 states of India by systematically handholding them through a 7-stage empowerment process. Many VDCs have reached stage 4 and have started livelihood activities like selling palm art and craft and thus generating annual income of ₹ 14,000, ₹ 30,000 from organic pulse marketing, ₹ 8,200 from Agro service centre and ₹ 4,000 from a music system rental service. Suzlon feels that VDCs will soon diligently work towards sustainable development of village once Suzlon Foundation exits from the village to focus on other strategic needs. Suzlon has consistently worked towards empowering rural women to make them financial and socially independent. This initiative is taken to improve women participation and involvement in development of their families and village. This year Suzlon supported 44 women SHGs to promote gender equality in 14 villages of Gujarat. Suzlon supported 749 specially abled persons under 'Zero Dependency' programme this year by providing them with mobility devices like tricycle, walker, wheel chair and callipers. Also, Suzlon has supported for establishing petty shop, fruit shop and providing market linkages. Some specially abled persons were linked to government schemes or to other agencies to get treatment or pension support or to receive a shelter. These women from SHGS worked on the mantra 'No credit without savings' and thus generated common funds with regular contribution from each member. This resulted in availability of loan without tangible collateral and significant reduction in transaction cost of borrowing.

C. Health:

During FY 2018-19, Suzlon launched a meditation program for children schools of the remote village of Maharashtra. It included “anapana” a technique focusing on the breath that is scientifically proven to calm the mind and is endorsed by the education department. Students do it in the morning and evening when they gather for their morning and evening prayers and regular school assembly. 408 persons participated in community yoga sessions this year promoted to protect health and prevent lifestyle diseases. Eye care is a crucial component of Suzlon's health program. This year, 287 Eye screening cum treatment camps, 82 Cataract screening camp were held. In eye screening camps, 1,350 patients were identified with cataract and their surgery was conducted through authorised Government health hospitals as part of the Zero cataract blindness program. Eye screening for refractive error helped 807 villagers get glasses and thereby a better sight for meaningful work. 24,760 patient visits were recorded in the 813 health camps held benefitting 15,750 patients 434 laboratory tests at the door-step helped patients in saving ₹ 96,592 and supported in early disease diagnosis. Health camps, awareness session on menstrual hygiene, personal hygiene were held for the adolescents as well. 779 women benefited from 6 Women's health camp organised this year. Suzlon medical officers provided free consultations and treatment to 23,669 patients from the villages in addition to the employees at the Suzlon clinics. Cleaning of overhead water tank and installation of Reverse Osmosis plant benefited 700 families with potable drinking water. Under the 'Zero Malnutrition' program piloted in 9 villages of Madhya Pradesh this year, Suzlon identified 113 malnourished children which were referred to the Nutrition Rehabilitation Center (NRC) and Anganwadis

D. Livelihoods:

An innovative method of using a bag for composting farm wet waste was experimented. This low cost portable unit enables the compost unit to be shifted at will and does not need a fixed civil structure but just a big sturdy bag. This has benefited 678 farmers and helped them produce 31,000 Kgs of manure. Farmers tend to neglect the green fodder needs of the animal. 635 farmers in MP and Maharashtra were trained on growing green nutritious variety of fodder using available land and water resources. Integrated agriculture-based livelihood program (IABLP) and Kisan Pathshalas (farmer-field schools) were conducted for farmers in MP, Maharashtra, Gujarat and Telangana states in which 1,601 farmers were involved and led to a saving of ₹ 2,58,679 due to improved farming practices like type of sowing, soil testing before fertilizer application etc. A low cost innovative technique of using a liquid decomposer that involves a fermentation process was piloted in Maharashtra with successful replication among 295 farmers and which led to a quick manure production of 80 kgs. The seed scheme initiative enabled 544 farmers to procure good variety of seeds and increased the crop yield and hence their income by ₹ 31,505. 272 Animal camps were held with over 1,52,799 animal visits for vaccination and treatment. 64 fisher folk received skill training to add value to their product. 360 farmers were trained on organic agriculture practice to prevent chemical contamination of soil and water.

E. Education:

During the financial year 2018-19, 571 schools were supported by Suzlon for organising environment day, road safety awareness, swatchata, bird conservation programs. Total 3,342 students from economically backward families benefited this year through special coaching classes and sessions on imparting employable skills by introduction to basic technology (IBT)

F. Civic Amenities:

Under the 'Zero Darkness' program this year Suzlon have support 373 households to either get the legal electricity connection or a Solar home uninterrupted power supply (UPS) systems or lanterns or lighting systems installed in their households enabling children to study and women in doing meaningful work after dusk. Solar digital learning systems were installed in 2 schools has enabled children in their studies. Successful motivational camps were held to enable villagers to construct toilets under the government schemes with contribution and avoid open air defecation as well as to promote behaviour change to use the 749 toilets constructed last year. Drinking water tank was constructed for 761 households and 280 families were supported with RCC cistern to store water.

G. Stakeholder satisfaction:

Feedback is extremely valuable to Suzlon for need based programing and hence the community is consulted during the needs assessment phase and involved throughout the planning, implementation and monitoring phase. Any grievance from the community is taken up systematically through the community grievance redressal mechanism existing in all the 9 states. The findings of the third party impact assessment survey carried out was used to improve programing in 2018-19

H. Response to Disasters:

In August 2018 floods hit Kerala, 650 employee contributed ₹ 8 lacs that was used for 610 house-holds and 3,150 members who received dry ration materials, access to safe drinking water to get back to their routine life at Chennithala, Pulinkunnu and Kavalam villages of Alappuzha District of Kerala State. 327 women and children were provided with clothes and dresses to help them get back to their routine at Pathanamthitta, Aleppey District, and Kerala State. 105 school children and families benefitted with the contribution of School bags, note-books and instrument boxes to help them get back to their routine. Smart class program through digital learning has helped for more than 500 students between 5 to 10 years at Government primary schools of Koodagi and Madalpura villages in Somawarpet taluk of Madikeri District in Karnataka State. The entire support for disaster was through employee contribution from their salaries as a humanitarian support under the Proactive CSR beyond business boundaries.

I. Employee volunteering and employee giving:

6,679 Suzlon employees participated in CSR activities contributing 48,608 person hours in FY 2018-19. 1,185 employees contributed ₹ 30.67 lacs through 2,337 instances of voluntary donation towards social and environmental initiatives. Various programmes like blood donation camps, group discussion and workshops on integrity, skill contribution towards CSR etc. as a part of Employee volunteering and engagement. Suzlonians this year supported a special project Re-Flowers in which 265 specially abled persons were trained in recycling of temple flowers into Colors for Holi, Agarbati, Compost, Seed bombs and Seed coasters, throughout the year. Suzlon employees invested ₹ 86,498 in cause related purchase in meaningful products thus benefitting deserving 6 NGOs . In addition an in kind resource worth ₹ 1.12 lacs was shared with further 6 NGOs for meaningful use.

J. Award:

Suzlon received the Indy wood Excellence Awards in 2018-2019 in the category Best CSR Practices in Environment conservation. Also, Suzlon received special mention in the citation of the top quality award at IMC RBNQ 2018 for business excellence.

Sustainability in Value Chain

Suzlon is revolutionising and redefining the course of harnessing sustainable energy across the World. The Company's growth for more than two decades is strengthened by its cutting-edge research & development and extensive range of reliable products designed to ensure optimum performance, higher yields and maximum Return On Investment for the customers.

The current complex challenges faced globally are climate change, resource depletion and increasing cost of energy. Approaches and techniques are being practiced on a global level to cope with these challenges. In alignment to this the nation is on its path towards energy upsurge, while shifting its focus from fossil fuels to renewable energy. The impetus is now laid on renewable energy and promotion of clean energy to enhance the energy efficiency. Adhering to the nation object, the implementation of sustainability in all the operations is a prime requisite.

Sustainable Development Goals

Sustainability encompasses environmental, social and economic dimensions for achieving lasting prosperity. Suzlon acknowledges the fact that the future generations have similar rights as the current one, therefore it works towards integration of environmental, social, and economic values into business operations. Suzlon

also subscribes to the Sustainable Development Goals which are articulated by the United Nations. Suzlon has taken initiatives to work on all the 17 SDGs except 11, 14 and 17. The major emphasis is on working towards ending poverty, food security, education, gender equality, water-energy access, infrastructure, employment, reduce inequalities, influence production patterns, combat mitigate climate change and promote inclusive societies.

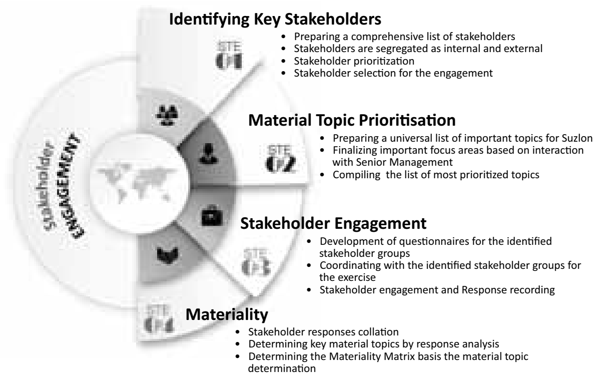
Suzlon through its product like wind turbine generators and solar energy solutions aids in mitigating environmental degradation significantly across the globe.

Stakeholder engagement and materiality assessment

Stakeholders are the individual or group that may affect or may be affected by the activities of an organisation. They are critical for the organisations as they have the power to influence business. Suzlon is committed to report on its progress towards sustainability in a transparent manner. It intends to address the key impacts (positive and negative) across the value chain, for this it has initiated sustainability reporting using the GRI (Global Reporting Initiative) standards. Stakeholder engagement provides Suzlon an opportunity to obtain an insight on the stakeholder perspective and share relevant information on the Company's sustainability strategies with them. This exercise helps the Company to establish a transparent and positive relation with the stakeholders.

The approach for Suzlon towards materiality assessment and stakeholder engagement has been initiated in a structured manner, which is deemed for further maturation in the years to come. This approach enables the identification of the key material topics for the Suzlon operations.

The approach for assessment of materiality, is through analysis of the key stakeholder feedbacks. There is a structured process in place to identify key stakeholders and obtain their feedbacks on material aspects relevant for Suzlon. The responses are further used for efficiently and effectively addressing, as that helps in improving the sustainability performance of the Company. Various relevant material topics were enlisted, most important focus areas were selected, and the stakeholder engagement exercise was conducted with the identified key stakeholder groups. The methodology used for stakeholder engagement is mentioned below:



Environmental Management

The economic progress of the developing countries has a heavy impetus on industrialization, which further impacts the ecosystem in a negative manner. In order to mitigate the adverse effect of climate change several countries have adopted mitigation strategies including carbon neutrality goals, reducing greenhouse gas emissions, optimum utilisation of natural resources, conserving forest covers, bringing in enhanced energy efficiency and harnessing renewable energy amongst others.

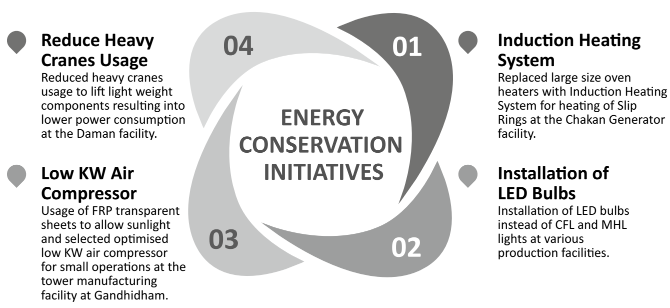
Suzlon is cognizant with the fact that while creating solutions to harness wind power, a minimal negative impact is inflicted up on the environment. Thus, the Company treads on the path of reducing its impact by giving back to the environment. Together with its suppliers and customers, Suzlon has committed on minimising this impact to the greatest extent possible.

Energy Management

Energy plays an eminent role in the economic growth of a nation. Competitive economies require well-functioning infrastructure with access to modern energy services. These areas are cardinal to eradicate poverty and to ensure prosperity. The seventh Sustainable Development Goal articulates about the necessity of access to energy for all, though energy is one of the leading contributors to climate change. There is a direct correlation with a beneficial impact on cost saving with respect to increased energy efficiency and decreased energy consumption. Thus, Suzlon promotes the adoption of progressive technologies and application of renewable energy resources.

Suzlon has adopted numerous initiatives for efficient energy consumption in the past years. The initiatives taken are to minimise the consumption of energy and to increase energy efficiency in its corporate office and its manufacturing sites. This encompasses installation of hi-tech energy monitor and conservation systems to monitor usage, minimise wastage and increase overall efficiency at every stage of power consumption. The Company highly promotes the usage of natural sources of energy instead of electricity.

Some of the measures contributing to optimisation in energy consumption, reduction in energy cost and environment protection being practiced at Suzlon are mentioned below:



Waste Management

At Suzlon efforts are channelized towards minimum waste generation and the generated waste is managed in the best possible manner, which would lead to minimal environmental impact. The process of segregation of hazardous wastes from non-hazardous wastes is carried out and the generated waste is handed over to an authorized waste collection agency or hazardous waste management agency for safe disposal.

Water Management

Suzlon One Earth has undertaken sustainable initiatives for conserving water, such as rainwater harvesting, on- site waste conservation and an ‘Office in Garden’ design to increase daylight use and has succeeded in decreasing its operating cost by 35%. Suzlon has introduced roof top rainwater harvesting system in 23 buildings of the remote central monitoring stations.

Emissions Management

Every year Suzlon’s Global wind installation helps in mitigating around million tonnes of CO2 emissions. The Company takes efforts to avoid emissions arising from disposing off scrap of blades by sending it to the co-processing facility in India, where the facility further reduces emissions by using coal produced from disposal of blades, as fuel in their cement kilns.

Focused projects to reduce the impact on the environment, increasing energy efficiency, improve on water and waste management has been undertaken in 2018-19.

Non-Financial Indicators for FY18-19

Indicator	CO_2e*
Indirect Emissions from electricity consumption[1]	**11,752** (metric tonnes)
Emissions avoided by renewable energy generation (by Group owned turbines in India) in the year[2]	**23.02** (million metric tonnes)
Emissions avoided annually by Suzlon Group powered turbines (India and Sri Lanka)[3]	**23.09** (million metric tonnes)
Emissions avoided annually by Suzlon Group Globally[4]	**35.09** (million metric tonnes)
Emissions of blade waste disposal by combustion avoided due to co-processing[5]	**5,185** (metric tonnes)
Emissions avoided at blade waste co-processor's facility[6]	**1,438.6** (metric tonnes)

Notes:

*Carbon dioxide equivalent or CO2e, refers to a metric measure used to compare the emissions from various greenhouse gases on the basis of their global-warming potential (GWP), by converting amounts of other gases to the equivalent amount of carbon dioxide with the same global warming potential.

[1]Emissions emitted data is limited to Indirect Emissions Scope 2 (as defined in the Greenhouse Gas Protocol, Corporate Accounting Standard) for SEL, India. (Source: user_guide_ver9-co2 calculator for grid India, by Central Electricity Authority, 2014)
[2]Refers to emissions avoided by Suzlon Group owned turbines, as on 31st March 2019 in India.
[3]Refers to emissions avoided by Suzlon Group powered turbines, as on 31st March 2019 in India and Sri Lanka.
[4]Refers to carbon emissions avoided by Suzlon Group powered turbines based on installation summary as on 31st March 2019,
[5]Refers to emissions of disposal of blade waste by combustion that were avoided by sending it for co-processing in India
[6]Refers to emissions avoided at co-processor's facility by replacing coal with the blade waste for fuel in their cement kilns in FY18-19 (India only)

Highlights of consolidated results:

A. Equity and liabilities

1. Equity share capital

₹ in Crore

Particulars	March 31, 2019	March 31, 2018
Authorized share capital	2,498	2,498
Issued share capital	1,068	1,068
Subscribed and fully paid-up share capital	1,064	1,064

2. Other equity

₹ in Crore

Particulars	March 31, 2019	March 31, 2018
Capital reserve	23	23
Capital reserve on consolidation	0*	0*
Capital redemption reserve	15	15
Legal and statutory reserve	1	12
General reserve	917	868
Securities premium	9,239	9,239
Share option outstanding account	-	49
Foreign currency monetary item translation difference account	(16)	(42)
Retained earnings	(19,106)	(17,601)
Foreign currency translation reserve	(663)	(623)
Equity component of compound financial instruments	29	29
Total	**(9,562)**	**(8,031)**

*Less than ₹ 1 Crore

a) Capital reserve

There is no change in capital reserve as compared to previous year.

b) Capital redemption reserve (CRR)

There is no change in CRR as compared to previous year.

c) Legal and statutory reserve

The legal and statutory reserve stood at ₹ 1 Crore as compared to ₹ 12 Crore in previous year.

d) Securities premium

There is no change in securities premium account as compared to previous year.

e) Share option outstanding account

The share option outstanding account stood at ₹ Nil as compared to ₹ 49 Crore in previous year. The net reduction of ₹ 49 Crore is on account of employee stock options cancelled during the year.

f) Foreign currency translation reserve ('FCTR')

The change in FCTR is due to exchange fluctuation resulting from translation of the accounts of overseas subsidiaries into reporting currency of the parent company i.e. INR (₹).

3. Financial liabilities

a. Borrowings

₹ in Crore

Particulars	Non-current		Current		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Secured	6,211	6,532	3,380	3,889	9,590	10,421
Unsecured	33	1,184	-	-	33	1,184
Total	**6,244**	**7,716**	**3,380**	**3,889**	**9,624**	**11,605**
Current maturities of long-term borrowings	1,928	390	-	-	1,928	390
Total	**8,172**	**8,106**	**3,380**	**3,889**	**11,552**	**11,995**

i. Total borrowings stood at ₹ 11,552 Crore as compared to ₹ 11,995 Crore in previous year. During the year, foreign currency convertible bonds ('FCCB') amounting to ₹ 1,205 Crore (USD 172 Million) were classified from non-current borrowings to current maturities of long-term borrowings.

ii. Short-term borrowings stood at ₹ 3,380 Crore as compared to ₹ 3,889 Crore in previous year. The net reduction of ₹ 509 Crore is on account of repayment of project specific funding from banks.

b. Other financial liabilities

₹ in Crore

Particulars	Non-current		Current		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Trade payables	-	-	2,175	2,527	2,175	2,527
Other financial liabilities	50	55	1,133	1,208	1,183	1,263
Total	**50**	**55**	**3,308**	**3,735**	**3,358**	**3,790**

i. Trade payables stood at ₹ 2,175 Crore as compared to ₹ 2,527 Crore in previous year. The reduction is on account of low volume and payment of outstanding dues and retirement of LCs.

ii. Non-current financial liabilities stood at ₹ 50 Crore as compared to ₹ 55 Crore in previous year.

iii. Current financial liabilities stood at ₹ 1,133 Crore as compared to ₹ 1,208 Crore in previous year.

4. Other liabilities and provisions

₹ in Crore

Particulars	Non-current		Current		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Contract liabilities	-	-	1,478	902	1,478	902
Other liabilities	12	30	116	134	128	164
Provisions	118	120	740	819	858	939
Total	**130**	**150**	**2,334**	**1,855**	**2,464**	**2,004**

a. Provisions stood at ₹ 858 Crore as compared to ₹ 939 Crore in previous year.

b. Other liabilities stood at ₹ 128 Crore as compared to ₹ 164 Crore in previous year.

B. Assets

1. Property, plant and equipment, investment property and intangible assets

₹ in Crore

Particulars	March 31, 2019	March 31, 2018
Property, plant and equipment	1,147	1,267
Capital work-in-progress	218	173
Investment property	37	41
Intangible assets (including goodwill)	335	155
Intangible assets under development	10	180

a. During the year, property, plant and equipment of ₹ 137 Crore and intangible assets of ₹ 275 Crore were capitalized as compared to ₹ 511 Crore and ₹ 49 Crore respectively in previous year.

b. Investment property consists of certain office premises given on lease and considered at deemed costs.

c. Intangible assets comprising of design and drawings, goodwill and SAP and other software stood at ₹ 335 Crore as compared to ₹ 155 Crore.

d. Capital commitments for property, plant and equipment stood at ₹ 57 Crore as compared to ₹ 75 Crore in previous year.

2. Financial assets

₹ in Crore

Particulars	Non-current		Current		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Investments	0*	0*	-	-	0*	0*
Trade receivables	-	5	1,881	2,985	1,881	2,990
Cash and cash equivalents	336	348	75	581	411	929
Loans	-	1	11	50	11	51
Other financial assets	148	233	316	267	464	499
Total	**484**	**587**	**2,283**	**3,883**	**2,767**	**4,470**

3. Non-financial assets

₹ in Crore

Particulars	Non-current		Current		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Inventories	-	-	2,914	3,026	2,914	3,026
Other assets	104	139	1,212	931	1,316	1,070
Current tax asset, net	-	-	16	9	16	9
Total	**104**	**139**	**4,142**	**3,966**	**4,246**	**4,105**

a. Inventories

Inventories stood at ₹ 2,914 Crore as compared to ₹ 3,026 Crore in previous year. There is reduction of ₹ 112 Crore which is primarily on account of lower volumes.

b. Other assets

Other assets stood at ₹ 1,316 Crore as compared to ₹ 1,070 Crore in previous year.

C. Cash flow

Net cash generated from operating activities is ₹ 1,267 Crore. Net cash generated from investment activities is ₹ 125 Crore. ₹ 283 Crore is used towards purchase of property, plant and equipment and proceeds of ₹ 285 Crore is received from sale of stake in subsidiary and joint ventures. Net cash used in financing activities is ₹ 1,898 Crore which comprise of proceeds from long-term borrowings of ₹ 17 Crore, repayment of long-term and short-term borrowings of ₹ 813 Crore and payment of interest is of ₹ 1,103 Crore.

D. Results of operations

₹ in Crore

Particulars	March 31, 2019	March 31, 2018
Revenue from operations	4,978	8,075
Other operating income	46	42
Other income	50	79
Total income	**5,074**	**8,195**
Cost of goods sold	2,998	5,116
Employee benefits expense	874	805
Finance costs	1,270	1,581
Depreciation and amortisation expense	342	342
Other expenses	1,161	1,191
Total expenses	**6,645**	**9,035**
Profit/ (loss) before exceptional items and tax	**(1,571)**	**(840)**
Exceptional items	28	450
Tax expense	12	1
Share of profit/ (loss) of associate and joint ventures	(6)	5
Net profit/(loss) for the year	**(1,537)**	**(384)**

Principal components of results of operations

1. **Revenue from operations**

   Effective from April 1, 2018, the Group adopted Ind AS 115, Revenue from contracts with customers, using the cumulative catch-up transition method applied to contracts that were not completed as at April 1, 2018. The effect on the adoption of Ind AS 115 was insignificant. Detailed disclosures are available in Note 24 of the consolidated financial statements.

   Revenue from operations stood at ₹ 4,978 Crore as compared to ₹ 8,075 Crore in previous year. The reduction is 38.3% mainly due to continued impact of transition from Feed-in Tariff to bidding regime resulting in lower volumes for the industry and the Company.

2. **Cost of goods sold ('COGS')**

   COGS as a percentage of revenue from operations has reduced to 60.2% during the year as compared to 63.4% in the previous year. The improved ratio reflects favorable product mix, continuous effort by the Group in value engineering and improved sourcing abilities.

3. **Employee benefits expense**

   Employee benefits expense has increased by 8.6% to ₹ 874 Crore from ₹ 805 Crore in previous year. Inspite of lower volumes, Suzlon maintained the overall strength of people intact, taking a view that the knowledge available with the people is valuable which will be used in the days of market demand revival.

4. **Finance cost**

   Finance cost has reduced to ₹ 1,270 Crore as compared to ₹ 1,581 Crore in the previous year, mainly on account of reduction in debt level and provision for recompense liability accounted in previous year.

5. **Depreciation and amortization expense**

   Depreciation and amortization expense stood static at ₹ 342 Crore.

6. **Other operating expenses**

   Other operating expenses (excluding exchange differences) has reduced significantly in absolute terms but as a percentage to sales stands at 17.5% as compared to 12.6% in the previous year, mainly due to low volumes..

7. **Profit / (loss)**

   The consolidated EBITDA has reduced to negative ₹ 9 Crore as compared to positive ₹ 1,003 Crore in previous year. The same can be attributed to lower volumes and pressure on pricing due to lower tariffs. Loss before tax and exceptional item stands at ₹ 1,571 Crore as compared to loss of ₹ 840 Crore in the previous year.

   Loss after tax stands at ₹ 1,531 Crore as compared to ₹ 389 Crore in the previous year. Share of loss of associate and joint ventures is ₹ 6 Crore as compared to share of profit of ₹ 5 Crore in the previous year.

   As a result of the foregoing factors, net loss for the year stands at ₹ 1,537 Crore as compared to ₹ 384 Crore in the previous year.

Cautionary statement

Suzlon Group has included statements in this discussion, that contain words or phrases such as "will", "aim", "likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements".

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from the Suzlon Group's expectations include:

- Variation in the demand for electricity;
- Changes in the cost of generating electricity from wind energy and changes in wind patterns;
- Changes in or termination of policies of state governments in India that encourage investment in power projects;
- General economic and business conditions in India and other countries;
- Suzlon's ability to successfully implement it's strategy, growth and expansion plans and technological initiatives;
- Changes in the value of the INR and other currencies;
- Potential mergers, acquisitions or restructurings and increased competition;
- Changes in laws and regulations;
- Changes in political conditions;
- Changes in the foreign exchange control regulations; an
- Changes in the laws and regulations that apply to the wind energy industry, including tax laws

For and on behalf of the Board of Directors

Place: Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

Corporate Governance Report

[As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")]

1. **Company's philosophy on corporate governance**

   The Company's corporate governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibility that conforms fully with laws, regulations and guidelines. The Company's philosophy on corporate governance is to achieve business excellence and maximise shareholder value through ethical business conduct, which also includes building partnerships with all stakeholders, employees, customers, vendors, service providers, local communities and government. The Company's mission is to deliver utility scale, best in class, end to end integrated renewable energy solutions to our stakeholders.

2. **Board of Directors of the Company (the "Board") –** The Board is entrusted and empowered to oversee the management, direction and performance of the Company with a view to protect interest of the stakeholders and enhance value for shareholders. The Board monitors the strategic direction of the Company.

   Composition – As on close of business hours of March 31, 2019, the Board comprises of ten Directors, out of which two are Executive Directors, three are Non-executive Directors including two Nominee Directors (including one Woman Nominee Director), and five are Independent Directors (including one Woman Independent Director). As on March 31, 2019 and as on date of this Report, the Company is in compliance with Regulations 17(1)(a) and 17(1)(b) of the Listing Regulations pertaining to optimum combination of Executive and Non-executive Directors with two Women Directors, not less than fifty percent of the Board comprising of Non-executive Directors and at least half of the Board comprising of Independent Directors. The Company is also in compliance with the provisions of Section 149(4) of the Companies Act, 2013.

   Independent Directors – In terms of Section 149(7) of the Companies Act, 2013, Mr. Marc Desaedeleer, Mr. Ravi Uppal, Mr. V. Subramanian, Mr. Per Hornung Pedersen and Mrs. Vijaya Sampath, the Independent Directors, have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and the Listing Regulations. The Board confirms that the Independent Directors fulfil the conditions specified in terms of the Companies Act, 2013 and the Listing Regulations and that they are independent of the management of the Company. All the Directors are in compliance with the limit on independent directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the Listing Regulations.

   All the Directors have certified that they are not members of more than ten mandatory committees and do not act as chairman of more than five mandatory committees in terms of the Regulation 26 of the Listing Regulations across all the companies in which they are directors.

   Board procedure – The Board meets at regular intervals and discusses regular Board business as well as policies and strategy matters. All the necessary documents and information pertaining to the matters to be considered at each Board and Committee meetings, is made available to enable the Board and Committee members to discharge their responsibilities effectively.

   Meetings held during the financial year 2018-19 – During the financial year 2018-19, the Board met four times on May 30, 2018, August 4, 2018, November 14, 2018 and February 7, 2019. The gap between any two Board meetings did not exceed one hundred and twenty days. Apart from the physical meetings, the Board / Committees also considered and approved certain matters by circular resolutions, which were ratified at the next meeting of the Board as required in terms of the Companies Act, 2013.

   Attendance, directorships and committee positions – The names and categories of the Directors on the Board, their attendance record, the number of directorships and committee positions as on March 31, 2019, are as under:

Name of the Director	Category	Attendance at meetings held during the financial year 2018-19		Total no. of Directorships as on March 31, 2019	Total no. of membership of the committees of Board as on March 31, 2019		Total no. of chairmanship of the committees of Board as on March 31, 2019	
		Board (out of 4)	23rd AGM on July 27, 2018		Membership in audit / stakeholders relationship committees	Membership in other committees	Chairmanship in audit / stakeholders relationship committees	Chairmanship in other committees
Mr. Tulsi R.Tanti, Promoter DIN: 00002283	Chairman & Managing Director	4	Yes	1	1	4	-	4
Mr. Vinod R.Tanti, Promoter DIN: 00002266	Wholetime Director & Chief Operating Officer	3	Yes	5	5	9	2	2
Mr. Girish R.Tanti, Promoter DIN: 00002603	Non-executive Director	2	Yes	1	-	2	-	-
Mr. V. Raghuraman[1] DIN: 00411489	Independent Director	4	Yes	5	5	7	2	5
Mr. Marc Desaedeleer DIN: 00508623	Independent Director	4	Yes	1	-	1	-	-
Mr. Ravi Uppal DIN: 00025970	Independent Director	3	Yes	1	-	-	-	-
Mr. V. Subramanian DIN: 00357727	Independent Director	3	Yes	8	8	5	1	-
Mrs. Pratima Ram, a nominee of State Bank of India DIN: 03518633	Non-executive Director	4	Yes	7	4	3	1	2
Mr. Per Hornung Pedersen DIN: 07280323	Independent Director	4	Yes	3	3	3	-	-
Mrs. Vijaya Sampath DIN: 00641110	Independent Director	4	Yes	8	6	4	1	-
Mr. Brij Mohan Sharma[2], a nominee of IDBI Bank Limited DIN: 07193258	Non-executive Director	2 (out of 3)	Yes	-	-	-	-	-
Mr. Biju George K[3], a nominee of IDBI Bank Limited DIN: 02405333	Non-executive Director	1 (out of 1)	N.A.	1	-	-	-	-

[1]voluntarily resigned from the directorship of the Company in terms of Regulation 17(1A) of the Listing Regulations w.e.f. March 31, 2019, since attained the age of seventy five years. As confirmed by Mr. V. Raghuraman there is no other material reason for his resignation.

[2]ceased to be the Nominee Director of IDBI Bank Limited w.e.f. November 29, 2018.

[3]appointed as the Nominee Director of IDBI Bank Limited w.e.f. November 29, 2018.

Notes:

i) While considering the total number of directorships, directorships in private companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013 have been excluded.

ii) In terms of Part C of Schedule V of the Listing Regulations, it is hereby disclosed that Mr. Tulsi R.Tanti, Chairman & Managing Director, is brother of Mr. Vinod R.Tanti, Wholetime Director & Chief Operating Officer, and Mr. Girish R.Tanti, the Non-executive Director. Except for the relationship between Mr. Tulsi R.Tanti, Mr. Vinod R.Tanti and Mr. Girish R.Tanti, there is no other inter-se relationship amongst other directors.

Names of other listed companies where Directors of the Company are Directors and the category of the directorship as on March 31, 2019 –

Sr. No.	Name of Director	Names of other listed companies where the concerned Director is a Director	Category of Directorship
1.	Mr. Tulsi R.Tanti	None	N.A.
2.	Mr. Vinod R.Tanti	None	N.A.
3.	Mr. Girish R.Tanti	None	N.A.
4.	Mr. Marc Desaedeleer	None	N.A.
5.	Mr. Ravi Uppal	None	N.A.
6.	Mr. V. Subramanian	Sundaram Clayton Limited	Independent Director
		Adani Enterprises Limited	Independent Director
7.	Mrs. Pratima Ram	Havells India Limited	Independent Director
		Deccan Gold Mines Limited	Independent Director
		Nandan Denim Limited	Independent Director
		Minda Corporation Limited	Independent Director
8.	Mr. Per Hornung Pedersen	PNE Wind AG, Cuxhaven, Germany (Frankfurt)	Chairman
9.	Mrs. Vijaya Sampath	Safari Industries (India) Limited	Independent Director
		Eris Lifesciences Limited	Independent Director
		Varroc Engineering Limited	Independent Director
		Intellect Arena Design Limited	Additional Independent Director
		Ingersoll Rand (India) Limited	Additional Independent Director
10.	Mr. Biju George K	None	N.A.
11.	Mr. V. Raghuraman[1]	None	N.A.

[1] ceased to be the Director w.e.f. March 31, 2019.

Skills / expertise / competencies of the Board of Directors – The table below summarises the broad list of core skills / expertise / competencies identified by the Board of Directors, as required in the context of the Company's business / sector and the said skills are available with the Board members:

Business and strategic acumen	Strong business and strategic acumen including understanding of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions including entire wind value chain as well as process centricity
Financial	Financial skills in the areas of accounting, taxation, forex, etc. resulting in proficiency in financial management, and financial reporting processes, or experience in supervising a principal financial officer, principal accounting officer, controller, or person performing similar functions
Board service and governance	Experience in developing or understanding of corporate governance policies and practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Leadership and communication	Leadership experience in a sizeable enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths and effective communication
Industry and technology	Experience or knowledge about industry and technology, resulting in knowledge of how to anticipate technological trends, and extend or create new business models

Code of ethics – The Company has prescribed a code of ethics for its Directors and senior management. The code of ethics of the Company has been posted on its website www.suzlon.com. The declaration from the Group Chief Executive Officer in terms of Regulation 34(3) read with Part D of Schedule V of the Listing Regulations, stating that as of March 31, 2019 the Board members and the senior management personnel have affirmed the compliance with the code of ethics laid down by the Company, has been included in this Report.

Code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by insiders – The Board has approved and adopted the code of practices and procedures for fair disclosure of unpublished price sensitive information and the code of conduct to regulate, monitor and report trading by insiders in terms of Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 respectively.

Familiarisation programme – In terms of the provisions of Regulation 25 of the Listing Regulations, the Company is required to develop a familiarisation programme for the Independent Directors of the Company. Accordingly, the Company has put in place a familiarisation programme for all newly inducted Independent Directors. The same is available on the website of the Company www.suzlon.com.

Separate meeting of Independent Directors – In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors was held on May 29, 2018 without the participation of non-Independent Directors and the members of the management. The Independent Directors discussed on various aspects, viz. performance of non-Independent Directors and the Board as a whole, performance of the chairperson of the Company, quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

3. Committees of Board – The Board Committees focus on certain specific areas and make informed decisions within the delegated authority. Each Committee of the Board, whether mandatorily required to be constituted or otherwise, functions according to its scope that defines its composition, power and role in accordance with the Companies Act, 2013 and the Listing Regulations.

The composition, meetings, attendance and the detailed terms of reference of various Committees of the Board are as under:

i) Audit Committee – The Audit Committee of the Board has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

Composition – As on March 31, 2019, the Audit Committee comprised of three members all of whom, including the Chairman, were Independent Directors. The composition of the Audit Committee was in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations as on March 31, 2019. Post March 31, 2019 and with effect from April 1, 2019, the Audit Committee has been reconstituted as under:

- Mr. V.Raghuraman ceased to be a Member / Chairman since he ceased to be a Director w.e.f. March 31, 2019;
- Mr. Ravi Uppal has been inducted as Member / Chairman w.e.f. April 1, 2019.

As on date of this Report, the Audit Committee comprises of three members all of whom including the Chairman are Independent Directors. The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations as on date of this Report.

The Chairman & Managing Director, Group Chief Executive Officer, Group Chief Financial Officer, representatives of the statutory auditors, internal auditors and senior officials of the Company are invited to attend the meetings of the Audit Committee from time to time. The Company Secretary of the Company acts as the secretary to the Audit Committee. The Chairman of the Audit Committee was present at the Twenty Third Annual General Meeting of the Company held on July 27, 2018.

Meetings and attendance – During the financial year 2018-19, the Audit Committee met four times on May 29, 2018, August 3, 2018, November 14, 2018 and February 7, 2019. The gap between any two Audit Committee meetings did not exceed four months. The attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. V. Raghuraman[1]	Chairman	4
Mr. V. Subramanian	Member	3
Mr. Per Hornung Pedersen	Member	4
Mr. Ravi Uppal[2]	Chairman	N.A.

[1] ceased to be a Member / Chairman since ceased to be a Director w.e.f. March 31, 2019
[2] inducted as a Member / Chairman w.e.f. April 1, 2019

Terms of reference – The broad terms of reference of the Audit Committee include the following:

(1) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(2) recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;

(3) approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;

(4) reviewing, with the management, the annual financial statements and Auditors' report thereon before submission to the Board for approval, with particular reference to:

(a) matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013,

(b) changes, if any, in accounting policies and practices and reasons for the same,

(c) major accounting entries involving estimates based on the exercise of judgment by management,

(d) significant adjustments made in the financial statements arising out of audit findings,

(e) compliance with listing and other legal requirements relating to financial statements,

(f) disclosure of any related party transactions,

(g) modified opinion(s) in the draft audit report;

(5) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

(6) monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval or any subsequent modification of transactions of the Company with related parties;

(9) scrutiny of inter-corporate loans and investments more particularly reviewing the utilisation of loans and / or advances from / investment by the holding company in the subsidiary exceeding Rupees One Hundred Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments, if any;

(10) valuation of undertakings or assets of the Company, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow up there on;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(16) discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) to review / oversee the functioning of the Whistle Blower mechanism and / or vigil mechanism;

(19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(20) reviewing compliances with provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and verify that the systems for internal control pertaining to Insider Trading are adequate and operating effectively;

(21) carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and

(22) such other acts, deeds, matters and things as may be stipulated in terms of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and / or such other regulatory provisions, as amended from time to time, as also as the Board of Directors of the Company may consider think fit.

During the year under review, the Audit Committee also reviewed and approved the related party transactions from time to time.

ii) **Stakeholders Relationship Committee –** The Stakeholders Relationship Committee has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Composition – As on March 31, 2019, the Stakeholders Relationship Committee comprised of three members out of whom two were Executive Directors and one was a Non-executive Director. The composition of the

Stakeholders Relationship Committee was in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations as on March 31, 2019. Post March 31, 2019 and with effect from April 1, 2019, the Stakeholders Relationship Committee has been reconstituted as under:

- Mr. V.Raghuraman ceased to be a Member / Chairman since he ceased to be a Director w.e.f. March 31, 2019;
- Mr. V. Subramanian has been inducted as Member / Chairman w.e.f. April 1, 2019.

As on the date of this Report, the Stakeholders Relationship Committee comprises of three members out of whom two are Executive Directors and one is a Non-executive Director. The Chairman of the Stakeholders Relationship Committee, is a Non-executive Independent Director. The composition of the Stakeholders Relationship Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations as on date of this Report.

Meetings and attendance – During the financial year 2018-19, the Stakeholders Relationship Committee met four times on May 30, 2018, August 4, 2018, November 13, 2018 and February 6, 2019. The attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. V.Raghuraman[1]	Chairman	4
Mr. Tulsi R.Tanti	Member	3
Mr. Vinod R.Tanti	Member	3
Mr. V.Subramanian[2]	Chairman	N.A.

[1] ceased to be a Member / Chairman since ceased to be a Director w.e.f. March 31, 2019
[2] inducted as a Member / Chairman w.e.f. April 1, 2019

The Chairman of the Stakeholders Relationship Committee was present at the Twenty Third Annual General Meeting of the Company held on July 27, 2018.

Terms of reference – The broad terms of reference of Stakeholders Relationship Committee includes the following:

1) resolving the grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, and issue of new / duplicate certificates, general meetings, etc.;
2) review of measures taken for effective exercise of voting rights by the shareholders;
3) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company; and
5) such other acts, deeds, matters and things as may be stipulated in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and / or such other regulatory provisions, as amended from time to time, as also as the Board of Directors of the Company may consider think fit.

Name, designation and contact details of the Compliance Officer – Mr. Hemal A.Kanuga, Company Secretary (M.No.F4126), is the Compliance Officer of the Company. The Compliance Officer can be contacted at the registered office of the Company at: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, Gujarat, India; Tel.: +91.79.6604 5000; Fax: +91.79.2656 5540; Email: investors@suzlon.com; Website: www.suzlon.com.

Separate email-id for redressal of investors' complaints – As per Regulation 6 of the Listing Regulations, the Company has designated a separate email id (investors@suzlon.com) exclusively for registering complaints by investors.

Status of investors' complaints as on March 31, 2019 –

Particulars	Opening balance as on April 1, 2018	Received during financial year 2018-19	Disposed during financial year 2018-19	Pending as on March 31, 2019
Non receipt of refund orders	-	-	-	-
Non receipt of electronic credit of shares	-	-	-	-
Non receipt of dividend warrants	-	13	13	-
Non receipt of shares	-	1	1	-
Non receipt of remat share certificate	-	-	-	-
Non receipt of annual reports	-	19	19	-
Complaints through stock exchanges	-	6	6	-
Complaints through SEBI / scores	-	3	3	-
Complaints from legal / consumer forums	-	-	-	-
Total	**-**	**42**	**42**	**-**

There were no complaints pending for more than seven days. There were no pending requests for transfer of shares of the Company as on March 31, 2019.

iii) Nomination and Remuneration Committee – The Nomination and Remuneration Committee of the Board has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Composition – As on March 31, 2019, the Nomination and Remuneration Committee comprised of five members, out of whom four were Independent Directors (including the Chairman) and one was a Non-executive Director. The composition of the Nomination and Remuneration Committee was in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations as on March 31, 2019. Post March 31, 2019 and with effect from April 1, 2019, the Nomination and Remuneration Committee has been reconstituted as under:

- Mr. V.Raghuraman ceased to be a Member / Chairman since he ceased to be a Director w.e.f. March 31, 2019;
- Mr. V. Subramanian has been inducted as Member w.e.f. April 1, 2019;
- Mrs. Vijaya Sampath has been designated as Chairperson w.e.f. April 1, 2019

As on the date of this Report, the Nomination and Remuneration Committee comprises of five members, out of whom four are Independent Directors (including the Chairman) and one is a Non-executive Director. The composition of the Nomination and Remuneration Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations as on date of this Report.

Meetings and attendance – During the financial year 2018-19, the Nomination and Remuneration Committee met once on May 29, 2018. The composition of the said Committee and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. V. Raghuraman[1]	Chairman	1
Mr. Marc Desaedeleer	Member	1
Mr. Per Hornung Pedersen	Member	1
Mr. Girish R.Tanti	Member	-
Mrs. Vijaya Sampath[2]	Chairperson	1
Mr. V. Subramanian[3]	Member	N.A.

[1] ceased to be a Member / Chairman since ceased to be a Director w.e.f. March 31, 2019
[2] designated as a Chairperson w.e.f. April 1, 2019
[3] inducted as a Member w.e.f. April 1, 2019

The Chairman of the Nomination and Remuneration Committee was present at the Twenty Third Annual General Meeting of the Company held on July 27, 2018.

Terms of reference – The broad terms of reference / role / authority of the Nomination and Remuneration Committee shall, inter alia, include the following:

(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(2) formulation of criteria for evaluation of performance of Independent Directors and the Board and specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

(3) devising a policy on Board diversity;

(4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

(5) whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

(6) recommend to the Board, all remuneration in whatever form, payable to the Directors / senior management;

(7) effective implementation and operations of various existing and future plans / schemes including but not limiting to employee stock option plans / employee stock purchase schemes / stock appreciation rights schemes / general employee benefits schemes / retirement benefits schemes, if any of the Company and to do all such acts, deeds, matters and things including but not limiting to:

   (a) determining the number of options / shares to be granted / offered to each employee and in the aggregate and the times at which such grants / offers shall be made,

   (b) determining the eligible employee(s) to whom options / shares be granted / offered,

   (c) determining the eligibility criteria(s) for grant of options / shares,

(d) determining the performance criteria(s), if any for the eligible employees,

(e) laying down the conditions under which options / shares vested in the optionees / grantees may lapse in case of termination of employment for misconduct, etc.,

(f) determining the exercise price which the optionee / grantee should pay to exercise the options / shares;

(g) determining the vesting period / lock-in period,

(h) determining the exercise period within which the optionee / grantee should exercise the options / apply for shares and that options / shares would lapse on failure to exercise the same within the exercise period,

(i) specifying the time period within which the optionee / grantee shall exercise the vested options / offered shares in the event of termination or resignation of the optionee / grantee,

(j) laying down the procedure for making a fair and reasonable adjustment to the number of options / shares and to the exercise price in case of rights issues, bonus issues, sub-division, consolidation and other corporate actions,

(k) providing for the right to an optionee / grantee to exercise all the options / shares vested in him at one time or at various points of time within the exercise period,

(l) laying down the method for satisfaction of any tax obligation arising in connection with the options / shares,

(m) laying down the procedure for cashless exercise of options / shares, if any,

(n) providing for the grant, vesting and exercise of options / shares in case of employees who are on long leave or whose services have been seconded to any other Company or who have joined any other subsidiary or other company at the instance of the employer company; and

(8) perform such other acts, deeds, matters and things as may be stipulated in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") and / or such other regulatory provisions, as amended from time to time, as also as the Board of Directors of the Company may consider think fit.

Remuneration policy and remuneration to Directors

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee of the Board of Directors approved the ‘Board Diversity and Remuneration Policy’, which is available on the website of the Company www.suzlon.com.

Executive Directors –

In terms of approval granted by the shareholders of the Company at the Twenty Second Annual General Meeting held on September 22, 2017, Mr. Tulsi R.Tanti is entitled to a remuneration of ₹ 5,00,00,000/- p.a. plus incentives and perquisites for a period from April 1, 2017 to March 31, 2022. However since the Company has incurred losses during the financial year 2018-19, the remuneration paid to Mr. Tulsi R.Tanti has been restricted to ₹ 2,40,00,000/-, 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.

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 is entitled to a remuneration of ₹ 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 2018-19, the remuneration of Mr. Vinod R.Tanti has been restricted to ₹ 2,40,00,000/-, 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 remuneration paid to Executive Directors during the year under review is as under:

Name of the Executive Director	Salary (₹)	Retirement benefits (₹)	Gratuity (₹)	Bonus / Commission / Stock option	Total (₹)	Service Contract	Notice Period
Mr. Tulsi R.Tanti	2,21,85,600	12,96,000	5,18,400	-	2,40,00,000	Five years up to March 31, 2022	-
Mr. Vinod R.Tanti	2,21,85,600	12,96,000	5,18,400	-	2,40,00,000	Three years up to September 30, 2019	-
Except Mr. Tulsi R.Tanti and Mr. Vinod R.Tanti, all other Directors are Non-executive Directors.							

Non-executive Directors – The Non-executive Directors are not paid any remuneration except sitting fees for attending the meetings of the Board and / or Committees thereof which is within the limits prescribed by the Companies Act, 2013. The details of the sitting fees paid, stock options granted and shares held by the Non-executive Directors during the financial year 2018-19 are as under:

Name of the Non-executive Director	Sitting fees (₹)	Stock options granted	Shareholding in the Company
Mr. Girish R.Tanti	2,20,000	-	10,00,19,000
Mr. V. Raghuraman[1]	6,20,000	-	-
Mr. Marc Deseadeleer[2]	4,40,000	-	-
Mr. Ravi Uppal	3,20,000	-	51,000
Mr. V. Subramanian	3,80,000	-	-
Mrs. Pratima Ram	4,00,000	-	-
Mr. Per Hornung Pedersen	5,20,000	-	-
Mrs. Vijaya Sampath[3]	4,40,000	-	-
Mr. Brij Mohan Sharma[4]	2,00,000	-	-
Mr. Biju George K[5]	1,00,000	-	-

[1] ceased to be the Director w.e.f. March 31, 2019.
[2] as advised by Mr. Marc Deseadeleer, till such time he was working with TRG Management LP, sitting fees amounting to ₹ 1,40,000 were paid to TRG Management LP, and post his retirement, sitting fees amounting to ₹ 3,00,000 were paid to him.
[3] 10,000 equity shares of Suzlon Energy Limited held by Mr. T.P.Sampath (spouse of Mrs. Vijaya Sampath) J/w. Mrs. Vijaya Sampath.
[4] sitting fees paid to IDBI Bank Limited and ceased to be a Director w.e.f. November 29, 2018.
[5] appointed as a Nominee Director of IDBI Bank Limited w.e.f November 29, 2018 and sitting fees paid to IDBI Bank Limited.

Transactions with the Non-executive Directors – The Company does not have material pecuniary relationship or transactions with its Non-executive Directors except the payment of sitting fees for attending the meetings of the Board / Committees, as disclosed in this Report.

Board evaluation – The process for evaluation of performance of the Board has been established. Accordingly, an annual evaluation has been carried out through a questionnaire having qualitative parameters in terms of the provisions of the Companies Act, 2013, Regulation 17 and 25 of the Listing Regulations and the 'Board Diversity and Remuneration Policy' of the Company. The performance was evaluated on the basis of the criteria such as the composition, attendance, participation, quality and value of contributions, knowledge, skills, experience, etc.

iv) Securities Issue Committee –

Composition – As on March 31, 2019, the Securities Issue Committee comprised of three members out of whom two members were Executive Directors and one member was a Non-executive Independent Director with the Chairman as an Executive Director.

Post March 31, 2019 and with effect from April 1, 2019, the Securities Issue Committee has been reconstituted. As on date of this Report, the Securities Issue Committee comprises of three members out of whom two members are Executive Directors and one member is a Non-executive Independent Director with the Chairman as an Executive Director.

Meetings and attendance – During the financial year 2018-19, no meeting of the Securities Issue Committee was required to be held. The composition of the said Committee is noted below:

Name of the member	Chairman / member
Mr. Tulsi R.Tanti	Chairman
Mr. Vinod R.Tanti	Member
Mr. V. Raghuraman[1]	Member
Mr. V.Subramanian[2]	Member

[1] ceased to be a Member since ceased to be a Director w.e.f. March 31, 2019
[2] inducted as a Member w.e.f. April 1, 2019

Terms of reference – The broad terms of reference of the Securities Issue Committee includes the following:

a) to create, offer, issue and allot 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, representing such number of Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs) and / or Fully Convertible Debentures and / or Non Convertible Debentures with warrants or any Other Financial Instruments (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 Securities to any person including foreign / resident investors, whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise, Foreign Institutional Investors, Promoters, 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 shares of the Company or not through public issue(s) by prospectus, rights issue(s), private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices and on such terms and conditions including security, rate of interest, etc. as may be thought fit in its absolute discretion;

b) to take initiatives for liability management including debt reduction initiatives;

c) to allot equity shares of the Company as may be required to be allotted on exercise of the conversion rights to such bondholders of various series of bonds issued by the Company and / or as may be issued by the Company from time to time including but not limiting to US$ 300 million Zero Coupon Foreign Currency Convertible Bonds due 2012, US$ 200 million Zero Coupon Foreign Currency Convertible Bonds due 2012, US$ 35,592,000 7.5% Foreign Currency Convertible Bonds due 2012, US$ 20,796,000 7.5% Foreign Currency Convertible Bonds due 2012, US$ 90 million Zero Coupon Foreign Currency Convertible Bonds due 2014, US$ 175 million 5% Zero Coupon Foreign Currency Convertible Bonds due 2016;

d) to allot equity shares of the Company as may be required to be allotted to lenders, promoters and others by way of preferential allotment or otherwise as part of the CDR package or otherwise;

e) to do all such other acts, deeds, matters and things as already delegated and / or as may be delegated by the Board of Directors from time to time;

f) to do all such other acts, deeds, matters and things as may be incidental and ancillary to one or more of the above and / or to such other acts as already delegated and / or as may be delegated by the Board of Directors from time to time;

g) to sign deeds, documents, forms, letters and such other papers as may be necessary, desirable and expedient.

v) ESOP Committee –

Composition – As on March 31, 2019 and as on date of this Report, the ESOP Committee of the Board comprises of two members both of whom are Executive Directors.

Meetings and attendance – During the financial year 2018-19, no meeting of the ESOP Committee was required to be held. The composition of members is noted below:

Name of the member	Chairman / member
Mr. Tulsi R.Tanti	Chairman
Mr. Vinod R.Tanti	Member

Terms of reference – The broad terms of reference of the ESOP Committee includes allotment of equity shares of the Company as may be required to be allotted to such employees of the Company and its subsidiaries arising on exercise of options granted to such employees of the Company and its subsidiaries in terms of various plans / schemes of the Company including but not limiting to ESOP-2007, Special ESOP-2007, ESOP-Perpetual-I, Special ESOP 2014, ESPS 2014 and such other future employee stock option plans / stock purchase schemes of the Company as may be declared from time to time.

vi) Corporate Social Responsibility (CSR) Committee – The Corporate Social Responsibility (CSR) Committee has been constituted as per the requirements of Section 135 of the Companies Act, 2013.

Composition – As on March 31, 2019, the CSR Committee comprised of three members out of whom the Chairman was an Executive Director and two other members were Non-executive Directors (including one Independent Director). Post March 31, 2019 and with effect from April 1, 2019, the CSR Committee has been reconstituted as under:

- Mr. V.Raghuraman ceased to be a Member since he ceased to be a Director w.e.f. March 31, 2019;
- Mr. Per Hornung Pedersen has been inducted as Member w.e.f. April 1, 2019;

Meetings and attendance – During the financial year 2018-19, the CSR Committee met once on November 13, 2018. The composition of the said Committee and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Tulsi R.Tanti	Chairman	1
Mr. Girish R.Tanti	Member	1
Mr. V. Raghuraman[1]	Member	1
Mr. Per Hornung Pedersen[2]	Member	N.A.

[1] ceased to be a Member since ceased to be a Director w.e.f. March 31, 2019
[2] inducted as a Member w.e.f. April 1, 2019

Terms of reference – The broad terms of reference of CSR Committee includes the following:

a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013, as amended, read with Rules framed thereunder;

b) recommend the amount of expenditure to be incurred on such activities; and

c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Board has also approved CSR Policy which has been placed on the website of the Company www.suzlon.com. The Annual Report on CSR Activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an Annexure which forms part of the Directors' Report.

vii) Risk Management Committee – The Board of Directors has constituted a Risk Management Committee and also approved Risk Management Policy in accordance with the provisions of the Listing Regulations which has been placed on the website of the Company www.suzlon.com.

Composition – As on March 31, 2019 and as on date of this Report, the Risk Management Committee comprises of four members out of whom two are Executive Directors, and the other members are the Group Chief Executive Officer and the Group Chief Financial Officer.

Meetings and attendance – During the financial year 2018-19, the Risk Management Committee met once on April 24, 2018. The composition of the said Committee and attendance of the members is noted below:

Name of the member	Chairman / member	No. of meetings attended
Mr. Tulsi R.Tanti	Chairman	1
Mr. Vinod R.Tanti	Member	1
Mr. Kirti J.Vagadia	Member	1
Mr. J.P.Chalasani[1]	Member	N.A.

[1] inducted as a Member w.e.f. November 14, 2018

4. General body meetings –

i) Details of last three annual general meetings ("AGM'") – The details of the last three AGMs of the Company are noted below:

Year & AGM no.	Venue	Day, date and time	Special resolutions passed
2015-16 Twenty First AGM	Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills Gujarat Chamber Bldg., Ashram Road, Ahmedabad 380009	Friday, September 30, 2016 at 11.00 a.m.	i) To adopt a new set of regulations of the Articles of Association ii) To appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company and pay remuneration
2016-17 Twenty Second AGM	J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015	Friday, September 22, 2017 at 11.00 a.m.	i) To reappoint Mr. Tulsi R.Tanti as the Managing Director of the Company and pay remuneration ii) To issue Securities to the extent of Rs.2,000 Crores iii) To offer, issue and allot redeemable non-convertible debentures / non-equity linked instruments in one or more tranches to an extent of Rs.900 Crores on private placement basis
2017-18 Twenty Third AGM	Gujarat Chamber of Commerce & Industry, Sheth Shri Amrutlal Hargovandas Memorial Hall, Shri Ambica Mills Gujarat Chamber Bldg., Ashram Road, Ahmedabad 380009	Friday, July 27, 2018 at 11.00 a.m.	None

ii) Details of resolutions passed by way of postal ballot – Nil. None of the resolutions proposed for the ensuing annual general meeting need to be passed through the postal ballot.

5. Disclosures –

i) Subsidiary companies – The requirements with respect to subsidiaries in terms of Regulation 24 of the Listing Regulations have been complied with. The Audit Committee of the Board of Directors of the Company has approved the 'Policy on Material Subsidiary'. The said Policy has been placed on the website of the Company www.suzlon.com.

ii) **Disclosure on materially significant related party transactions –** The Audit Committee of the Board of Directors of the Company has approved 'Policy on materiality of related party transactions and dealing with related party transactions'. The said Policy has been placed on the website of the Company www.suzlon.com.

The Company has entered into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in the ordinary course of business and on arm's length basis; in accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder, Regulation 23 of the Listing Regulations and the 'Policy on materiality of related party transactions and dealing with related party transactions'.

iii) **Risk management –** The risk assessment and minimisation procedures are in place and the Audit Committee of the Board and the Board are regularly informed about the business risks and the steps taken to mitigate the same. The Board has constituted a Risk Management Committee and also approved Risk Management Policy in accordance with the provisions of Regulation 21 of the Listing Regulations which is available on the Company's website www.suzlon.com. The Company's risk management and mitigation strategy has been discussed in the Management Discussion and Analysis Report forming part of this Annual Report.

iv) **Proceeds from public issues, rights issues, preferential issues, etc. –** The Company has allotted one hundred crores equity shares to the Investor Group, being Dilip Shanghvi Family and Associates, under Chapter VII – "Preferential Issue" of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the proceeds thereof have been / shall be utilised in terms of the objects of the issue.

v) **Management Discussion and Analysis Report –** The Management Discussion and Analysis Report on the operations and financial position of the Company has been provided in a separate section which forms part of this Annual Report.

vi) **Profile of Directors seeking appointment / re-appointment –** Profile of the Directors seeking appointment / re-appointment as required to be given in terms of Regulation 36 of the Listing Regulations forms part of the Notice convening the ensuing Annual General Meeting of the Company.

vii) **Certification from Group Chief Executive Officer and Group Chief Financial Officer –** The requisite certification from the Group Chief Executive Officer and Group Chief Financial Officer for the financial year 2018-19 required to be given under Regulation 17(8) read with Part B of Schedule II of the Listing Regulations was placed before the meeting of the Board of Directors of the Company.

viii) **Details of non-compliance with regard to capital market –** There were no penalties imposed or strictures passed on the Company by the stock exchanges, SEBI or any other statutory authority on any matter related to the capital markets, during last three years. However, during the financial year 2018-19, SEBI, by an Adjudication Order dated April 20, 2018 has imposed a monetary penalty of a total sum of ₹ 1.10 Crore on the Company and its Compliance Officer for alleged non-reporting of certain events in the past. The Company does not believe that any penalty was warranted and have filed an appeal before the Securities Appellate Tribunal, Mumbai.

ix) **Payment of fees to stock exchanges / depositories –** The Company has paid listing fees to the stock exchanges and the annual custodial fees to the Central Depository Services (India) Limited (CDSL) for the financial year 2019-20 in terms of the Listing Regulations. The annual custodial fees of National Securities Depository Limited (NSDL) for the financial year 2019-20 shall be paid within the time limit prescribed by NSDL. The listing fees to the stock exchanges and annual custodial fees to the Depositories for the financial year 2018-19 were also paid within the prescribed time.

x) **Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulations with the stock exchanges –** As on March 31, 2019, the Company has complied with all the mandatory requirements as mandated under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. A certificate from the statutory auditors of the Company to this effect has been included in this Annual Report.

The Company has also complied with the disclosure requirements specified in sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations.

The status of compliance in respect of non-mandatory requirements of Corporate Governance in terms of Regulation 27 and para (12) of Part C of Schedule V read with Part E of Schedule II is as under:

a) Modified opinion(s) in audit report - The Auditors' opinion on quarterly financial results and year to date results of the Company (standalone and consolidated) is unmodified;

b) Separate posts of chairperson and chief executive officer – Mr. Tulsi R.Tanti is the Chairman and Managing Director of the Company and Mr. J.P.Chalasani is the Group Chief Executive Officer of the Company.

xi) **Whistle Blower Policy –** In terms of Regulation 22 of the Listing Regulations and the Companies Act, 2013, the Company has Whistle Blower Policy and Vigil Mechanism in place, which is available on its website www.suzlon.com. The employees, vendors and customers are free to express their concerns through e-mail, telephone, fax or any other method to the persons as mentioned in the Whistle Blower Policy. No personnel have been denied access to the Audit Committee.

With a view to support its corporate governance philosophy, the Company has established Risk and Misconduct Management Unit which assesses, evaluates, strengthens and institutionalises integrity as a value, supports ethical business practices and formalises good corporate governance processes.

xii) Means of communication –

a) **Quarterly / annual results –** The quarterly / annual results and notices as required under Regulation 33 of the Listing Regulations are ordinarily published in the 'The Financial Express' (English & Gujarati editions).

b) **Posting of information on the website of the Company –** The annual / quarterly results of the Company, shareholding pattern, the official news releases, notifications to the stock exchanges and the presentations made by the Company to analysts and institutional investors are regularly posted on its website www.suzlon.com. The Company is in compliance of Regulation 46 of the Listing Regulations.

xiii) Disclosure of commodity price risks, commodity hedging activities or foreign exchange risk – The details have been disclosed in the Management Discussion and Analysis Report forming part of this Annual Report.

xiv) Details of unclaimed shares in terms of Schedule V(F) of the Listing Regulations – In terms of Part F of Schedule V of the Listing Regulations, the details of equity shares allotted pursuant to the Initial Public Offering (IPO), which are unclaimed and are lying in demat suspense account, are given below:

Particulars	No. of Cases	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. as on April 1, 2018	112	9,800
Number of shareholders who approached to Issuer / Registrar for transfer of shares from suspense account during the year 2018-19	-	-
Number of shareholders to whom shares were transferred from suspense account during the year 2018-19	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on March 31, 2019	112	9,800

The voting rights on these shares transferred to suspense account shall remain frozen till the rightful owners of such shares claim the shares.

xv) Where the Board has not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof – During the financial year 2018-19, there has been no instance where the Board of Directors had not accepted any recommendation of any of its committees.

xvi) Certificate from a practising company secretary – Mr. Shailesh Indapurkar, a company secretary in practice (M. No. 17306; CP No.5701), has issued a certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

xvii) Total fees for all the services paid by the listed entity and its subsidiaries, on consolidated basis to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part, is given below –

Total fees for all the services paid by the Company and its subsidiaries, on consolidated basis to the statutory auditor is ₹ 0.89 Crore.

xviii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013 – The details have been disclosed in the Directors' Report forming part of this Annual Report.

6. General shareholder information

i) **Annual General Meeting** : Twenty Fourth Annual General Meeting
Day and date : Friday, September 20, 2019
Time : 11.00 a.m.
Venue : J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015

ii) **Financial calendar for 2019-20** **(tentative schedule)**
Financial year : April 1 to March 31
Board meetings for approval of quarterly results:
1st Quarter ended on June 30, 2019 : within forty five days from the close of quarter or such extended date as may be permitted by the Regulator
2nd Quarter ended on September 30, 2019 : within forty five days from the close of quarter or such extended date as may be permitted by the Regulator
3rd Quarter ended on December 31, 2019 : within forty five days from the close of quarter or such extended date as may be permitted by the Regulator
4th Quarter ended on March 31, 2020 and :
Annual results for financial year ended March 31, 2020 (audited) : Within sixty days from the close of financial year
Annual General Meeting for the year 2019-20 : In accordance with Section 96 of Companies Act, 2013

iii) Book closure date : Saturday, September 14, 2019 to Friday, September 20, 2019 (both days inclusive)

iv) Dividend payment date : N.A.

v) Listing on stock exchanges and stock codes:

Securities	Name of stock exchanges on which listed	Stock codes
Equity shares	National Stock Exchange of India Limited (NSE), "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai-400051	SUZLON
	BSE Limited (BSE), P.J. Towers, Dalal Street, Mumbai-400001	532667
GDRs	Luxembourg Stock Exchange, 11, av de la Porte-Neuve. L-2227 Luxembourg	US86960A1043
FCCBs	Singapore Exchange Securities Trading Limited, 2, Shenton Way, Suite 19-00, SGX Centre 1, Singapore, 068804	As per details given below

vi) International Securities Identification Number (ISIN):

Security	ISIN
Equity shares	INE040H01021
GDRs	US86960A1043
FCCBs: USD 546,916,000 Step-up Convertible Bonds due 2019 (Restructured Bonds) - For Restricted Global Certificates - For Unrestricted Global Certificates	 XS1081332873 XS1081332527

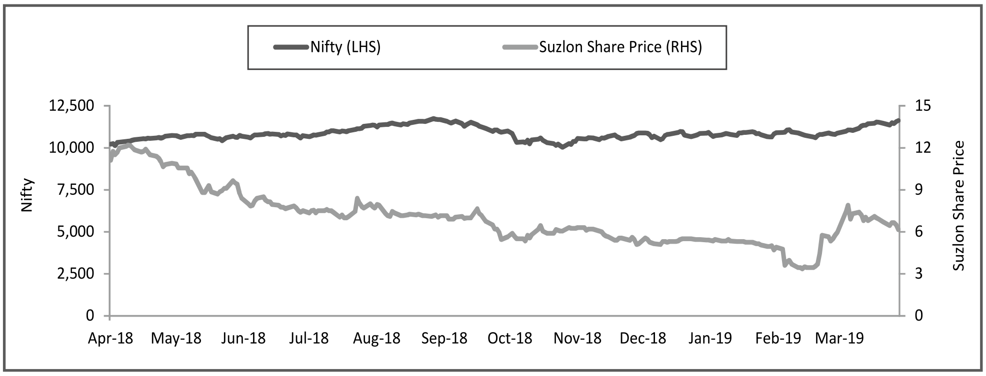
vii) Corporate Identification Number : L40100GJ1995PLC025447

viii) Market price data: Monthly high, low quotations and trading volumes of the Company's equity shares during the financial year 2018-19 at NSE and BSE are noted below:

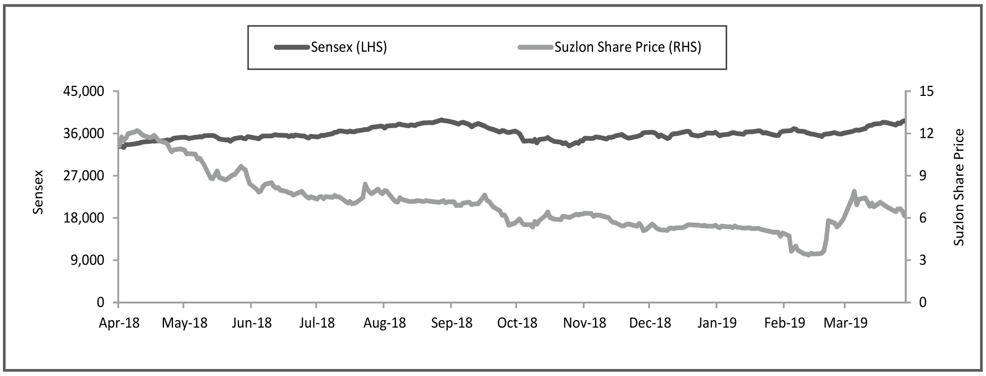
Stock exchange	NSE			BSE		
Month	High	Low	No. of shares traded	High	Low	No. of shares traded
April-18	12.40	10.60	47,10,34,492	12.39	10.65	5,19,19,988
May-18	10.95	8.50	58,37,75,856	10.97	8.51	9,46,66,243
June-18	8.95	7.25	53,21,36,171	8.90	7.25	6,78,69,821
July-18	8.65	6.85	73,28,38,679	8.69	6.85	6,96,93,045
August-18	8.15	6.95	48,90,56,066	8.12	7.00	5,67,44,707
September-18	8.05	5.30	75,23,45,771	8.05	5.38	9,04,32,848
October-18	6.65	5.05	67,70,89,715	6.62	5.05	7,86,15,701
November-18	6.50	4.95	55,91,11,804	6.50	4.99	6,20,76,425
December-18	5.70	5.00	42,51,35,418	5.72	5.00	5,65,20,717
January-19	5.55	4.55	38,06,99,069	5.53	4.53	5,09,52,474
February-19	6.10	2.75	131,18,74,005	6.16	2.70	15,23,89,323
March-19	8.40	5.75	216,67,45,476	8.40	5.75	20,73,21,376

ix) Performance of share price of the Company in comparison with broad-based indices:

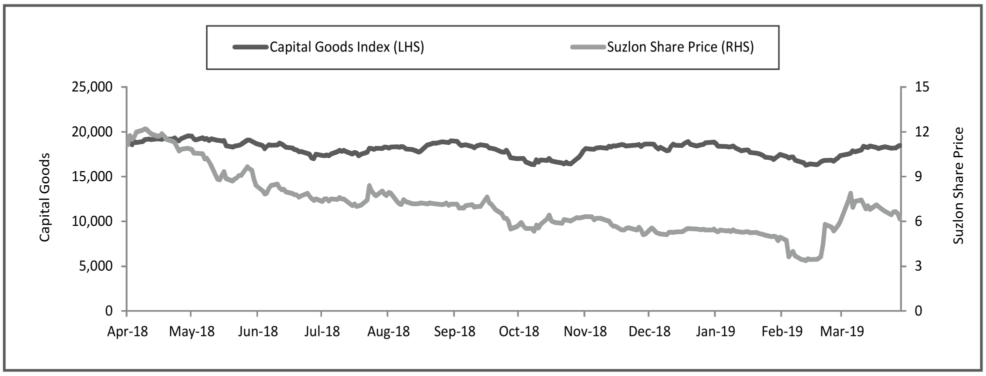
a) Comparison of the Company's share price with NSE Nifty



b) Comparison of the Company's share price with BSE Sensex



c) Comparison of the Company's share price with BSE capital goods index



x) **Registrar and Share Transfer Agent:** Karvy Fintech Private Limited, Unit: Suzlon Energy Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Tel: (+91 40) 67162222; Fax: (+91 40) 23001153; Toll Free No. 1800-3454-001; Website: www.karvyfintech.com. Email: einward.ris@karvy.com. Contact person: Mr. Anandan K., Manager and Mr. Ganesh Chandra Patro, Senior Manager.

During the financial year 2018-19, pursuant to the order of the Hyderabad bench of the Honourable National Company Law Tribunal, Karvy Computershare Private Limited has merged into Karvy Fintech Private Limited and now the name of the Registrar and Share Transfer Agent of the Company is Karvy Fintech Private Limited.

xi) **Share transfer system:** The shares of the Company are compulsorily traded in dematerialised form. Shares received in physical form are transferred within a period of fifteen days from the date of lodgement subject to documents being valid and complete in all respects. In order to expedite the process of share transfer in line with corporate governance requirements, the Company has delegated the power of share transfer to Registrar and Share Transfer Agent - Karvy Fintech Private Limited.

All communications regarding change of address, transfer of shares and change of mandate (if the shares are held in physical form) can be addressed to Karvy Fintech Private Limited, Hyderabad, the Company's Registrar and Share Transfer Agent.

xii) **Distribution of shareholding as on March 31, 2019:**

a) Distribution of shareholding as per nominal value of shares held as on March 31, 2019

Nominal value of shares held	No. of shareholders	% to total shareholders	Total No. of shares held	Nominal amount of shares held (₹)	% to total shares
Up to 5000	923,467	88.36	41,26,89,514	82,53,79,028	7.76
5001-10000	58,692	5.61	22,13,22,642	44,26,45,284	4.16
10001-20000	32,248	3.09	24,37,50,597	48,75,01,194	4.58
20001-30000	10,356	0.99	13,02,06,141	26,04,12,282	2.45
30001-40000	5,627	0.54	10,22,81,532	20,45,63,064	1.92
40001-50000	3,183	0.30	7,34,88,979	14,69,77,958	1.38
50001-100000	6,441	0.62	23,20,22,888	46,40,45,776	4.36
100001 & above	5,124	0.49	390,40,11,828	780,80,23,656	73.39
Total	**10,45,138**	**100.00**	**531,97,74,121**	**1063,95,48,242**	**100.00**

b) **Shareholding pattern as on March 31, 2019**

Category of shareholders	No. of shares of ₹ 2 each	% of total shares
Promoters	105,27,84,456	19.79
Foreign Portfolio Investors	33,18,97,859	6.24
Non-resident Indians / overseas corporate bodies / foreign nationals	13,52,92,990	2.54
Mutual funds / financial institutions / NBFCs / insurance companies / banks	38,32,69,241	7.20
Private corporate bodies / trusts / clearing members	117,43,59,831	22.08
Resident Indians / HUFs	223,38,88,904	41.99
GDRs	82,80,840	0.16
Total	**531,97,74,121**	**100.00**

xiii) **Dematerialisation of shares:** The equity shares of the Company are compulsorily traded in dematerialised form and are available for trading under National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) of the Company under Depository System is INE040H01021. Number of shares held in dematerialised and physical mode as on March 31, 2019 are noted below:

Particulars	No. of shares of ₹ 2 each	% of total shares
Shares held in dematerialised form with NSDL	434,25,28,225	81.63
Shares held in dematerialised form with CDSL	97,71,28,389	18.37
Shares held in physical form	1,17,507	0.00
Total	**531,97,74,121**	**100.00**

xiv) **Outstanding GDRs or any other convertible instruments, conversion date and likely impact on equity:**

a) **Global Depository Receipts (GDRs):** The outstanding GDRs as on March 31, 2019 are 20,70,210 representing 82,80,840 equity shares of ₹ 2 each. Each GDR represents four underlying equity shares in the Company.

b) **Foreign Currency Convertible Bonds (FCCBs):** The details of outstanding FCCBs as on March 31, 2019 have been provided in the Directors' Report forming part of this Annual Report. The shares to be allotted on conversion of the FCCBs will aggregate to ~11.19 % of the post conversion equity base of the Company.

xv) **Factory Locations:**

Plot No.H-24 & H-25, M.G. Udyognagar Indl. Estate, Dabhel, Daman-396210	Plot No.77, 13, Opp.GDDIC, Vanakbara Road, Village Malala, Diu-362520
Plot No.306/1 & 3, Bhimpore, Nani Daman, Daman-396210	Survey No.86/3-4, 87/1-3-4, 88/1-2-3, 89/1-2, Kadaiya Road, Daman-396210
Survey No.42/2 & 3, 54, 1 to 8, Bhenslore Road, Dunetha, Daman-396210	Plot No.A/4, OIDC, M.G.Udhyog Nagar, Dabhel, Nani Daman, Daman-396210
RS.No.9/1A,9/1B,9/3,9/1C,9/2,10/1,10/3,58/1,9/4A,9/4B,57/1,57/3,58/2,58/3,58/5,58/6, 57/4, 59, Thiruvandralkoil, Opp. Whirlpool India Ltd., Pondicherry – 605102	Block No. 93, Opp. Gayatri Petroleum, National Highway No.8, Village Vadsala-Varnama, Vadodara-391242
Survey No.588, Paddar, Bhuj-370105	Survey No.282, Chhadvel (Korde), Sakri, Dhule-424305
Plot No #02 , Aspen Infrastructure Limited (SEZ), Annur Road, Kittampalayam (PO), Coimbatore -641659	Khasra No. 165/317/566#, Village – Bhoo, Patwar Circle–Bhoo, Tehsil and District – Jaisalmer, Jaisalmer – 345001
Sr. No: 125, 150, 153, and 154, Village: Ipperu, Kuderu Mandal, Dist: Anantapur, Andhra Pradesh – 515711	Survey No. 289/2,290/1/2,296,297, Patwari Halka No. 25, Village – Borali,Tehsil – Badnawar, Dist- Dhar, Madhya Pradesh 454660
Rotor Blade unit, Plot # 3, Aspen Infrastructure Limited (SEZ), Village: Nadsalu, Padubidri Post, Tal. & Dist.: Udupi - 574 111, Karnataka, India	**Technical Service Centre -** Plot No. H-24 & H-25, M.G. Udyognagar Indl. Estate, Dabhel, Daman – 396210

xvi) List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year 2018-19, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the Company involving mobilisation of funds, whether in India or abroad:

Date	Facilities	₹ in Crore	Rating
November 23, 2018	Long Term / Short Term Bank Facilities	6,406	CARE BBB-; Negative / CARE A3
	Long Term Bank Facilities	10,070	CARE BBB-; Negative
	Commercial Paper	1,000	CARE A3
	Total facilities	**17,476**	
February 14, 2019	Long Term / Short Term Bank Facilities	4,442.2	CARE BB; Negative / CARE A4
	Long Term Bank Facilities	9,823.7	CARE BB; Negative
	Commercial Paper	1,000	CARE A4
	Total facilities	**15,265.9**	

xviii) Address for correspondence: Registered Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009, Gujarat, India; Tel.: +91.79.6604 5000; Fax: +91.79.2656 5540; Email: investors@suzlon.com; Website: www.suzlon.com.

For and on behalf of the Board of Directors

Place: Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF ETHICS

21st May 2019.

The Board of Directors of
Suzlon Energy Limited,
[CIN: L40100GJ1995PLC025447]
'Suzlon', 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura,
Ahmedabad-380009.

Dear Sirs,

Sub.: **Declaration regarding compliance with the Code of Ethics of the Company.**

Ref.: **Regulation 34(3) read with Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

I, J.P.Chalasani, Chief Executive Officer of Suzlon Energy Limited, hereby declare that, as of 31st March 2019, the Board Members and Senior Management Personnel have affirmed compliance with the Code of Ethics laid down by the Company.

Thanking you,

Yours faithfully,
For Suzlon Energy Limited

-sd-

J.P.Chalasani,
Group Chief Executive Officer.

HMJ/19038019AAAAAJ9533

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO
THE MEMBERS OF SUZLON ENERGY LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated September 22, 2018.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Suzlon Energy Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2019.

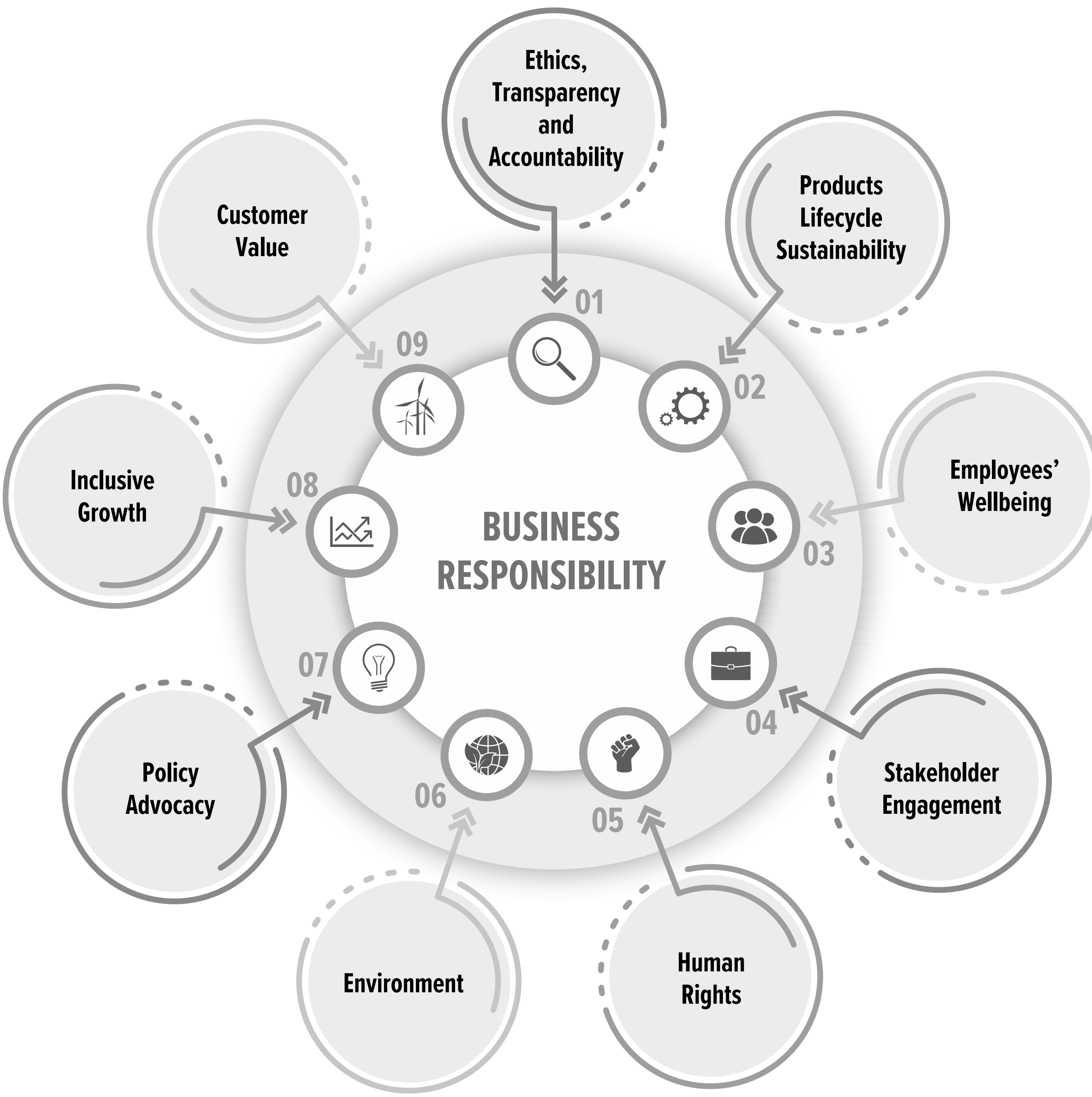
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Pune, May 30, 2019

BUSINESS RESPONSIBILITY REPORT



BUSINESS RESPONSIBILITY REPORT
for the financial year ended March 31, 2019

[Pursuant to Regulation 34(2)(f) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Company	L40100GJ1995PLC025447
2.	Name of the Company	Suzlon Energy Limited (the "Company" or "Suzlon")
3.	Registered address	"Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009
4.	Website	www.suzlon.com
5.	E-mail id	investors@suzlon.com
6.	Financial year reported	April 1, 2018 to March 31, 2019
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacture and sale of wind turbine generators and related components (NIC Code – 27101)
8.	List of three key product / services that the Company manufactures / renders (as mentioned in balance sheet)	1. Sale of wind turbine generators components 2. Operation and maintenance of wind turbine generators 3. Project execution and site infrastructure development
9.	Total number of locations where business activity is undertaken by the Company	The Company along with its subsidiaries has 14 (fourteen) manufacturing locations, 9 (nine) R&D centres and various sites with over 18 GW of installed capacity in 18 (eighteen) countries across 6 (six) continents
a)	Number of international locations (provide details of major 5)	Business spread out in 16 (sixteen) countries other than India. Major markets are USA, Australia, Spain, South Africa and Turkey
b)	Number of national locations	14 (fourteen) manufacturing locations, 4 (four) R & D Centres, various site locations spread across in 9 (nine) States in India and offices spread across 11 (eleven) States in India
10.	Markets served by the Company – local / state / national / international	The Company along with its subsidiaries operates in 17 (seventeen) countries across 6 (six) continents

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Sr. No.	Particulars	Details as on March 31, 2019
1.	Paid-up capital (INR)	₹ 1063,95,48,242/- (Rupees one thousand sixty three crore ninety five lacs forty eight thousand two hundred forty two only) divided into 531,97,74,121 (five hundred thirty one crore ninety seven lacs seventy four thousand one hundred twenty one) equity shares of ₹2/- (Rupees two only) each
2.	Total turnover (INR)	₹ 2,471.08 crore
3.	Total profit (loss) after taxes (INR)	Loss of ₹ 7,413.33 crore
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Refer annexure to Directors' Report – Annual Report on CSR activities forming part of this Annual Report
5.	List of activities in which expenditure in point 4 has been incurred	Refer annexure to Directors' Report – Annual Report on CSR activities forming part of this Annual Report

SECTION C: OTHER DETAILS

Sr. No.	Particulars	Details
1.	Does the Company have any subsidiary company(ies)	Yes, refer Annexure to Directors' Report - Form No. MGT-9 – Extract of Annual Return forming part of this Annual Report
2.	Do the subsidiary company(ies) participate in the BR initiatives of the parent company? If yes, then indicate the number of such subsidiary company(ies)	Yes
3.	Do any other entity(ies) (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity(ies) [less than 30%, 30-60%, more than 60%]	Yes, few of the customers participate in BR initiatives of the Company which is less than 30%

SECTION D: BR INFORMATION

1. **Details of Directors / persons responsible for BR:**

a) **Details of Directors responsible for implementation of the BR policy / policies:** Mr. Vinod R.Tanti, the Wholetime Director & Chief Operating Officer oversees the implementation of BR Initiatives in consultation with various functional heads including the CSR head.

b) **Details of the BR Head:**

Sr. No.	Particulars	Details
1.	DIN (if applicable)	00002266
2.	Name	Mr. Vinod R.Tanti
3.	Designation	Wholetime Director & Chief Operating Officer
4.	Telephone number	020-67022000
5.	E-mail id	investors@suzlon.com

2. **Principle-wise (as per NVGs) BR Policy / policies :**

Principle 1:
Business should conduct and govern themselves with ethics, transparency and accountability

Abbreviation - P1

Principle 2:
Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Abbreviation - P2

Principle 3:
Business should promote the well-being of all employees

Abbreviation - P3

Principle 4:
Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Abbreviation - P4

Principle 5:
Business should respect and promote human rights

Abbreviation - P5

Principle 6:
Business should respect, protect and make efforts to restore the environment

Abbreviation - P6

Principle 7:
Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Abbreviation - P7

Principle 8:
Business should support inclusive growth and equitable development

Abbreviation - P8

Principle 9:
Business should engage with and provide value to their customers and consumers in a responsible manner

Abbreviation - P9

a) Details of compliance (Reply Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy for	Yes								
2.	Has the policy being formulated in consultation with the relevant stakeholder	The corporate governance policies have been formulated in consultation with the management of the Company								
3.	Does the policy conform to any national / international standards? If yes, specify (50 words)	Yes								
		These policies are generally compliant with respective principles of NVG guidelines, ILO, OHAS, SDGs, ISOs etc. wherever applicable								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	The Board has approved the implementation of people policies, namely, code of ethics and ombudsman policy								
5.	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy	Yes								
6.	Indicate the link for the policy to be viewed online?	www.suzlon.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes								
8.	Does the Company have in-house structure to implement the policy / policies?	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievance related to the policy / policies?	Yes								
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Yes								

b) If answer to the question at serial number 2(a)(1) against any principle is 'No', please explain why: (Tick up to 2 options):

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	Not Applicable								
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 (six) months									
5.	It is planned to be done within next 1 year									
6.	Any other reason (please specify)									

3. **Governance related to BR :**

   a) **Indicate the frequency with which the Board of Directors, committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:** The BR performance of the Company is being assessed at least once in a year by the senior management and assessing a BR performance is a continuously evolving process.

   b) **Does the Company publish a BR or a sustainability report? What is the hyperlink for viewing this report? How frequently it is published?:** No, the Company does not publish a sustainability report. The Company is furnishing the Business Responsibility Report annually since financial year 2016-17.

SECTION E: PRINCIPLE-WISE PERFORMANCE

<u>Principle 1: Business should conduct and govern themselves with ethics, transparency and accountability</u>

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the group / joint ventures / suppliers / contractors / NGOs / others?:** The policy relating to ethics, bribery and corruption covers the Company and its subsidiaries.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so:** 35 (thirty five) complaints pertaining to ethics, transparency and accountability were received during the financial year under review; 52% (fifty two percent) were resolved during the financial year and remaining are under review.

<u>Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle</u>

1. **List up to 3 (three) of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities:** Treatment of scrap of blades which is made of reinforced fibres is disposed off responsibly after completion of its useful life.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): (a) reduction during sourcing / production / distribution achieved since the previous year throughout the value chain? (b) reduction during usage by consumers (energy, water) has been achieved since the previous year? :** The emissions from blade waste disposal were avoided by sending it for co-processing in India. Further, the emissions were also avoided at the co-processor's facility by replacing coal with the blade waste for fuel in their cement kilns. For details please refer to Management Discussion and Analysis Report.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so:** Within supply chain, all vendors and suppliers are screened and only those vendors and suppliers that are compliant with social and environmental standards such as ISO 14001, ISO 19001, OHSAS 18001, as may be applicable, are considered.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors? :**

   The Company along with its subsidiaries operates in very remote locations. Hence, the infrastructure facilities for its workforce are created at these locations. The Company generally promotes local vendors in the vicinity, to supply necessary goods, services and labour force required to complete projects and to operate the assets created for customers. It also creates job opportunities for the localities in which it operates.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so:** Disposal is viewed as the last option in the management of waste. If it is not practical to avoid / re-use or recycle, the waste is removed from site by a suitably qualified and experienced approved waste contractor / vendor and disposed of to a facility that accepts that specific category of waste. To further ensure compliance with the waste management system, the following measures are carried out:

   - inspect waste receptacles to check that materials are segregated and recycled as appropriate;
   - alternate use of waste materials are explored prior to disposal on continuous basis to ensure disposal at minimum level;
   - inspection of site waste management practices into regular site health, safety and environmental audits.

<u>Principle 3: Business should promote the wellbeing of all employees</u>

1. **Please indicate the total number of employees as at the end of the year:** The Company has 2,623 (two thousand six hundred twenty three) permanent employees as at the end of the financial year under review.

2. **Please indicate the total number of employees hired on temporary / contractual / casual basis as at the end of the year:** The Company has 2,948 (two thousand nine hundred forty eight) employees hired on temporary / contractual / casual basis as at the end of the financial year under review.

3. **Please indicate the number of permanent women employees as at the end of the year:** The Company has 126 (one hundred twenty six) permanent women employees as at the end of the financial year under review.

4. **Please indicate the number of permanent employees with disabilities as at the end of the year:** 2 (two) (based on self-declaration)

5. **Do you have an employee association that is recognised by management? :** Yes

6. **What percentage of your permanent employees are members of this recognized employee association as at the end of the year? :** 6.18% (six point eighteen percent)

7. **Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:**

Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
Child labour / forced labour / involuntary labour	Nil	Nil
Sexual harassment	Nil	Nil
Discriminatory employment	Nil	Nil

8. **What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year - (a) permanent employees; (b) permanent women employees; (c) casual / temporary / contractual employees; (d) employees with disabilities:** Training has been given to all employees, as the case may be, who are engaged in safety relevant roles or tasks. The Company imparts induction training for all new joinees at regular intervals. Similarly, all eligible contract workforce who are engaged in safety relevant roles or tasks are also covered under the Company's training program. Personnel with disability are not hired for safety critical jobs.

Principle 4: Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. **Has the Company mapped its internal and external stakeholders? :** Yes

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders? :** Yes

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so:** Special CSR programs were taken up to address significant but unarticulated need of the most neglected persons of the community like the old, under-fives, sparrows, local civic environment, specially abled and vulnerable adolescent girls who will never find their needs articulated through the Village Developemnt Committee (VDC) due to the village power dynamics and lack of social awareness. Thus, Suzlon's CSR has programmed the "Zero" initiatives which are undertaken across the states. These include the following initiatives towards achieving:

   - **Zero Darkness -** Lighting up un-electrified households and hamlets;
   - **Zero Garbage -** Managing plastic and wet waste responsibly and sustainably;
   - **Zero Cataract -** Restoring eye sight to the operable cataract blind neglected senior citizen;
   - **Zero Dependency -** Upholding the dignity of the specially-abled through gainful means;
   - **Zero Sparrow deaths -** Creating bird nests, feeders and water troughs;
   - **Zero Malnutrition -** Reducing the deaths of under-fives due to malnutrition;
   - **Zero Tolerance -** Piloting increased awareness about sexual abuse in the rural areas.

Principle 5: Business should respect and promote human rights

1. **Does the policy of the Company on human rights cover only the Company? Does it extend to the group / joint ventures / suppliers / contractors / NGOs / others? :** The policy relating to human rights covers the Company and its subsidiaries.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? :** The Company has not received any complaints pertaining to human rights during the financial year under review.

Principle 6: Business should respect, protect and make efforts to restore the environment

1. **Does the policy related to Principle 6 cover only the Company? Does it extend to the group / joint ventures / suppliers / contractors / NGOs / others:** The policy relating to Principle 6 covers the Company and its subsidiaries.

2. **Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? If yes, please give hyperlink for webpage etc.:** Yes, please refer to the Company's website (www.suzlon.com) for initiatives taken by the Company to address global environmental issues such as climate change, global warming etc.

3. **Does the Company identify and assess potential environmental risks? :** Yes

4. **Does the Company have any project related to clean development mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed? :** No, however, the Company assists and provides necessary services to its customers in their projects related to clean development mechanism.

5. **Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc.? If yes, please give hyperlink for web page etc. :** The Company is in the business of selling and installing wind turbine generators and related equipment which is an excellent alternate source of energy. As such, the Company promotes wind energy development, usage and distribution at all levels by actively engaging with all stakeholders like customers, banks, financial institutions, Government authorities and agencies related to renewable energy etc.

The Company's corporate headquarters in Pune, India named 'ONE EARTH' is an environment-friendly campus, with minimal carbon footprint on the surrounding environment. The campus has been awarded the coveted LEED (Leadership in Energy and Environmental Design) Platinum rating and GRIHA (Green Rating for Integrated Habitat Assessment) green building certifications for its approach towards sustainability and green practices towards infrastructure. The Company continues its efforts to reduce and optimise the use of energy consumption at its corporate headquarter and at its manufacturing facilities by installing hi-tech energy monitoring and conservation systems to monitor usage, minimise wastage and increase overall efficiency at every stage of power consumption. The Company is also emphasising to utilise maximum natural sources of energy instead of using electricity.

6. **Are the emissions / waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported? :** Yes, all the operations are undertaken with formal approval of CPCB / SPCB agencies as relevant.

7. **Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year:** Nil

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. **Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with:**

Sr. No.	Particulars
(a)	The Indian Wind Turbines Manufacturers Association (IWTMA)
(b)	Confederation of Indian Industry (CII)
(c)	Federation of Indian Chambers of Commerce & Industry (FICCI)
(d)	American Wind Energy Association (AWEA)
(e)	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)
(f)	European Wind Energy Association (EWEA)
(g)	World Economic Forum (WEF)
(h)	Indian Wind Energy Association (INWEA)
(i)	Indian Wind Power Association (IWPA)
(j)	US-India Business Council (USIBC)

2. **Have you advocated / lobbied through above associations for the advancement or improvement of public good? If yes specify the broad areas (drop box: governance and administration, economic reforms, inclusive development policies, energy security, water, food security, sustainable business principles, others) :** The Company, being a member of various industry associations, has been raising concerns at appropriate forums for the improvement of public good.

Principle 8: Business should support inclusive growth and equitable development

1. **Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof:** Yes, Suzlon has specific programs, initiatives and projects in pursuit of the CSR policy:

- Transformative CSR: All programs designed towards promoting responsible citizenship;
- Proactive CSR: All programs that have outcomes beyond the business boundaries and contribute to the sustainability of the planet are proactive CSR programs;
- Responsive CSR: Suzlon believes that it has responsibility to enhance financial, natural, social, human and physical resources around its operating area. In order to respond to the inclusive growth and equitable development Suzlon reaches out to the residents in over 800 immediate neighborhood villages where its turbines and factories are located with specific programs and initiatives that have short, mid and long term impacts.

The long term expected impact of the CSR program in the remote rural areas is to form, strengthen and institutionalise the Village Development Committees (VDC). These empowered community-based institutions will over a period of time steer the development process of the village when Suzlon's CSR exits from the village to focus on other unmet strategic development needs of the area. The VDC is formed to bring collectivism in the village. The VDC then undertakes a journey through a 7 (seven) stage social engineering and behaviour change process through a systematic handholding with knowledge, awareness, skills and network connects as under:

- Stage 0 no VDC formed;
- Stage 1 VDC formed;
- Stage 2 VDC involved in planning, implementation and cash contributions;
- Stage 3 VDC also monitors;
- Stage 4 VDC starts an income generating program;
- Stage 5 VDC operates independently with fund support;
- Stage 6 VDC is financially and operationally independent;
- Stage 7 VDC inspires and empowers development in a nearby non-Suzlon village.

The mid-term expected impact of the CSR program is to address other significant but unarticulated need of the most neglected persons of the community as mentioned under Principle 4.

The immediate expected impact is the integrated development of the community, by conducting activities that address the immediate basic needs of the entire village. The basket of interventions is very diverse, unique and customised for each and every village depending on the needs of its people. The implementation is through complete community participation harnessing available traditional local know-how and modern practices. Each of the activities conducted under the CSR program are categorised into one of the six thematic areas of environment, livelihood, health, education, empowerment and civic amenities.

2. **Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organisation? :** Suzlon Foundation established in 2007 under Section 25 of the Companies Act, 1956 (Section 8 of the Companies Act, 2013) is the implementing arm of Suzlon's CSR. Suzlon Foundation implements the program directly or by engaging credible local NGO partners.

3. **Have you done any impact assessment of your initiative? :** Yes, the internal impact assessment of the initiatives taken by the Company is being done annually. A third party external impact assessment is being done once in every two years. Last external impact assessment was carried out in the financial year 2017-18.

4. **What is your Company's direct contribution to community development projects; amount in INR and the details of the projects undertaken? :** For details, refer annexure to Directors' Report – Annual Report on CSR activities forming part of this Annual Report.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so:** Suzlon believes in sustainability of initiatives and uses the empowerment approach to community development. Sustainability is also one of the parameters on which we review all our programs. We look at sustainability from two perspectives: the survival of activities initiated under CSR programs beyond the project period, and creating knowledge base which will give life-long benefits. Our model of development is SUZTAIN meaning 'sustainable empowerment program'. The strategies used are as follows:

   - All community development initiatives are based on the basic needs of the local population;
   - Working through VDC creates ownership and makes the program sustainable;
   - Planning process is bottom-up and the VDC determines the priority needs of the community ;
   - There is an emphasis on building the capacity of the locals;
   - There are no free programs. Community is encouraged to participate by volunteering with labour and / or with funds and with complete involvement in the planning, implementation and monitoring;
   - Local knowledge is used in planning and implementation;
   - Emphasis is on not to create parallel service but to augment existing government services;
   - Linking to a sustainable source – for example, link to government departments like animal husbandry for vaccine supply;
   - Involving multiple stakeholders in planning and implementation to get a holistic long term perspective;
   - Empowering the VDCs / Self Help Group (SHG) members so that sustainable decision making and actions are initiated;
   - Collaborating with the government to converge resources and provide comprehensive services to the communities like filling the gaps in the needs of the anganwadi centres;
   - Plans are afoot to create a corpus for local institutions when they are mature so that sustainability is achieved in the real sense of the word beyond the life of the CSR projects;
   - Partnerships and collaborations with various agencies like corporate CSR, private agencies are developed to enhance outreach and impact;
   - Linking the communities with a social business that will provide them with monetary benefits that can fund the social development in the village like the security services of the Company or the supply of food to Suzlon canteens or other social business that flourish locally.

Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner

1. **What percentage of customer complaints / consumer cases are pending as on the end of financial year:** 13% (thirteen percent) of the customer complaints are pending to be resolved at the end of the financial year under review.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information) :** Yes

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last 5 (five) years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.:** None

4. **Did your Company carry out any consumer survey / consumer satisfaction trends?:** Yes

For and on behalf of the Board of Directors

Place : Pune
Date : May 30, 2019

Tulsi R.Tanti
Chairman & Managing Director
DIN : 00002283

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To The Members of Suzlon Energy Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Suzlon Energy Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as standalone financial statements) in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches located at Germany and the Netherlands.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the branch auditors on financial information of the branches referred to in the Other Matters section below and read with the management assessment of going concern and the reasons for not making any adjustments to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities as more fully explained in the Material Uncertainty Related to Going Concern section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the branch auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

Attention is invited to Note 5 of the standalone financial statements regarding preparation of the financial statements of the Company on a going concern basis notwithstanding the fact that the Company had losses during the previous year and has continued to incur losses during the year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in negative net worth during the year and as at March 31, 2019. The net current liabilities are Rs. 5,777.49 crore as at March 31, 2019. Further, the Company has defaulted in repayment of principal and interest payable to lenders aggregating to Rs. 412.38 crore in respect of its term loans and working capital facilities as on March 31, 2019 and has also defaulted in making payments to certain overdue creditors. The default under term loans and working capital facilities gives right to the holders of the unsecured Foreign Currency Convertible Bonds (FCCB) aggregating Rs. 1,205.08 crore which are due for redemption in July 2019, and to the banks who have issued standby letter of credit (SBLC) for a loan taken by one of the subsidiary company amounting to Rs. 3,937.69 crore, to recall these bonds and facilities immediately. The borrowing repayable after 12 months from the balance sheet date has been classified as 'non-current', based on confirmations /repayment schedule received from lenders after March 31, 2019. The lenders have allowed continuation of operations, permitting usage of 90% of cash inflows towards business requirements and have invoked the Intercreditor Agreement (ICA) mechanism under 'Project Sashakt' for resolution. The aforesaid conditions indicate existence of liquidity stress and material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern and consequently, the ability of the Company to realise its assets and discharge its liabilities in the normal course of business.

The Company is working towards a resolution plan with the lenders and has received a non-binding offer from a potential investor, which we are informed is currently valid till June 3, 2019 (the terms of the non-binding offer provide for extension of the validity period of the offer on an exclusive basis as may be mutually agreed by the parties), and envisages infusion of additional equity in the Company, purchase of a business line by the investor and considerable amount of waiver of the debts by the lenders (including FCCB holders), which will enable the Company to scale up its operations and meet the remaining financial obligations. These measures are contingent upon the approval of the lenders of the resolution plan including waiver of the debts, and the approval of shareholders for the preferential allotment of shares, which events are not wholly within the control of the Company. The Company's ability to continue as a going concern is solely dependent on successful outcome of the above mentioned management plans.

As stated in the note, the Management is confident of obtaining required approval of the lenders and shareholders for raising adequate resources to meet the Company's financial obligations and continuing business operations. Having regard to the aforesaid, the standalone financial statements presently have been prepared on the basis that the Company will continue as a going concern and hence, no adjustments have been made to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Sr. No.</th><th>Key Audit Matter</th><th>Auditor's Response</th></tr>
<tr><td>1</td><td>Impairment of investment in equity shares of Suzlon Power Infrastructure Limited and SE Forge Limited.

Refer to Notes 11 and 33 to the standalone financial statements. As at March 31, 2019, the carrying amounts of investments in equity shares of Suzlon Power Infrastructure Limited and SE Forge Limited ('subsidiaries') amounted to Nil and Rs. 485 crore respectively net off impairment losses of Rs. 754.57 crore.

The management at each reporting date assesses if there are any indicators that the investments in the subsidiaries are impaired and, if indicators exist, performs an impairment test on these investments by making an estimate of recoverable amount, being the higher of fair value less costs to sell and value in use.

The recoverable amount of the investment in subsidiaries is assessed based on complex assumptions that require the management to exercise their judgment such as future expected revenue, future expected revenue growth rate, gross margins, future cash flow, determination of historical trends, the most appropriate discount rate.

As a result, the Company recorded a total impairment provision charge of Rs. 754.57 crore against these investments in the Statement of Profit & Loss of the Company for the year then ended.

We focused on this area due to significant carrying amount of the investments in subsidiaries and the significant management judgement and estimates involved in recoverable amount.</td><td>We performed the following principal audit procedures in relation to management's estimation of recoverable amount of investments in Suzlon Power infrastructure Limited and SE Forge Limited ('Subsidiaries'):

a) Evaluation of design and implementation of the control relating to managements estimation of recoverable amount of investments in subsidiaries.
b) Tested the controls relating to managements estimation of such recoverable amount;
c) Evaluated the information based on which the impairment indicators are identified such as financial conditions, order in hands, market condition in which the subsidiaries operates.
d) Involved valuation experts to assist in
• Evaluation of the appropriateness of the model adopted for impairment assessment;
• Assessment on the reasonableness of key assumptions;
• Assessment on the discount rates used, by making reference to comparable companies within the same industry, input data to supporting evidence, such as business forecast, strategic plans and market data; and
• Evaluation of management's sensitivity analysis around the key assumptions, to ascertain the extent of change in those assumptions that either individually or collectively would be required for the investment in subsidiaries to be impaired.</td></tr>
<tr><td>2</td><td>Impairment of Property, Plant and Equipment - Refer to Notes 6 to the standalone financial statements.

As at March 31, 2019, the carrying amounts of Property Plant and equipment amounted to Rs. 736.91 crore.

As at March 31, 2019, certain Property, plant and equipment ("PP&E") has impairment indicators on account of challenging industry conditions existing in India and financial condition of the Company. The Company performance and prospects have been impacted increasing the risk that the PP&E may be impaired.

For cash generation units ("CGU") to which these PP&E belong and contains, the determination of recoverable amount, being the higher of fair value less costs to sell and value in use requires judgment on the part of management in both identifying and then valuing the relevant CGUs. Recoverable amounts are based on management's view of variables. such as future expected revenue, future expected revenue growth rate, gross margins, future cash flow, determination of historical trends, and the most appropriate discount rate, weighted average cost of capital.

We focused on this area due to the significance of management judgements adopted in assessing the recoverable amount with regard to the impairment assessment of PP&E of the Company.</td><td>We performed the following principal audit procedures in relation to management's assessment of impairment of PP&E: (to be read in the context of the management's assessment of the appropriateness of the going concern assumption as more fully described in the Material Uncertainty Related to Going Concern section above):

a) Evaluation of design and implementation of the control relating to management's assessment of impairment of PP&E.
b) Tested the controls relating to management's assessment impairment of PP&E.
c) Evaluated the appropriateness of management's grouping of these PP&E with the relevant CGUs.
d) Compared the input data used in the cash flow forecasts against the historical figures and the business forecasts.
e) Involved valuation experts to assist in:-
• Evaluation of the appropriateness of the model adopted for impairment assessment;
• Assessment on the reasonableness of key assumptions such as future expected revenue growth rates and gross margin by comparing to commercial contracts and historical trend analyses;
• Assessment on the discount rates and weighted average cost of capital used, by making reference to comparable companies within the same industry, input data to supporting evidence, such as business forecast, inflation rates, strategic plans and market data; and
• Evaluation of management's sensitivity analysis around the key assumptions, to ascertain the extent of change in those assumptions that either individually or collectively would be required for PP&E to be impaired.</td></tr>
</table>

Sr. No.	Key Audit Matter	Auditor's Response
3	**Refer to Notes 5 to the standalone financial statements and the Material Uncertainty Related to Going Concern section of this report** The Company had losses during the previous year and has continued to incur losses during the year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in negative net worth during the year and as at March 31, 2019. The net current liabilities are Rs. 5,777.49 crore as at March 31, 2019. We focused on this area due to the significance of management judgements adopted in assessing the material uncertainties related to going concern.	We performed the following principal audit procedures in relation to management's assessment of going concern:- a) Evaluation of design and implementation of the control relating to management's assessment of going concern. b) Tested the controls relating to management's assessment impairment of going concern. c) Evaluation of the appropriateness of identification of material uncertainties. d) Analysed and discussed cash flow, profits and other relevant forecasts with management. e) Read the minutes of the meeting of held between the lenders and the Company. f) Analysed impact of the default on the covenants and its impact on the Company's cash flow for the purpose of the going concern assessment. g) Obtained and read a copy of the non-binding offer from the investor and evaluated if the terms stated in the non-binding offer were appropriately factored in the estimation of future cash flows. h) Obtained and read communications with the bankers in regard to the investment offer and proposal. i) Assessed the sensitivities and stress testing on the future cash flows that management has considered for the going concern assessment. j) Evaluated disclosures in the financial statements for the Material Uncertainty Related to Going Concern and the related compliance with the requirements of the Standards on Auditing and the applicable financial reporting standards.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Mangement discussion and analysis, Business responsibility Report, Corporate Governance report and Directors' Report including Annexures thereof report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information compare with the financial information of the branches audited by the branch auditors, to the extent it relates to these branches, and, in doing so, place reliance on the work of the branch auditors and consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the branches is traced from their financial information audited by the branch auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, statement of cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its branches to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the standalone financial statements of which we are the independent auditors. For the other entities or business activities included in the standalone financial statements, which have been audited by the branch auditors, such branch auditors and other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial information of two branches included in the standalone financial statements of the Company whose financial information reflect total assets of Rs. 241 crore as at March 31, 2019 and total revenue of Rs. 215 crore for the year ended on that date, as considered in the standalone financial statements. The financial information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid branches, is based solely on the report of such branch auditors.

Our opinion on the standalone financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the branch auditors on the separate financial information of the branches, referred to in the Other Matters section above we report, to the extent applicable that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

c) The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.

d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account and with the returns received from the branches not visited by us.

e) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

f) The matter described in the Material uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Company.

g) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements, refer note 41 to the standalone financial statements;

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, refer note 22 and note 23 to the standalone financial statements;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Place : Pune
Date : May 30, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Suzlon Energy Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements ("Standalone financial statements") of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Place : Pune
Date : May 30, 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its property, plant and equipment:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular program of verification, which in our opinion, provides for physical verification of all the property plant and equipment at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

Immovable properties of land and buildings whose title deeds have been pledged as security for loans, guarantees, etc., are held in the name of the Company based on the confirmations directly received by us from lenders / parties. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as property plant & equipment in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement except for the following:

Particulars of the leasehold land and building	Gross block (Rs. in crore)	Net Block (Rs. in crore)	Remarks
Factory building constructed on land admeasuring 34.5 acre at Coimbatore.	44.47	19.38	The Company is in process of obtaining approval from local town planning committee

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.

(iv) The Company has not granted any loans or provided guarantees under Section 185 of the Act and hence reporting under clause 3 (iv) of the Order is not applicable. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. Accordingly, provisions of clause 3 (v) of the Order are not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Act. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Act and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, customs Duty, Goods and Service Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods and Service Tax, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) Details of dues of Customs duty and Service tax which have not been deposited as on March 31, 2019 on account of disputes are given below:

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs. in crore)	Amount paid under protest (Rs. in crore)
Customs Act, 1962	Customs Duty	CESTAT	2014-15	0.49	-
Finance Act, 1994	Service Tax	CESTAT	1999-2000 to 2002-03 & 2007-08 to 2013-14	87.28	-

There are no dues of Income-tax, Sales Tax, Value Added Tax, Excise Duty and Goods and Services Tax as on March 31, 2019 on account of disputes.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks except as under:

Particulars	Amount of default of repayment (Rs. in crore)		Period of default upto March 31, 2019
	Principal	Interest	
Dues to Banks:			
Indian Overseas Bank	4	-	9 days
Bank of Baroda	9	-	9 days
IDBI Bank	2	4	7 days
Saraswat Co-op Bank Ltd.	1	0*	1 day
Punjab National Bank	9	-	5 days
EXIM Bank	6	-	1 day
Central Bank of India	5	-	8 days
Dena Bank	2	-	1 day
Corporation Bank	1	-	7 days
Bank of Maharashtra	13	0*	12 days
Union Bank of India	3	-	9 days
Oriental Bank of Commerce	7	-	12 days
Yes Bank	0*	-	5 days
Dues to Financial Institutions:			
Life Insurance Corporation of India	17	-	1 day
Power Finance Corporation Ltd.	45	-	1 day
Indian Renewable Development Agency Ltd.	284	-	1 day

*Less than Rs.1 crore

The Company does not have any borrowing from government nor has issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and the term loans have been applied by the Company during the year for the purposes for which they were raised.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiaries or associate company or persons connected with them and hence provisions of section 192 of the Act are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Place : Pune
Date : May 30, 2019

Balance sheet as at March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
Assets			
Non-current assets			
Property, plant and equipment	6	736.91	809.79
Capital work-in-progress	8	129.74	112.06
Investment property	9	37.36	40.79
Goodwill	7	300.24	471.80
Other intangible assets	7	329.77	147.61
Intangible assets under development	10	10.41	179.82
Investments in an associate and joint ventures	11	57.21	115.54
Financial assets			
Investments	11	1,951.37	2,762.92
Trade receivables	12	-	4.84
Loans	13	659.92	997.53
Other financial assets	14	417.69	488.22
Other non-current assets	15	18.67	26.96
		4,649.29	**6,157.88**
Current assets			
Inventories	16	1,180.34	1,551.81
Financial assets			
Trade receivables	12	1,090.61	1,891.93
Cash and cash equivalents	17	16.20	446.70
Loans	13	732.86	1,950.73
Other financial assets	14	275.81	195.54
Current tax assets, net		4.27	6.27
Other current assets	15	499.56	281.76
		3,799.65	**6,324.74**
Assets classified as held for sale	**18**	**73.83**	**358.40**
Total assets		**8,522.77**	**12,841.02**
Equity and liabilities			
Equity			
Equity share capital	19	1,063.95	1,063.95
Other equity	20	(8,086.93)	(710.34)
		(7,022.98)	**353.61**
Non-current liabilities			
Financial liabilities			
Borrowings	21	1,842.53	3,362.95
Other financial liabilities	22	6.49	9.48
Provisions	23	4,034.06	87.62
Other non-current liabilities	24	11.70	29.99
		5,894.78	**3,490.04**
Current liabilities			
Financial liabilities			
Borrowings	21	3,257.98	3,766.74
Trade payables	25		
(i) Total outstanding dues of micro enterprises and small enterprises		33.99	25.16
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,759.35	2,408.92
Other financial liabilities	22	2,691.20	1,337.83
Contract liabilities	26.2	1,211.41	720.40
Other current liabilities	24	63.52	42.39
Provisions	23	633.52	695.93
		9,650.97	**8,997.37**
Liabilities directly associated with assets classified as held for sale	**18**	**-**	**-**
Total equity and liabilities		**8,522.77**	**12,841.02**
Summary of significant accounting policies	**2.3**		

The accompanying notes are an integral part of the financial statements.

In terms of our report attached

For and on behalf of the Board of Directors of Suzlon Energy Limited

For Deloitte Haskins & Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W / W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN: 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

Statement of profit and loss for the year ended March 31, 2019
All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	March 31, 2019	March 31, 2018
Income			
Revenue from operations	26	2,471.08	5,953.57
Other operating income		72.42	23.86
Other income	27	435.98	369.16
		2,979.48	**6,346.59**
Expenses			
Cost of raw materials, components consumed and services rendered	28	1,517.92	2,745.10
Purchases of stock-in-trade	28	5.81	987.95
Changes in inventories of finished goods, semi-finished goods and work-in-progress	28	196.00	385.30
Employee benefits expense	29	326.54	278.48
Finance costs	30	943.65	1,222.84
Depreciation and amortisation expense	31	438.91	419.28
Other expenses	32	681.25	916.38
		4,110.08	**6,955.33**
Profit / (loss) before exceptional items and tax		**(1,130.60)**	**(608.74)**
Exceptional items	33	6,281.38	546.00
Profit / (loss) before tax		**(7,411.98)**	**(1,154.74)**
Tax expense			
Current tax	34	1.35	1.40
Deferred tax		-	-
Profit / (loss) after tax		**(7,413.33)**	**(1,156.14)**
Other comprehensive income			
Item that will not be reclassified to profit or loss:			
Re-measurements of the defined benefit plans	35	0.54	7.17
Income tax effect on the above		-	-
Other comprehensive income for the year, net of tax		**0.54**	**7.17**
Total comprehensive income for the year		**(7,412.79)**	**(1,148.97)**
Earnings / (loss) per equity share:	**36**		
- Basic earnings per share [Nominal value of share ₹ 2 (₹ 2)]		(13.94)	(2.20)
- Diluted earnings per share [Nominal value of share ₹ 2 (₹ 2)]		(13.94)	(2.20)
Summary of significant accounting policies	**2.3**		

The accompanying notes are an integral part of the financial statements.
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W / W-100018

Hemant M. Joshi
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Date: May 30, 2019

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Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

Statement of changes in equity for the year ended March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

a. Equity share capital

Equity shares of ₹ 2 each, subscribed and fully paid	**No. in Crore**	**₹ in Crore**
At April 1, 2017	**502.44**	**1,004.88**
Issue of share capital (refer Note 19)	29.54	59.07
At March 31, 2018	**531.98**	**1,063.95**
Issue of share capital (refer Note 19)	-	-
At March 31, 2019	**531.98**	**1,063.95**

b. Other equity

	Equity component of compound financial instruments	**Reserves and Surplus**							**Total**
		Capital reserve	**Capital redemption reserve**	**General reserve**	**Securities premium**	**Share option outstanding account**	**Foreign currency monetary item translation difference account**	**Retained earnings**	
As at April 1, 2017	**28.50**	**23.30**	**15.00**	**853.50**	**8,841.52**	**55.06**	**(65.63)**	**(9,733.66)**	**17.59**
Profit/ (loss) for the year	-	-	-	-	-	-	-	(1,156.14)	(1,156.14)
Other comprehensive income	-	-	-	-	-	-	-	7.17	7.17
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,148.97)**	**(1,148.97)**
Conversion of FCCB's	-	-	-	-	397.58	-	-	-	397.58
Options cancelled during the year	-	-	-	9.46	-	(9.46)	-	-	-
(Gain) / loss and amortisation on long term foreign currency monetary items	-	-	-	-	-	-	23.46	-	23.46
As at March 31, 2018	**28.50**	**23.30**	**15.00**	**862.96**	**9,239.10**	**45.60**	**(42.17)**	**(10,882.63)**	**(710.34)**
As at April 1, 2018	**28.50**	**23.30**	**15.00**	**862.96**	**9,239.10**	**45.60**	**(42.17)**	**(10,882.63)**	**(710.34)**
Profit/ (loss) for the year	-	-	-	-	-	-	-	(7,413.33)	(7,413.33)
Other comprehensive income	-	-	-	-	-	-	-	0.54	0.54
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(7,412.79)**	**(7,412.79)**
Options cancelled / expired during the year	-	-	-	45.60	-	(45.60)	-	-	-
Change in accounting policy (refer Note 2.4)	-	-	-	-	-	-	-	10.24	10.24
(Gain) / loss and amortisation on long term foreign currency monetary items	-	-	-	-	-	-	25.96	-	25.96
As at March 31, 2019	**28.50**	**23.30**	**15.00**	**908.56**	**9,239.10**	**-**	**(16.21)**	**(18,285.18)**	**(8,086.93)**

Refer Note 20 for nature and purpose of reserves

Summary of significant accounting policies (refer Note 2.3)

The accompanying notes are integral part of financial statements.
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W / W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

For and on behalf of the Board of Directors of Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

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Whole Time Director and Chief Operating Officer
DIN: 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

Statement of cash flows for the year ended March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

Particulars		March 31, 2019	March 31, 2018
Cash flow from operating activities			
Profit / (loss) before tax		**(7,411.98)**	**(1,154.74)**
Adjustments for:			
Depreciation and amortisation expense		438.91	419.28
Exceptional items		6,281.38	546.00
Gain on disposal of property, plant and equipment and investment property, net		(14.99)	(30.83)
Other income		(455.75)	(370.10)
Interest expenses and other borrowing cost		825.05	1,059.88
Gain on sale of mutual funds		(0.28)	(14.19)
Operation, maintenance and warranty expenditure		71.09	97.35
Liquidated damages expenditure		118.84	100.95
Performance guarantee expenditure		39.89	75.39
Bad debts written off		1.49	11.17
Impairment allowance		(8.14)	(4.49)
Reversal for doubtful debts and advances, net		(40.37)	(28.62)
Exchange differences, net		93.16	(22.13)
Operating profit before working capital changes		**(61.70)**	**684.92**
Movements in working capital			
(Increase) / decrease in financial assets and other assets		(177.78)	(109.74)
(Increase) / decrease in trade receivables		818.89	456.65
(Increase) / decrease in inventories		371.46	724.06
(Decrease) / increase in other liabilities, financial liabilities and provisions		(502.36)	(2,558.00)
Cash (used in) / generated from operating activities		**448.51**	**(802.11)**
Direct taxes paid (net of refunds)		1.35	5.94
Net cash (used in) / generated from operating activities	**A**	**449.86**	**(796.17)**
Cash flow from investing activities			
Payments for purchase of property, plant and equipment including capital work-in-progress and capital advances		(230.47)	(292.20)
Investment in subsidiaries and joint ventures		(40.33)	(504.98)
Proceeds from sale of property, plant and equipment and investment property		33.83	61.23
Proceeds from sale of stake in subsidiaries and joint ventures		285.53	0.08
Income from investment property		20.05	15.13
Proceeds from sale of mutual fund		29.68	1,140.20
Purchase of mutual fund		(29.40)	(644.91)
Inter-corporate deposits repaid / (granted), net		400.28	237.84
Interest received		64.72	19.55
Net cash (used in) / generated from investing activities	**B**	**533.89**	**31.94**
Cash flow from financing activities			
Repayment of long-term borrowings		(168.98)	(56.83)
Proceeds / (repayment) from short term-borrowings, net		(508.76)	1,791.04
Interest and other borrowing cost paid		(736.51)	(676.66)
Net cash (used in) / generated from financing activities	**C**	**(1,414.25)**	**1,057.55**
Net increase in cash and cash equivalents	**A+B+C**	**(430.50)**	**293.32**
Cash and cash equivalents at the beginning of year		446.70	153.38
Cash and cash equivalents at the end of year		**16.20**	**446.70**

Components of cash and cash equivalents	As at March 31, 2019	As at March 31, 2018
Balances with banks	16.03	265.54
Cheques on hand	-	181.00
Cash on hand	0.17	0.16
	16.20	**446.70**
Summary of significant accounting policies (refer Note 2.3)		
Note:		
The figures in brackets represent outflows.		

The accompanying notes are an integral part of the financial statements.
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W / W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

For and on behalf of the Board of Directors of Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN: 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

1. Company information

Suzlon Energy Limited ('SEL' or 'the Company') having CIN: L40100GJ1995PLC025447 is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at "Suzlon", 5 Shrimali Society, Near Shree Krishna Complex, Navrangpura, Ahmedabad – 380 009, India. The principal place of business is its headquarters located at One Earth, Hadapsar, Pune – 411 028, India.

The Company is primarily engaged in the business of manufacturing of wind turbine generators ('WTGs') and related components of various capacities.

The financial statement were authorised for issue in accordance with a resolution of the directors on May 30, 2019.

2. Basis of preparation and significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("the Rules").

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments and
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest Crore (INR 0,000,000) up to two decimals, except when otherwise indicated.

2.2 Recent accounting developments

Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 and has amended the following standard:

Ind AS 116 Leases:

Ind AS 116 *Leases* was notified as on March 30, 2019 and it replaces Ind AS 17 *Leases*, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Ind AS 116 is effective for annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019. The Company is currently evaluating the impact and the method of adoption and based on the preliminary assessment believes that the transition impact to leased assets in property, plant and equipment may represent approximately 1% of the total assets with the equivalent impact on related lease liabilities within liabilities and impact on statement of profit and loss will be insignificant.

2.3 Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Company classifies all other liabilities as non-current. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

The Company's financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency.

Transactions and balances

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI (other comprehensive income) or profit or loss are also recognised in OCI or profit or loss, respectively).

In accordance with Ind AS 101 First time adoption of Indian accounting standard provisions related to first time adoption, the Company has elected to continue with the policy of accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements prepared as per IGAAP (Indian Generally accepted accounting principle) for the year ended March 31, 2016. Accordingly, exchange differences arising on other long-term foreign currency monetary items (existing as at March 31, 2016) are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned monetary item. It is presented as a part of "Other Equity".

c. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The company management determines the policies and procedures for recurring and non-recurring fair value measurement. Involvement of external valuers is decided upon annually by company management. The management decodes after discussion with external valuers, about valuation technique and inputs to use for each case.

At each reporting date, the Company's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (refer Note 46)
- Investment properties (refer Note 2.3 (h))
- Financial instruments (including those carried at amortised cost) (refer Note 2.3(p))

d. Revenue from contracts with customers

Revenue from contracts with customers is recognised at the point in time when control of the asset is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Sale of goods

Revenue from sale of goods is recognised in the statement of profit and loss at the point in time when control of the asset is transferred to the buyer as per the terms of the respective sales order, generally on delivery of the goods. Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns, allowances and discounts.

Payment terms:

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties,). In determining the transaction price for the sale of equipment, the Company considers the effects of variable consideration and consideration payable to the customer (if any).

i. Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The contracts for sale of equipment provide customers with a right for penalty in case of delayed delivery or commissioning and in some contracts compensation for performance shortfall expected in future over the life of the guarantee assured.

ii. Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

iii. Cost to obtain a contract

The Company pays sales commission for contracts obtained. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions because the amortisation period of the asset that the Company otherwise would have used is one year or less.

Warranty obligations

The Company typically provides warranties for operations and maintenance that existed at the time of sale. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in section (m) Provisions.

The Company provides standard period warranty for all contracts and extended warranty beyond standard in few contracts at the time of sale. These service-type warranties are bundled together with the sale of equipment. Contracts for bundled sales of goods and a service-type warranty comprise two performance obligations because the promises to transfer the equipment and to provide the service-type warranty are capable of being distinct. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as a contract liability. Revenue is recognised over the period in which the service-type warranty is provided based on the time elapsed.

Operation and maintenance income ('OMS')

Revenues from operation and maintenance contracts are recognised pro-rata over the period of the contract and when services are rendered.

Power evacuation infrastructure facilities

Revenue from power evacuation infrastructure facilities is recognised upon commissioning and electrical installation of the Wind Turbine Generator (WTG) to the said facilities followed by approval for commissioning of WTG from the concerned authorities.

Land revenue

Revenue from land lease activity is recognised upon the transfer of leasehold rights to the customers. Revenue from sale of land / right to sale land is recognised at the point in time when control of asset is transferred to the customer as per the terms of the respective sales order. Revenue from land development is recognised upon rendering of the service as per the terms of the respective sales order.

Sale of services

Revenue from sale of services is recognised in the statement of profit and loss as and when the services are rendered.

Contract balances

i. **Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

ii. **Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (p) Financial instruments – initial recognition and subsequent measurement.

iii. **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

e. **Government grants and subsidies**

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant / subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

f. **Taxes**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in equity. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates the positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

g. Property, plant and equipment ('PPE')

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Capital work-in-progress comprises of the cost of PPE that are not yet ready for their intended use as at the balance sheet date.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss when they are incurred.

Depreciation is calculated on the written down value method ('WDV') based on the useful lives and residual values estimated by the management in accordance with Schedule II to the Companies Act, 2013. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

Depreciation is calculated on a written down value over the estimated useful lives of the assets (As per Schedule II to the Companies Act) as follows:

Type of asset	Useful lives (years)
Buildings	28 to 58
Plant and machinery	15 to 22
Moulds	15 years or useful life based on usage, whichever is higher
Wind research and measuring equipment	4
Computers and office equipment	3 to 5
Furniture and fixtures	10
Vehicles	10

Leasehold land is amortised on a straight line basis over the period of lease.

Gains or losses arising from de recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and are recognised in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

h. Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company depreciates building component of investment property over 58 years from the date of original purchase / date of capitalisation.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

i. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life. Amortisation is recognised in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

Intangible assets are amortised on a straight line basis over the estimated useful economic life which generally does not exceed five years.

A summary of amortisation policies applied to the Company's acquired and internally generated intangible assets is as below:

Type of asset	Basis
Design and drawings	Straight line basis over a period of five years
SAP and other software	Straight line basis over a period of five years
Goodwill	Amortisation as per law or acquired cost less impairment allowance, as applicable

j. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases other than land and building are included in property, plant and equipment. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss.

l. Inventories

Inventories of raw materials including stores and spares and consumables, packing materials, semi-finished goods, components, work-in-progress, project work-in-progress and finished goods are valued at the lower of cost and estimated net realisable value. Cost is determined on weighted average basis.

The cost of work-in-progress, project work-in-progress, semi-finished goods and finished goods includes the cost of material, labour and a proportion of manufacturing overheads.

Stock of land and land lease rights is valued at lower of cost and estimated net realisable value.

Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

m. Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Liquidity damages

Liquidated damages ('LD') represents the expected claims which the Company may need to pay for non-fulfilment of certain commitments as per the terms of the respective sales / purchase contracts. These are determined on a case to case basis considering the dynamics of each contract and the factors relevant to that sale.

Operation, maintenance and warranty provisions

Operation, maintenance and warranty ('O&M') represents the expected liability on account of field failure of parts of Wind Turbine Generators (‘WTG’) and expected expenditure of servicing the WTGs over the period of free operation, maintenance and warranty, which varies according to the terms of each sales order.

n. Retirement and other employee benefits

Retirement benefits in the form of provident fund, employee state insurance and superannuation fund are defined contribution schemes. The Company has no obligation other than the contribution payable to the funds and the contribution payable to fund is recognised as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Retirement benefits in the form of gratuity is defined benefit obligations and is provided for on the basis of an actuarial valuation, using projected unit credit method as at each balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognised the following changes in defined benefit obligation as an expense in statement of profit or loss:

- Service cost comprising of current service cost, past service cost gains and loss on entitlements and non-routine settlement.
- Net interest expenses or income.

Short-term compensated absences are provided based on estimates. Long term compensated absences and other long-term employee benefits are provided for on the basis of an actuarial valuation, using projected unit credit method, as at each balance sheet date. As the Company does not have an unconditional right to defer its settlement for 12 months after the reporting date, the entire leave is presented as a current liability in the balance sheet and expenses recognised in statement of profit and loss account.

o. Share-based payments

Employees of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share option outstanding account in equity, over the period in which the performance and / or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and / or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and / or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and / or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

p. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

The Company has not designated any financial asset as at FVTOCI.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 Business Combinations applies are classified as at FVTPL. For all other equity instruments, the

Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Investment in equity shares, compulsorily convertible debentures ('CCD') and compulsorily convertible preference shares of subsidiaries, associates and joint ventures have been measured at cost less impairment allowance, if any.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
    - a) the Company has transferred substantially all the risks and rewards of the asset, or
    - b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from contracts with customers

d) Loan commitments which are not measured as at FVTPL

e) Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivables balance and historical experience. Individual trade receivables are written off when management deems them not to be collectible.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation for various financial instruments is described below:

- *Financial assets measured as at amortised cost and contractual revenue receivables:* ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- *Loan commitments and financial guarantee contracts:* ECL is presented as a provision in the balance sheet, i.e. as a liability.
- *Debt instruments measured at FVTOCI:* Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risk are recognized in OCI. These gains / loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

The Company on a contract by contract basis, elects to account for financial guarantee contracts, as a financial instrument or as an insurance contract, as specified in Ind AS 109 of Financial Instrument and Ind AS 104 on Insurance Contracts. For insurance contract, the Company performs a liability adequacy test (i.e. assesses the likelihood of any pay-out based on current discounted estimates of future cash flows), and any deficiency is recognised in statement of profit and loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

q. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses. Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

iii) Foreign exchange forward contract

While the Company entered into other foreign exchange forwards contract with the intention of reducing the foreign exchange risk of expected sales and purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit and loss.

r. Earnings / (loss) per share

Basic earnings / (loss) per share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for any bonus shares, share splits or reverse splits issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors. For the purpose of calculating diluted earnings / (loss) per share, the net profit / (loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, share splits or reverse splits as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date.

s. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

t. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ('CGU') net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/ forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

The impairment loss recognised in prior accounting periods is reversed if there has been a change in estimates of recoverable amount. The carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

Goodwill and intangible assets with indefinite useful life are tested for impairment annually as at year end. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

u. Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resource embodying economic benefit will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

The company does not recognise a contingent liability but discloses it as per Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets in the financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

v. Non-current assets held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered high probable to be concluded within 12 months of the balance sheet date.

Such non-current assets or disposal groups are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets including those that are part of a disposal group held for sale are not depreciated or amortised while they are classified as held for sale.

2.4 Changes in accounting policies and disclosures

New and amended standards

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in March 2019, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

Ind AS 115 Revenue from contracts with customers

Ind AS 115 was issued on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Company adopted Ind AS 115 using the cumulative catch-up transition method and applied to contracts that were not completed as of April 1, 2018, accordingly, comparatives for the year ended March 31, 2018 will not be retrospectively adjusted. Application of this Standard has resulted into positive impact on opening reserves amounting to ₹ 10.24 Crore. The effect of the transition on the current period has not been disclosed as the standard provides an optional practical expedient. The Company did not apply any of the other available optional practical expedients.

Appendix B to Ind AS 21 Foreign currency transactions and advance considerations:

On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration. The appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the date of the transactions for each payment or receipt of advance consideration. This interpretation does not have any impact on the Company's financial statements.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Significant judgements in applying the Company's accounting policy

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Guarantee classified as an insurance contract

The Company, together with its three Indian subsidiaries and a joint venture are obligors to the State Bank of India and other Indian lenders and have given security in connection with loan availed by AE Rotor Holding B.V. ('AERH'), The Netherlands, a step down wholly owned subsidiary of the Company. The Company has treated the said guarantee as an insurance contract under Ind AS 104. Please refer to Note 4 for further details.

Operating lease commitments – Company as a lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Revenue from contracts with customers

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- *Identifying performance obligations*

  The Company supplies WTG's that are either sold separately or bundled together with project execution activities to customers.

  The Company determined that both the supply of WTGs and project execution activities can be performed distinctly on a stand-alone basis which indicates that the customer can benefit from respective performance obligations on their own. The Company also determined that the promises to supply the WTG and execute projects are distinct within the context of the contract and are not inputs to a combined item in the contract. Further, the WTG supply and project execution activities are not highly interdependent or highly interrelated, as the Company would be able to supply WTGs wherein the project execution activities can be performed by customers directly. Further, the Group chose output method for measuring the progress of performance obligation

- *Determining method to estimate variable consideration and assessing the constraint*

  Contracts for the supply of WTGs and project execution activities include a right for penalty in case of delayed delivery or commissioning and compensation for performance shortfall expected in future over the life of the guarantee assured that give rise to variable consideration. In estimating the variable consideration, the Company considers the dynamics of each contract and the factors relevant to that sale on a case to case basis.

  Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

b. Significant accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Uncertainty about these assumption and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Allowance for trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for expected credit loss. The Company recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. The carrying value of allowance for doubtful debts is ₹ 61.82 Crore and ₹ 73.49 Crore as of March 31, 2019 and March 31, 2018 respectively. Refer Note 12

Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 38.

Taxes

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, future tax planning strategies. The company has unabsorbed depreciation, unabsorbed business loss, unutilised MAT credit and capital loss details which are given in Note 34. The unabsorbed depreciation can be carried forward indefinitely. The business loss can be carried forward for 8 years, MAT credit for 15 years and capital loss for 8 years. Majority of business losses will expire in between March 2021 to March 2024, MAT credit in between March 2023 and capital loss in between March 2024 to March 2025. As there are not certain taxable temporary differences or tax planning operations, the Company has not recognised deferred tax assets on conservative basis. Refer Note 34

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The estimates of future salary increases take into account the inflation, seniority, promotion and other relevant factors.

Further details about gratuity obligations are given in Note 37.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 45 for further disclosures.

Intangible asset under development

The Company capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. Refer Note 10. Refer Note 2.3 i for the estimated useful life of intangible assets.

Property, plant and equipment

Refer Note 2.3 (g) for the estimated useful life of property, plant and equipment. The carrying value of property, plant and equipment has been disclosed in Note 6.

Recompense liability

The Company is in negotiation with CDR lenders for a voluntary exit from CDR scheme. The Company has recognised recompense liability payable to CDR lenders based on management estimate which is derived considering certain scenarios and assumptions in relation to interest rate, waiver in recompense, timing of loan repayment and CDR Exit etc. The amount payable by the Company as recompense is dependent on various factors and also on discussions and negotiations with the CDR lenders (refer Note 22).

4. SBLC facility and security given to AE Rotor Holding B.V. ('AERH')

Suzlon Energy Limited ('the Company'), together with its three Indian subsidiaries and a joint venture are obligors to the State Bank of India and other Indian lenders under an Onshore SBLC Facility Agreement and have given security on behalf of AE Rotor Holding B.V. ('AERH') a step down wholly owned subsidiary of the Company under the Offshore SBLC Facility Agreement for the issuance of the stand-by letter of credit by State Bank of India in favour of the Security Agent acting on behalf of the lenders of AERH. The outstanding amount of loan as at March 31, 2019 is ₹ 3,937.69 Crore (USD 569.40 Million). In accordance with the loan agreement the said loan is repayable in February 2023. The Company has treated the said guarantee as an insurance contract under Ind AS 104. During the current year, the Company has made default in repayment of principal and interest payable to its lenders. This default triggers cross-default in the above referred facility and pursuant to the same the Company has recognised liability of ₹ 3,937.69 Crore as at March 31, 2019.

5. Going concern

The Company had losses during the previous year and has continued to incur losses during the current year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in negative net worth during the year and as at March 31, 2019. The net current liabilities as at March 31 2019 were ₹ 5,777.49 Crore.

Further, the Company has defaulted in repayment of principal and interest payable to lenders aggregating to ₹ 412.38 Crore in respect of its term loans and working capital facilities as on March 31, 2019 and has also defaulted in making payments to certain overdue creditors.

The default under term loans and working capital facilities gives right to the holders of the unsecured Foreign Currency Convertible Bonds ('FCCB') aggregating ₹ 1,205.08 Crore which are due for redemption in July 2019, and to the banks who have issued standby letter of credit (SBLC) for a loan taken by one of the subsidiary company amounting to ₹ 3,937.69 Crore, to recall these bonds and facilities immediately.

The borrowings repayable after 12 months from the balance sheet date have been classified as 'non-current', based on confirmations / repayment schedule received from lenders after March 31, 2019. The lenders have allowed continuation of operations, permitting usage of 90% of cash inflows towards business requirements and have invoked the Inter Creditor Agreement (ICA) mechanism under 'Project Sashakt' for resolution.

The aforesaid conditions indicate liquidity stress and existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Board of directors has evaluated these conditions and has advised the management to take measures to improve liquidity condition of the Company. The Company is working towards a resolution plan with the lenders and has received a non-binding offer from a potential investor, which we are informed is currently extended and valid till June 3, 2019 (the terms of the non-binding offer provide for extension of the validity period of the offer on an exclusive basis as may be mutually agreed by the parties), and envisages infusion of additional equity in the Company, purchase of a business line by the investor and considerable amount of waiver of the debts by the lenders (including FCCB holders), which will enable the Company to scale up its operations and meet the remaining financial obligations. These measures are contingent upon the approval of the lenders of the resolution plan including waiver of the debts, and the approval of shareholders for the preferential allotment of shares, which events are not wholly within the control of the Company.

In addition, the Company has confirmed customer orders for installation of 1,320 MW approximating ₹ 7,557 Crore, the fulfilment of which is contingent on the Company's ability to obtain sufficient funds to meet its working capital requirements which is also contingent on acceptance and implementation of resolution plan.

The Company's ability to continue as a going concern is solely dependent on successful outcome of the aforesaid management's plans. The Management is confident of obtaining the required approvals of the lenders and shareholders as stated above for raising adequate resources to meet its financial obligations and continuing business operations in the foreseeable future.

Accordingly, these financial statements have been prepared on the basis that the Company will continue as a going concern and no adjustments have been made to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities.

6. Property, plant and equipment ('PPE')

Particulars	Gross block					Accumulated depreciation					Net block
	As at April 1, 2018	Additions	Translation adjustment	Deductions / adjustments	As at March 31, 2019	As at April 1, 2018	Charge for the year	Translation adjustment	Deductions / Adjustments	As at March 31, 2019	As at March 31, 2019
Freehold land	104.92	5.86	-	0.41	110.37	-	-	-	-	-	110.37
Leasehold land	30.89	0.30	-	-	31.19	2.46	1.12	-	-	3.58	27.61
Buildings	465.53	4.68	-	0.45	469.76	100.63	32.65	-	0.03	133.25	336.51
Site development	28.04	-	-	-	28.04	6.15	2.73	-	-	8.88	19.16
Plant and machinery	455.01	91.77	-	19.80	526.98	226.10	111.44	-	8.73	328.81	198.17
Wind research and measuring equipments	30.67	4.12	-	8.20	26.59	16.33	7.86	-	5.03	19.16	7.43
Computers and office equipments	46.62	6.00	0.91	0.13	53.40	28.00	8.19	0.16	0.06	36.29	17.11
Furniture and fixtures	38.85	0.34	0.27	-	39.46	24.09	4.48	0.03	0.03	28.57	10.89
Vehicles	19.89	0.01	-	0.01	19.89	6.87	3.37	-	0.01	10.23	9.66
Total	**1,220.42**	**113.08**	**1.18**	**29.00**	**1,305.68**	**410.63**	**171.84**	**0.19**	**13.89**	**568.77**	**736.91**

Particulars	Gross block				Accumulated depreciation				Net block
	As at April 1, 2017	Additions	Deductions / Adjustments	As at March 31, 2018	As at April 1, 2017	Charge for the year	Deductions / adjustments	As at March 31, 2018	As at March 31, 2018
Freehold land	107.16	0.15	2.39	104.92	-	-	-	-	104.92
Leasehold land	31.38	-	0.49	30.89	1.35	1.12	0.01	2.46	28.43
Buildings	472.51	15.41	22.39	465.53	68.01	36.00	3.38	100.63	364.90
Site development	28.04	-	-	28.04	3.42	2.73	-	6.15	21.89
Plant and machinery	438.95	39.83	23.77	455.01	150.04	82.07	6.01	226.10	228.91
Wind research and measuring equipments	21.01	11.16	1.50	30.67	9.28	7.72	0.67	16.33	14.34
Computers and office equipments	41.02	6.07	0.47	46.62	15.84	12.30	0.14	28.00	18.62
Furniture and fixtures	41.53	1.10	3.78	38.85	19.89	5.92	1.72	24.09	14.76
Vehicles	15.27	4.66	0.04	19.89	2.89	4.00	0.02	6.87	13.02
Total	**1,196.87**	**78.38**	**54.83**	**1,220.42**	**270.72**	**151.86**	**11.95**	**410.63**	**809.79**

Notes:

a) Buildings include those constructed on leasehold land.

b) For contractual commitment with respect to property, plant and equipment refer Note 40.

c) For details of property, plant and equipment given as security to lenders refer Note 21(b).

7. Other intangible assets and goodwill

Particulars	Gross block					Accumulated amortisation					Net block	
	As at April 1, 2018	Additions	Translation adjustment	Deductions / adjustments	As at March 31, 2019	As at April 1, 2018	Charge for the year	Translation adjustment	Deductions / adjustments	As at March 31, 2019	As at March 31, 2019	
Other intangible assets												
Design and drawings	398.08	270.53	-	-	668.61	267.21	86.59	-	-	353.80	314.81	
SAP and other softwares	27.46	3.39	0.57	-	31.42	10.72	5.59	0.15	-	16.46	14.96	
Total	**425.54**	**273.92**	**0.57**	**-**	**700.03**	**277.93**	**92.18**	**0.15**	**-**	**370.26**	**329.77**	
Goodwill	**1,059.80**	**-**	**-**	**-**	**1,059.80**	**588.00**	**171.56**	**-**	**-**	**759.56**	**300.24**	

Particulars	Gross block				Accumulated amortisation				Net block
	As at April 1, 2017	Additions	Deductions / adjustments	As at March 31, 2018	As at April 1, 2017	Charge for the year	Deductions / adjustments	As at March 31, 2018	As at March 31, 2018
Other intangible assets									
Design and drawings	356.24	41.84	-	398.08	182.16	85.05	-	267.21	130.87
SAP and other softwares	15.84	11.62	-	27.46	4.04	6.68	-	10.72	16.74
Total	**372.08**	**53.46**	**-**	**425.54**	**186.20**	**91.73**	**-**	**277.93**	**147.61**
Goodwill	**1,059.80**	**-**	**-**	**1,059.80**	**416.44**	**171.56**	**-**	**588.00**	**471.80**

Notes:

a) For details of intangible assets given as security to lenders refer Note 21(b).

Goodwill acquired pursuant through the Scheme has been allocated to the cash generating units based in special economic zone. These CGUs form part of the WTG operating segment, for impairment testing. The carrying amount of goodwill of ₹ 300.24 Crore as at March 31, 2019 and ₹ 471.80 Crore as at March 31, 2018, has been allocated to single CGU.

The Company performed its annual impairment test for years ended March 31, 2019 and March 31, 2018, respectively. The Company considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment.

The recoverable amount of the CGU has been determined based on a value in use calculation using cash flow projections from financial projections approved by senior management covering a five-year period. The pre-tax discount rate applied to cash flow projections for impairment testing during the current year is 26.2% (26.2%) and cash flows beyond the five-year period are extrapolated using a 5% growth rate (5%). The Company is also amortising the goodwill over a period of five full year's period.

Key assumptions used for value in use calculations

The calculation of value in use for the CGU is most sensitive to the following assumptions:

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived by applying capital asset pricing model and considering equity premium of 7% for Indian market and 5.5% for overseas market. The cost of debt is based on current average borrowing cost that a market participant would expect to pay to obtain its debt financing assuming the target capital structure. Weightage of equity and debt are considered based on the average capital structure of public companies in the wind industry. The beta factors are evaluated annually based on publicly available market data of companies in wind industry. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Gross margins - The management expects to earn a stable margin over the five year period. The rate used by management is comparable to other comparable CGUs owned by the Company.

Sensitivity to changes in assumptions

The implications of the key assumptions for the recoverable amount are discussed below:

- Gross margins - A decreased demand can lead to a decline in gross margin. A decrease in gross margin to 3% would result in impairment.
- Discount rates - A rise in pre-tax discount rate to 8% would result in impairment.

8. Capital work-in-progress

Capital work in progress as at March 31, 2019 stand at ₹ 129.74 Crore (previous year: ₹ 112.06 Crore), which primarily includes building and plant and machineries under construction.

9. Investment property

	March 31, 2019	March 31, 2018
Gross block		
Opening balance	53.84	40.57
Additions	-	0.32
Classified as investment property from PPE	-	17.56
Deduction / adjustments	(0.17)	-
Less : Classified as asset held for sale (refer Note 18 (a))	-	(4.61)
Closing balance	**53.67**	**53.84**
Depreciation and impairment		
Opening balance	13.05	6.43
Depreciation	3.33	4.13
Classified as investment property from PPE	-	3.15
Deduction / adjustments	(0.07)	-
Less : Classified as asset held for sale (refer Note 18 (a))	-	(0.66)
Closing balance	**16.31**	**13.05**
Net block	**37.36**	**40.79**

The Company has classified certain office premises given on lease as investment property. For details of investment property given as security to lenders refer Note 21(b).

Information regarding income and expenditure of investment property:

	March 31, 2019	March 31, 2018
Rental income derived from investment property	18.83	15.13
Direct operating expenses (including repairs and maintenance)		
generating rental income	-	-
not generating rental income	1.81	1.16
Profit before depreciation and indirect expenses	17.02	13.97
Depreciation	3.33	4.13
Profit before indirect expenses	**13.69**	**9.84**

The company's investment property consist of three commercial properties.

As at March 31, 2019 and March 31, 2018 the fair value of the properties are ₹ 186.46 Crore and ₹183.84 Crore respectively. The fair valuation is derived by management internally.

Description of valuation techniques used and key inputs to valuation on investment properties:

Investment property	Valuation technique	Significant unobservable inputs	Range March 31, 2019	Range March 31, 2018
Godrej Millennium	DCF method	Rent growth p.a.	5%	5%
		Rent growth p.a. (for terminal value)	2%	2%
		Long term vacancy rate	0%	0%
		Long term vacancy rate (for terminal value)	7%	7%
		Discount rate	8.28%	7.10%
Aqua Lounge One Earth	DCF method	Rent growth p.a.	5%	5%
		Rent growth p.a. (for terminal value)	2%	2%
		Long term vacancy rate	10%	10%
		Long term vacancy rate (for terminal value)	7%	7%
		Discount rate	8.28%	7.10%
Sun Lounge One Earth	DCF method	Rent growth p.a.	5%	5%
		Rent growth p.a. (for terminal value)	2%	2%
		Long term vacancy rate	10%	10%
		Long term vacancy rate (for terminal value)	7%	7%
		Discount rate	8.28%	7.10%

Under the DCF method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, a market-derived discount rate is applied to establish the present value of the income stream associated with the asset.

10. Intangible assets under development

Intangible assets under development as at March 31, 2019 stand at ₹ 10.41 Crore (previous year: ₹ 179.82 Crore), which primarily includes design and drawings under development.

11. Investments

	March 31, 2019	March 31, 2018
Non-current investments		
(1) Investment in an associate		
(a) Investments at cost		
(i) Investment in equity instrument		
Suzlon Energy (Tianjin) Limited, China	58.33	58.33
Less: Impairment allowance	(58.33)	-
Total	**-**	**58.33**
(2) Investment in a joint venture ('JV')		
(a) Investments at cost		
(i) Investments in equity instruments		
57,210,247 (57,210,247) equity shares of ₹ 10 each fully paid of Suzlon Generators Limited	57.21	57.21
Total	**57.21**	**57.21**
Total investments in an associate and a joint venture	**57.21**	**115.54**
Aggregate amount of unquoted investments in an associate and a joint venture (cost)	**115.54**	**115.54**
Aggregate impairment allowance for investments in an associate and a joint venture measured at cost	**(58.33)**	**-**
(3) Investments in subsidiaries		
(a) Investments at cost		
(i) Investments in equity instruments		
Indian		
20 (20) equity shares of ₹ 10 each fully paid of Varadvinayak Renewables Limited	0.00*	0.00*
20 (20) equity shares of ₹ 10 each fully paid of Manas Renewables Limited	0.00*	0.00*
20 (20) equity shares of ₹ 10 each fully paid of Vakratunda Renewables Limited	0.00*	0.00*
29,366,800 (29,366,800) equity shares of ₹ 10 each fully paid of Suzlon Global Services Limited ('SGSL')	961.50	961.50
375,020 (375,020) equity shares of ₹ 10 each fully paid of Vignaharta Renewables Limited	37.50	37.50
20 (20) equity shares of ₹ 10 each fully paid of Sirocco Renewables Limited	0.00*	0.00*
194,610,000 (194,610,000) equity shares of ₹ 10 each fully paid of Suzlon Power Infrastructure Limited ('SPIL')	194.61	194.61
Less: Impairment allowance	(194.61)	-
784,920,791 (784,920,791) equity shares of ₹ 10 each fully paid of SE Forge Limited	1,044.96	1,044.96
Less: Impairment allowance	(559.96)	-
125,420 (125,420) equity shares of ₹ 10 each fully paid of Sharanya Renewables Limited	12.54	12.54
62,820 (62,820) equity shares of ₹ 10 each fully paid of Suryodaya Renewables Limited	6.28	6.28
14 (14) equity shares of ₹ 10 each fully paid of Suyash Renewables Limited	0.00*	0.00*
14 (14) equity shares of ₹ 10 each fully paid of Gale Green Urja Limited	0.00*	0.00*

			March 31, 2019	March 31, 2018
		250,420 (250,420) equity shares of ₹ 10 each fully paid of Anshuman Renewables Limited	25.04	25.04
		Nil (14) equity shares of ₹ 10 each fully paid of Tsovinar Renewables Limited[#1]	-	0.00*
		Nil (14) equity shares of ₹ 10 each fully paid of Weyland Renewables Limited[#1]	-	0.00*
	Total		**1,527.86**	**2,282.43**
		Overseas		
		5,423,712 (5,004,960) equity shares of Euro 10 each fully paid of AE Rotor Holding B.V., The Netherlands ('AERH')	418.21	384.69
		Less: Impairment allowance	(418.21)	(384.69)
		764,595 (764,595) equity shares of Euro 1 each fully paid of Suzlon Energy A/S, Denmark ('SEAS')	23.24	23.24
		Less: Impairment allowance	(23.24)	(23.24)
		8,618,000 (8,618,000) equity shares of Euro 1 each fully paid up of Tarilo Holdings B.V. ('THBV')	61.32	61.32
		Less: Impairment allowance	(61.32)	-
		4,401,315,657 (4,401,315,657) equity shares of Suzlon Energy Limited, Mauritius ('SELM')	6,396.08	6,396.08
		Less: Impairment allowance	(6,396.08)	(6,396.08)
		Suzlon Wind Energy Equipment Trading (Shanghai) Co. Limited, China ('SWETCO')	10.11	10.11
		Less: Impairment allowance	(10.11)	(10.11)
	Total		**-**	**61.32**
	(ii)	**Investments in debentures**		
		Nil (4,000,000) 0.01% compulsory convertible debentures of ₹ 1,000 each fully paid of Suzlon Global Services Limited	-	400.00
	Total		**-**	**400.00**
(b)	**Investments at fair value through profit or loss**			
	(i)	**Investments in preference shares**		
		1,000,000 (1,000,000) 8% cumulative redeemable preference shares of ₹ 100 each fully paid of Suzlon Global Services Limited	20.37	19.15
	Total		**20.37**	**19.15**
	(ii)	**Other investments**		
		Investments in government securities	0.01	0.01
		7,550 (7,550) equity shares of ₹ 10 each fully paid of Saraswat Co-operative Bank Limited	0.01	0.01
		30 (30) equity shares of ₹ 10 of Godrej Millennium Condominium	0.00*	0.00*
	Total		**0.02**	**0.02**
Total investment measured at fair value through profit or loss			**20.39**	**19.17**
(c)	**Investments at amortised cost**			
		4,000,000 (Nil) 9% compulsory convertible debentures of ₹ 1,000 each fully paid of Suzlon Global Services Limited	403.12	-
	Total investment at amortised cost		**403.12**	**-**
Total investments in subsidiaries and other investments			**1,951.37**	**2,762.92**
Aggregate amount of unquoted investments (cost)			**9,603.04**	**8.753.64**
Aggregate impairment allowance for investment measured at cost			**(7,663.53)**	**(6,814.13)**

#1 Liquidated during the year
*Less than ₹ 0.01 Crore
Figures in bracket are in respect of previous year.
For details of investment given as security to lenders refer Note 21(b).

12. Trade receivables

	March 31, 2019	March 31, 2018
Non-current		
Unsecured, considered good	-	4.89
Credit impaired	50.80	54.33
	50.80	**59.22**
Less: Impairment allowance	-	(0.05)
Less: Allowance for doubtful debts	(50.80)	(54.33)
Total	**-**	**4.84**
Current		
Unsecured considered good	1,101.63	1,911.04
Less: Impairment allowance	(11.02)	(19.11)
Total	**1,090.61**	**1,891.93**

The movement in impairment allowance as per ECL model is as under:

	March 31, 2019	March 31, 2018
Balance as at the beginning of the year	19.16	23.65
Impairment allowance during the year	(8.14)	(4.49)
Balance as at the end of the year	**11.02**	**19.16**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member

For details of receivable given as security to lenders refer Note 21(b).

13. Loans

	March 31, 2019	March 31, 2018
Non-current		
Inter-corporate deposits to related parties		
Unsecured, considered good	659.92	997.53
Credit impaired	1,974.48	511.28
Less: Impairment allowance	(1,974.48)	(511.28)
Total	**659.92**	**997.53**
Current		
Unsecured, considered good		
Loans to employees	0.36	0.73
Inter-corporate deposits to related parties	728.35	1,911.80
Inter-corporate deposits	4.15	38.20
Total	**732.86**	**1,950.73**

For details of loans given as security to lenders refer Note 21(b).

14. Other financial assets

	March 31, 2019	March 31, 2018
Non-current		
Bank balances	288.95	293.28
Security deposits (unsecured, considered good)	77.39	68.65
Security deposits (unsecured, considered doubtful)	3.53	3.53
	80.92	**72.18**
Less: Allowance for doubtful deposits	(3.53)	(3.53)
	77.39	**68.65**
Advances recoverable in cash		
Unsecured, considered doubtful	268.56	221.37
Less: Allowance for doubtful advances	(268.56)	(221.37)
	-	-
Other assets (refer Note a below)	51.35	126.29
Total	**417.69**	**488.22**

	March 31, 2019	March 31, 2018
Current		
Security deposits (unsecured, considered good)	0.61	13.94
Interest accrued on deposits, loans and advances	8.42	24.69
Advances recoverable in cash (unsecured, considered good)	26.99	-
Other assets (refer Note a below)	239.79	156.91
Total	**275.81**	**195.54**

Other financial assets include deposits of ₹ 45.17 Crore (previous year: ₹ 3.53 Crore) from private companies in which director is a director or member.

a) The Company incurs expenditure on development of infrastructure facilities for power evacuation arrangements as per authorisation of the State Electricity Boards ('SEB') / Nodal agencies in Maharashtra and Tamil Nadu. The expenditure is reimbursed, on agreed terms, by the SEB/ Nodal agencies. In certain cases, the Company recovers the cost from customers in the ordinary course of business. The cost incurred towards development of infrastructure facility inventory is reduced by the reimbursements received from SEB/Nodal agencies and the net amount is shown as 'Infrastructure Development Asset' under other financial assets. The excess of cost incurred towards the infrastructure facilities net of reimbursement received from SEB/Nodal agencies/customers is charged to statement of profit and loss as infrastructure development expenses. Other asset include ₹ 239.56 Crore (previous year: ₹ 250.06 Crore)

For details of financial assets given as security to lenders refer Note 21(b).

Break up of financial assets at amortised cost

	March 31, 2019	March 31, 2018
Loans (refer Note 13)	1,392.78	2,948.26
Trade receivables (refer Note 12)	1,090.61	1,896.77
Cash and cash equivalents (refer Note 17)	16.20	446.70
Security deposits (refer Note 14)	78.00	82.59
Other financial assets (refer Note 14)	615.50	601.17
Total	**3,193.09**	**5,975.49**

15. Other assets

	March 31, 2019	March 31, 2018
Non-current		
Capital advances (unsecured, considered good)	0.12	4.60
Advances recoverable in kind		
Unsecured, considered good	-	0.72
Unsecured, considered doubtful	37.67	78.38
	37.67	**79.10**
Less: Allowance for doubtful advances	(37.67)	(78.38)
	-	**0.72**
Advance income tax (net of provisions)	5.05	4.41
Prepaid expenses	13.50	17.23
Total	**18.67**	**26.96**
Current		
Advances recoverable in kind (unsecured, considered good)	81.92	45.04
Prepaid expenses	44.16	56.42
Balances with government / statutory authorities	372.07	179.39
Advances to employees	1.41	0.91
Total	**499.56**	**281.76**

For details of other assets given as security to lenders refer Note 21(b).

Other assets include advances recoverable of ₹ 4.39 Crore (previous year: ₹ 2.00 Crore) from private companies in which director is a director or member.

16. Inventories (valued at lower of cost and net realisable value)

	March 31, 2019	March 31, 2018
Raw materials [including goods in transit of ₹ 37.89 Crore (previous year: ₹ 71.45 Crore)]	423.26	575.34
Finished goods, semi-finished goods and work- in- progress	617.72	813.72
Stores and spares	133.36	156.75
Land and lease rights	6.00	6.00
Total	**1,180.34**	**1,551.81**

For details of inventories given as security to lenders refer Note 21(b).

17. Cash and cash equivalents

	March 31, 2019	March 31, 2018
Balances with banks	16.03	265.54
Cheques on hand	-	181.00
Cash on hand	0.17	0.16
Total	**16.20**	**446.70**

There are no restrictions with regard to cash and cash equivalents at the end of the reporting period and previous period.

18. Assets classified as held for sale

	March 31, 2019	March 31, 2018
Investment property held for sale (refer Note a below)	-	3.95
Investments in joint ventures held for sale (refer Note b below)	73.83	354.45
Total	**73.83**	**358.40**
Liabilities directly associated with assets classified as held for sale	-	-
	-	**-**

a. During the year, the Company disposed one of its commercial property given on lease. The property was previously used as its corporate office for carrying out the business.

b. During the year the Company has disposed its investments in two subsidiaries and five joint ventures which are in the business of generation of electricity through solar energy. These investments has been measured at the lower of carrying amount and fair value less cost to sell.

Investments	Investment type	As at, March 31, 2019	As at, March 31, 2018
Aalok Solarfarms Limited	Equity shares and compulsorily convertible debentures	9.94	10.18
Abha Solarfarms Limited	Equity shares and compulsorily convertible debentures	9.94	10.18
Amun Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	14.05
Avighna Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	14.05
Gale Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	74.23
Heramba Renewables Limited	Equity shares and compulsorily convertible debentures	19.87	20.07
Prathamesh Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	51.51
Rudra Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	14.22
SE Solar Limited	Equity shares	-	77.58
Shreyas Solarfarms Limited	Equity shares and compulsorily convertible debentures	19.86	20.37
Tornado Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	33.79
Vayudoot Solarfarms Limited	Equity shares	14.22	14.22
Total		**73.83**	**354.45**

19. Equity share capital

	March 31, 2019	March 31, 2018
Authorised shares		
12,490,000,000 (12,490,000,000) equity shares of ₹ 2 each	2,498.00	2,498.00
	2,498.00	**2,498.00**
Issued shares		
5,338,706,098 (5,338,706,098) equity shares of ₹ 2 each	1,067.74	1,067.74
	1,067.74	**1,067.74**
Subscribed and fully paid-up shares		
5,319,774,121 (5,319,774,121) equity shares of ₹ 2 each	1,063.95	1,063.95
	1,063.95	**1,063.95**

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the financial year

	March 31, 2019		March 31, 2018	
	Number of shares (Crore)	**₹ Crore**	**Number of shares (Crore)**	**₹ Crore**
At the beginning of the year	531.98	1,063.95	502.44	1,004.88
Issued during the year				
- Conversion of bonds	-	-	29.54	59.07
Outstanding at the end of the year	**531.98**	**1,063.95**	**531.98**	**1,063.95**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 each. Each holder of equity shares is entitled to one vote per share except for the underlying depository shares held against the Global Depository Receipts (‘GDRs’).

Holders of the GDR have no voting rights with respect to the equity shares represented by the GDRs Deutsche Bank Trust Company Americas (the ‘Depository’), which is the shareholder on record in respect of the equity shares represented by the GDRs, will not exercise any voting rights in respect of the equity shares against which GDRs are issued, unless it is required to do so by law. Equity shares which have been withdrawn from the Depository facility and transferred on the Company's register of members to a person other than the Depository, ICICI Bank Limited (the ‘Custodian’) or a nominee of either the Depository or the Custodian may be voted by the holders thereof.

As regard the shares which did not have voting rights as on March 31, 2019 are GDRs – 20,70,210 / (equivalent shares – 82,80,840) and as on March 31, 2018 are GDRs – 22,61,816 / (equivalent shares – 90,47,264).

The Company declares and pays dividends in Indian rupees (₹). The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company on February 13, 2015 signed a Shareholder Agreement as amended by an Amendment Agreement dated December 11, 2015 (collectively the "Agreement") with the Investor Group in terms of which the Investor Group agreed to subscribe to 100 Crore equity shares at the rate of ₹ 18 per shares aggregating to ₹ 1,800.00 Crore, which were allotted on May 15, 2015. This is in addition to shares acquired under an Open Offer under SEBI Takeover Regulations. The key terms of the Agreement with the Investor Group are as follows;

- Appointment of one nominee director.
- Certain decisions by virtue of the agreement need shareholder approval.
- Investor group and Promoters of the Company shall be considered as Persons Acting in Concert under Regulation 2(1) (q) of the SEBI Takeover Regulations.
- If the Promoters decide to transfer any of their shareholding in the Company, they shall first offer these to the Investor Group. Also, if the Investor Group decide to transfer any of their shareholding in the Company, they shall first offer these to the Promoter Group.
- The Investor Group shares shall be subject to a lock-in period applicable under applicable regulations or one-year whichever is later.
- The Investor Group shall be consulted in accordance with the provisions of the Agreement.

c. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company issued 10,095,000 (previous year: 10,095,000) shares to employees under Employee stock purchase scheme, wherein part consideration was received in the form of employee services.

d. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer Note 38(b), under heading of “Closing balance”.

For details of shares reserved for issue on conversion of FCCBs, refer Note 21(c) (i) for terms of conversion / redemption.

For details of shares reserved for issue on conversion of Funded Interest Term Loan into equity shares or compulsory convertible debentures and issue of equity shares in lieu of sacrifice of the CDR Lenders, refer Note 21(a) (iv) for terms of conversion. There are no shares reserved for issue under options as at the balance sheet date.

e. **Details of shareholders holding more than 5% equity shares in the Company: Nil (previous year : Nil)**

Note: As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

20. Other equity

Refer Statement of Changes in Equity for detailed movement in equity balance.

	March 31, 2019	March 31, 2018
Equity component of compound financial instruments	28.50	28.50
Capital reserve	23.30	23.30
Capital redemption reserve	15.00	15.00
General reserve	908.56	862.96
Securities premium	9,239.10	9,239.10
Share option outstanding account	-	45.60
Foreign currency monetary item translation difference account (FCMITDA) (refer Note 2.3(b) and 50)	(16.21)	(42.17)
Retained earnings	(18,285.18)	(10,882.63)
Total	**(8,086.93)**	**(710.34)**

Nature and purposes of various items in other equity:

a. **Equity component of compound financial instruments**

The FCCB has been classified as compound financial instrument. This instrument has been split between equity and liability by primarily valuing the liability portion without equity conversion options. The balance between instrument value and liability component has been treated as the value of equity conversion options. On the date of transition the amount of FCMITDA has been recomputed under Ind AS. The difference in the value as a result has been transferred to retained earnings.

b. **Capital reserve**

The Company recognises profit or loss on purchase / sale of the equity instruments in case of merger to capital reserve.

c. **Capital redemption reserve**

The Company has transferred amount from statement of profit or loss to capital redemption reserve on redemption of preference shares issued by the company.

d. **General reserve**

The Company has transferred a portion of the net profit of the company before declaring dividend or a portion of net profit kept separately for future purpose is disclosed as general reserve.

e. **Securities premium**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

f. **Share option outstanding account**

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

g. **Foreign currency monetary item translation difference account (FCMITDA)**

The Company recognises FCMITDA for unamortised exchange difference pertains to long term foreign currency monetary items. (refer Note 2.3(b)).

21. Borrowings

	March 31, 2019	March 31, 2018
Non-current		
Term loans from banks (secured)	887.18	1,033.65
Term loans from financial institutions (secured)	955.35	1,190.00
Foreign currency convertible bonds (unsecured)	-	1,139.30
Total	**1,842.53**	**3,362.95**
Current		
Working capital facilities from banks (secured)	3,257.98	3,766.74
Total	**3,257.98**	**3,766.74**

a) Corporate debt restructuring (CDR)

During the financial year ended March 31, 2013, Suzlon Energy Limited ('SEL') along with its identified domestic subsidiaries and a joint venture collectively referred to as the 'Borrowers' and individually as the 'Borrower', had restructured various financial facilities (restructured facilities) from the secured CDR lenders under the Corporate Debt Restructuring Proposal. Pursuant to approval of CDR Package by the CDR Empowered Group ('CDR EG'), the implementation of the CDR package was formalised upon execution of Master Restructuring Agreement (MRA) between the CDR Lenders and Borrowers during the financial year ending March 31, 2013. The MRA inter-alia covers the provisions to govern the terms and conditions of restructured facilities.

The key features of the CDR package are as follows:

i. Repayment of Restructured Term Loans ('RTL') after moratorium of 2 years from cut-off date in 32 structured quarterly instalments commencing from December 2014 to September 2022. The moratorium period of 2 years has expired on September 30, 2014.

ii. Conversion of various irregular / outstanding / devolved financial facilities into Working Capital Term Loan ('WCTL') and the repayment terms of which are in similar to that of RTL with enabling mandatory prepayment obligations on realisation of proceeds from certain asset sale and capital infusion.

iii. Restructuring of existing fund based and non-fund based working capital facilities, subject to renewal and reassessment every year.

iv. Unpaid Interest due on certain existing facilities on cut-off date, interest accrued during the moratorium period on RTL and WCTL and interest on fund based working capital facilities for certain period were to be converted into Funded Interest Term Loans ('FITLs') and which were to be converted into equity shares of the Company.

v. The rate of interest on RTL, WCTL, FITL and fund based working capital facilities were reduced to 11.00% per annum with reset option in accordance with MRA.

vi. Waiver of existing events of defaults, penal interest and charges etc. in accordance with MRA.

vii. Contribution of ₹ 250.00 Crore in SEL by promoters, their friends, relatives and business associates as stipulated, conversion of existing promoter's loan of ₹ 145.00 Crore into equity shares / CCDs at the price determined in compliance with Securities and Exchange Board of India.

Other key features of the CDR Package are:

i. Right of Recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines and MRA and;

ii. SEL to issue equity shares in lieu of sacrifice of the CDR Lenders for the first three years from cut-off date at the price determined in compliance with Securities and Exchange Board of India, if exercised by CDR lenders.

In case of financial facilities availed from the non-CDR Lenders, the terms and conditions shall continue to be governed by the provisions of the existing financing documents.

During the financial year ended March 31, 2015, the restructuring proposal with Power Finance Corporation ('PFC') which is a non-CDR lender was approved by CDR EG. As per the terms of restructuring, the PFC has converted certain portion of interest accrued into FITL I and FITL II. Repayment of outstanding term loan would be in accordance with terms and conditions similar to those of RTL, whereas repayment of FITL I would be made in 32 equal quarterly instalments and should be co-terminus with RTL. Repayment of FITL II would be made in 16 quarterly instalments from December 2018 to September 2022. To give effect to the restructuring a bilateral agreement between the Borrower and PFC was entered into on November 27, 2018.

b) The details of security for the current and non-current secured loans are as follows:

i) In case of financial facilities from CDR lenders in accordance with MRA and non-CDR lenders, RTL, FITL aggregating ₹ 2,269.75 Crore (previous year: ₹ 2,392.86 Crore) of which ₹ 1,803.95 Crore (previous year: ₹ 2,175.50 Crore) classified as long-term borrowings and ₹ 465.78 Crore (previous year: ₹ 217.36 Crore) classified as current maturities of long-term borrowings, fund based working capital facilities of ₹ 1,997.20 Crore (previous year: ₹ 2,276.08 Crore), and non-fund based working capital facilities are secured by first pari passu charge except PFC's FITL I and II on all chargeable present and future tangible / intangible movable assets of each of the Borrowers, first charge on all chargeable present and future immovable assets (excluding the identified properties) of each of the Borrowers, first charge on all present and future chargeable current assets of each of the Borrowers, first charge over Trust and Retention Account ('TRA') and other bank accounts of the Borrowers, pledge of equity shares held by SEL in its identified domestic subsidiaries and a joint venture which are forming part of the Borrowers, negative lien over the equity shares held by SEL in SE Forge Limited, negative lien over the shares of Suzlon Energy Limited, Mauritius ('SELM') and AE Rotor Holding BV held by SEL, pledge of certain equity shares of SEL held by its promoters, personal guarantee of the chairman and managing director of SEL and limited personal guarantee of an erstwhile director of a subsidiary.

ii) ₹ 44.00 Crore (previous year: ₹ 49.71 Crore) of which ₹ 35.00 Crore (previous year: ₹ 42.25 Crore) classified as long-term borrowings and ₹ 9.00 Crore (previous year: ₹ 7.46 Crore) classified as current maturities of long-term borrowings is secured by first pari passu charge on all the assets of the borrowers provided to the

CDR lenders shown in long-term borrowings. This loan is repayable in 24 quarterly structured instalments starting from March 2018 quarter.

iii) ₹ 5.36 Crore (previous year: ₹ 6.13 Crore) of which ₹ 3.45 Crore (previous year: ₹ 4.98 Crore) classified as long-term borrowings and ₹ 1.91 Crore (previous year: ₹ 1.15 Crore) classified as current maturities of long-term borrowings is secured by first pari passu charge on all the assets of the borrowers provided to the CDR lenders shown in long-term borrowing. This loan is repayable in 16 quarterly structured instalments starting from October 2018 quarter.

iv) ₹ Nil (previous year: ₹ 403.82 Crore) secured by way of exclusive charge on the stock, receivables and escrow bank account maintained for the identified projects with the lender, priority over cash flows due to Project specific funding, First pari-passu charge over all existing domestic assets as available to CDR and non-CDR lenders (excluding offshore securities) including current assets from the project on reciprocal basis.

v) Vehicle loan of ₹ 0.99 Crore (previous year: ₹ 2.37 Crore) of which ₹ 0.13 Crore (previous year: ₹ 0.92 Crore) classified as long-term borrowings and ₹ 0.86 Crore (previous year: ₹ 1.45 Crore) classified as current maturities of long-term borrowings is secured against vehicle under hire purchase contract.

vi) ₹ 583.66 Crore (previous year: ₹ 472.74 Crore) secured by first pari-passu charge on all the existing domestic assets as available with existing lenders, both CDR and non-CDR lenders (excluding offshore securities) and escrowing the receivables from the identified projects, personal guarantee of chairman and managing director of the Company.

vii) ₹ 677.12 Crore (previous year: ₹ 614.10 Crore) secured by first pari-passu charge on all current assets (except for land considered as stock in trade) and first pari-passu charge on all property, plant and equipment and this is shown in short term borrowings.

c) Foreign currency convertible bonds (FCCB's)

i) Following are the key terms of the bonds post restructuring:

Particulars	July 2019 Bonds
Issue date	July 15, 2014
Outstanding post restructuring (in USD)	546.92 Million
Face value per bond (in USD)	1,000
Conversion price per share (₹)	15.46
Fixed exchange rate (₹/ USD)	60.225
Redemption amount as a % of principal amount (%)	100.00
Coupon rate	3.25% for first 18 months 5.75% for balance 42 months
Maturity date	July 16, 2019
Current outstanding (in USD)	172.00 Million

Since the date of issuance, bonds equivalent to USD 374.92 Million of July 2019 have been converted into shares by March 31, 2019.

d) The details of repayment of long-term borrowing are as follows :

Particulars	Year	Up to 1 year	2 to 5 years	Above 5 years	Total
Secured loans*	March 31, 2019	477.56	1,842.53	-	2,320.09
	March 31, 2018	227.42	2,013.03	210.62	2,451.07
Unsecured loans	March 31, 2019	1,205.08	-	-	1,205.08
	March 31, 2018	-	1,139.30	-	1,139.30
Total	**March 31, 2019**	**1,682.64**	**1,842.53**	**-**	**3,525.17**
	March 31, 2018	**227.42**	**3,152.33**	**210.62**	**3,590.37**

* The effective rate of interest on long term borrowings ranges between 10.50% p.a. to 14.65% p.a. and on short-term borrowing ranges between 9.25% to 12.75% during the year, depending upon the prime lending rate of the banks and financial institutions at the time of borrowing, wherever applicable, and the interest rate spread agreed with the banks.

e) A financial institution has converted interest of ₹ 37.99 Crore (previous year: ₹ 53.75 Crore) to long-term borrowings.

f) The Company has made certain defaults in repayment of financial facilities and payment of interest. The details of continuing default as at March 31, 2019 is as below:

Particulars	March 31, 2019		March 31, 2018	
	Amount ₹ Crore	Period of delay in days	Amount ₹ Crore	Period of delay in days
Repayment of term loan	85.09	Upto 1 day	-	-
Repayment of interests and other finance cost	7.88	Upto 6 days	-	-
Repayment of working capital facility	283.66	Upto 1 day	-	-
Letter of credit devolvement	35.75	Upto 12 days	-	-

g) During the year and as at March 31, 2019, the Company has made defaults in payment of dues towards term loan, working capital facility and interest. After March 31, 2019, the Company has obtained balance confirmation and repayment schedule of outstanding Rupee Term Loan as of March 31, 2019 from the lenders. Based on the maturity of the term loan instalments payables as per the balance confirmation, the Company has classified the borrowings under current and non-current.

22. Other financial liabilities

	March 31, 2019	March 31, 2018
Non-current		
Other liabilities	6.49	9.48
Total	**6.49**	**9.48**
Current		
Current maturities of long-term borrowings	1,682.64	227.42
Interest accrued on borrowings	44.19	11.02
Other liabilities*	964.37	1,099.39
Total	**2,691.20**	**1,337.83**

* Primarily includes provision for recompense and SEB / nodal agencies deposit.

23. Provisions

	March 31, 2019	March 31, 2018
Non-current		
Employee benefits	21.80	17.96
Provision for performance guarantee, maintenance and warranty and liquidated damages	74.57	69.66
Provision for liability towards SBLC facility (refer Note 4)	3,937.69	-
Total	**4,034.06**	**87.62**
Current		
Employee benefits	21.34	20.81
Provision for performance guarantee, maintenance and warranty and liquidated damages	612.18	675.12
Total	**633.52**	**695.93**

In pursuance of Ind AS 37 - 'Provisions, contingent liabilities and contingent assets, the provisions required have been incorporated in the books of account in the following manner:

Particulars	Performance guarantee	Operation, maintenance and warranty	Liquidated damages
Opening balance	**51.66**	**350.35**	**342.77**
	(46.13)	(363.96)	(286.40)
Additions during the year	**44.04**	**68.59**	**240.54**
	(82.34)	(101.13)*	(145.48)
Unwinding of warranty discounting and deferral of O & M	**-**	**7.46**	**-**
	(-)	(-3.09)	(-)
Utilisation	**17.88**	**108.62**	**166.31**
	(69.86)	(111.65)	(44.58)
Reversal	**4.15**	**-**	**121.70**
	(6.95)	(-)	(44.53)
Closing balance	**73.67**	**317.78**	**295.30**
	(51.66)	(350.35)	(342.77)

* Includes expenditure booked under various expenditure heads by their nature.

Performance guarantee ('PG') represents the expected outflow of resources against claims for performance shortfall expected in future over the life of the guarantee assured. The period of performance guarantee varies for each customer according to the terms of contract. The key assumptions in arriving at the performance guarantee provisions are wind velocity, plant load factor, grid availability, load shedding, historical data, wind variation factor etc.

Operation, maintenance and warranty ('O&M') represents the expected liability on account of field failure of parts of WTG and expected expenditure of servicing the WTGs over the period of free operation, maintenance and warranty, which varies according to the terms of each sales order.

Liquidated damages ('LD') represents the expected claims which the Company may need to pay for non-fulfilment of certain commitments as per the terms of the respective sales / purchase contracts. These are determined on a case to case basis considering the dynamics of each contract and the factors relevant to that sale.

The figures shown against 'Utilisation' represent withdrawal from provisions credited to statement of profit and loss to offset the expenditure incurred during the year and debited to statement of profit and loss.

24. Other liabilities

	March 31, 2019	March 31, 2018
Non-current		
Deferred revenue	11.70	29.99
Total	**11.70**	**29.99**
Current		
Statutory dues	45.21	16.75
Deferred revenue	18.29	9.32
Others*	0.02	16.32
Total	**63.52**	**42.39**

* Primarily includes deposits adjustable against asset and accruals.

25. Trade payables

	March 31, 2019	March 31, 2018
Outstanding dues of micro enterprises and small enterprises	33.99	25.16
Trade payables to related parties	654.73	996.16
Trade payables	1,104.62	1,412.76
Total	**1,793.34**	**2,434.08**

Details of due to micro and small enterprises as defined under MSMED Act, 2006

Sl No.	Particulars	March 31, 2019	March 31, 2018
a)	Principal amount remaining unpaid to any supplier as at the end of the accounting year.	33.99	25.16
b)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.61	1.95
c)	Amount of interest paid along with the amounts of payment made to the supplier beyond due date.	102.77	120.00
d)	Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act.	1.98	4.08
e)	Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
f)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid.	2.59	59.38

The Company has identified small enterprises and micro enterprises, as defined under the MSMED Act by requesting confirmation from the vendors to the letters circulated by the Company.

Break up of financial liabilities at amortised cost

	March 31, 2019	March 31, 2018
Borrowings (refer Note 21)	5,100.51	7,129.69
Trade payables (refer Note 25)	1,793.34	2,434.08
Other financial liabilities (refer Note 22)	2,697.69	1,347.31
Total	**9,591.54**	**10,911.08**

26. Revenue from operations

26.1 Disaggregated revenue information

	March 31, 2019	March 31, 2018
Type of goods and services		
Sale of wind turbines, solar systems and other parts	2,316.91	5,810.79
Sale of services	132.39	117.74
Scrap sales	21.78	25.04
Total	**2,471.08**	**5,953.57**
Geography		
India	2,445.01	5,691.52
Outside India	26.07	262.05
Total	**2,471.08**	**5,953.57**
Timing of revenue recognition		
Goods transferred at a point in time	2,338.69	5,835.83
Services transferred over time	132.39	117.74
Total	**2,471.08**	**5,953.57**

26.2 Contract balances

	March 31, 2019	March 31, 2018
Trade receivables	1,090.61	1,896.77
Contract liabilities	1,211.41	720.40

Trade receivables are non-interest bearing and are generally on terms of 30 to 45 days.

Contract liabilities include advances received to deliver goods.

26.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	March 31, 2019	March 31, 2018
Revenue as per contracted price	2,633.87	6,142.62
Adjustments		
Liquidated damages (refer Note 26.3 a below)	(118.84)	(100.95)
Performance guarantee (refer Note 26.3 b below)	(39.89)	(75.39)
Sales commission	(4.06)	(12.71)
	2,471.08	**5,953.57**

a. Liquidated damages includes provision made during the year amounting to ₹ 118.84 Crore (previous year: ₹ 100.95 Crore). It also includes expenditure incurred during the year amounting to ₹ 166.31 Crore (previous year: ₹ 44.58 Crore) and the same amount of ₹ 166.31 Crore (previous year: ₹ 44.58 Crore) is withdrawn from provision.

b. Performance guarantee includes provision made during the year amounting to ₹ 39.89 Crore (previous year: ₹ 75.39 Crore). It also includes expenditure incurred during the year amounting to ₹ 17.88 Crore (previous year: ₹ 69.86 Crore) and same amount of ₹ 17.88 Crore (previous year: ₹ 69.86 Crore) is withdrawn from provision.

26.4 Performance obligation

Information about the Company's performance obligations are summarised below:

WTG equipment

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 30 to 45 days from completion of contract milestone. Standard warranty period beyond fixing the defects that existed at the time of sale is provided to customers. The warranty is accounted for as a separate performance obligation and a portion of transaction price is allocated. The performance obligation for the warranty service is satisfied over the standard period on time elapsed.

Project services

Project services includes civil foundation, electrical, installation and commissioning of WTG's. The performance obligation is satisfied over-time and payment is generally due upon completion of milestone as per terms of the contract.

Power evacuation infrastructure facilities

The performance obligation is satisfied upon commissioning and electrical installation of the Wind Turbine Generator (WTG) and solar park to the said facilities followed by approval for commissioning of WTG from the concerned authorities.

Land revenue

In case of leasehold, the performance obligation is satisfied upon the transfer of leasehold rights to the customers, for outright sale, the performance obligation is satisfied when control of asset in respect of title of land is transferred to the customers as per the terms of the respective sales order. The performance obligation for land development is satisfied upon rendering of the service as per the terms of the respective sales order.

Operation and maintenance income ('OMS')

The performance obligation is satisfied over-time and payment is due within 30 days from invoice date which is raised as per contractual agreement.

27. Other income

	March 31, 2019	March 31, 2018
Interest income on		
Financial assets measured at amortised cost		
on inter corporate deposit	298.36	300.77
on deposits with banks	22.60	21.67
on other financial assets	61.41	31.02
Financial liabilities measured at amortised cost	0.54	0.27
Net gain on assets measured at fair value through profit or loss	1.20	1.24
Income – SBLC commission	51.59	-
Gain on sale of mutual funds measured at fair value through profit or loss	0.28	14.19
Total	**435.98**	**369.16**

28. Cost of raw materials and components consumed

		March 31, 2019	March 31, 2018
Consumption of raw materials (including project business)			
Opening inventory		575.34	926.04
Add: Purchases		1,365.84	2,394.40
		1,941.18	**3,320.44**
Less : Closing inventory		423.26	575.34
		1,517.92	**2,745.10**
Purchase of traded goods		**5.81**	**987.95**
(Increase) / decrease in stocks:			
Opening inventory			
Finished, semi-finished goods and work- in- progress		813.72	1,192.79
Land and land lease rights		6.00	12.23
	(A)	**819.72**	**1,205.02**
Closing inventory			
Finished, semi-finished goods and work- in- progress		617.72	813.72
Land and land lease rights		6.00	6.00
	(B)	**623.72**	**819.72**
(Increase) / decrease in stocks	**(C) = (A) - (B)**	**196.00**	**385.30**

29. Employee benefits expense

	March 31, 2019	March 31, 2018
Salaries, wages, allowances and bonus	297.54	246.18
Contribution to provident fund and other funds*	19.01	20.66
Staff welfare expenses	9.99	11.64
Total	**326.54**	**278.48**

*Includes gratuity expense of ₹ 6.09 Crore (previous year: ₹ 6.76 Crore).

30. Finance costs

	March 31, 2019	March 31, 2018
Interest expense on		
Financial liabilities measured at amortised cost	820.08	753.92
Financial assets measured at amortised cost	-	8.97
Unwinding of long term provisions	4.98	4.07
Bank charges	113.61	147.84
Compensation in lieu of bank sacrifice	-	292.93
Exchange difference to the extent considered as an adjustment to borrowing cost	4.98	15.11
Total	**943.65**	**1,222.84**

31. Depreciation and amortisation expenses

	March 31, 2019	March 31, 2018
Depreciation on property, plant and equipment (refer Note 6)	171.84	151.86
Amortisation of intangible assets (refer Note 7)	92.18	91.73
Amortisation of goodwill (refer Note 7)	171.56	171.56
Depreciation on investment property (refer Note 9)	3.33	4.13
Total	**438.91**	**419.28**

32. Other expenses

	March 31, 2019	March 31, 2018
Stores and spares consumed	46.61	90.08
Power and fuel	12.94	16.84
Factory and site expenses	29.48	47.40
Repairs and maintenance:		
Plant and machinery	4.21	4.22
Building	3.63	3.02
Others	23.97	23.63
Operation and maintenance charges	92.90	86.51
Rent	31.54	37.45
Rates and taxes	4.38	7.35
Operation, maintenance and warranty expenditure (refer Note 23)	71.09	97.35
Quality assurance expenses	0.73	10.48
R & D, certification and product development	26.88	21.42
Insurance	11.87	12.07
Advertisement and sales promotion	5.07	6.57
Freight outward and packing expenses	67.19	156.36
Travelling, conveyance and vehicle expenses	36.01	40.01
Communication expenses	5.04	6.67
Auditors' remuneration and expenses (refer details below)	0.74	0.84
Consultancy charges	67.21	59.32
CSR, charity and donations	4.29	4.49
Security expenses	6.90	7.61
Miscellaneous expenses	77.85	97.46
Exchange differences, net	112.73	132.00
Bad debts written off	1.49	11.17
Impairment allowance	(8.14)	(4.49)
Reversal for doubtful debts and advances, net	(40.37)	(28.62)
Gain on disposal of property, plant and equipment and investment property, net	(14.99)	(30.83)
Total	**681.25**	**916.38**

The Company has average negative net profit for preceding three financial years, and therefore CSR disclosure is not applicable.

Payment to auditors

	March 31, 2019	March 31, 2018
As auditor:		
Statutory audit fees	0.70	0.75*
Certification and other advisory services	0.07	0.04
Reimbursement of out of pocket expenses	0.04	0.05
Total	**0.81**	**0.84**

* Includes payment made to earlier statutory auditors.

33. Exceptional items

	March 31, 2019	March 31, 2018
Impairment provision on financial assets(refer Note 33a)	2,354.54	546.00
Provision for liability towards SBLC facility (refer Note 4)	3,937.69	-
Fair valuation and (gain) / loss on sale of investment (refer Note 33b)	1.89	-
(Write back)/ provision of (liabilities) / assets of an associate, net (refer Note 33c)	(12.74)	-
Total	**6,281.38**	**546.00**

a. The Company has made provision for investments, loans and other financial assets to subsidiaries of ₹ 2,354.54 Crore (previous year: ₹ 546.00 Crore).

b. During the year, the Company has disposed off its investments in certain joint ventures and subsidiaries engaged in solar business which were classified as "held for sale" as at March 31, 2018. The net loss arising on disposal of the same and fair value of assets held for sale is ₹ 1.89 Crore (refer Note 18).

c. The Company has recognised an impairment provision on investments of ₹ 58.33 Crore and write back of liabilities of Suzlon Energy (Tianjin) Limited, an associate company aggregating to ₹ 71.07 Crore.

34. Income tax

a. Components of income tax expense

	March 31, 2019	March 31, 2018
Current tax	1.35	1.40
Total	**1.35**	**1.40**

b. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2019 and March 31, 2018:

	March 31, 2019	March 31, 2018
Accounting profit before income tax	**(7,411.98)**	**(1,154.74)**
Enacted tax rates in India	34.944%	34.608%
Computed tax expense	(2,590.04)	(399.63)
Non-deductible expenses for tax purpose	1.53	5.33
Deductible expenses for tax purpose	-	(10.99)
Expenses taxable at different rates	(5.24)	-
Non-taxable income for tax purpose	-	-
Adjustments in respect of current income tax of previous years	-	-
Unused tax loss	2,595.10	406.69
Utilisation of previously unrecognised tax losses	-	-
Tax expense as per statement of profit and loss	**1.35**	**1.40**

c. Details of carry forward losses and unused credit on which no deferred tax asset is recognised by the Company are as follows:

Unabsorbed depreciation can be carried forward indefinitely. Business loss and capital loss can be carried forward for period for 8 years from the year in which losses arose. MAT credit can be carried forward up to a period of 15 years. Majority of the business loss will expire between March 2021 to March 2024. Majority of the capital loss will expire between March 2024 to March 2025. MAT credit will expire in March 2023.

	March 31, 2019	March 31, 2018
Business loss	4,599.13	4,143.13
Unabsorbed depreciation	1,182.16	950.45
Long term capital loss	2,408.76	2,327.99
MAT credit	101.56	161.88
Total	**8,311.66**	**7,583.45**

35. Components of other comprehensive income (OCI)

	March 31, 2019	March 31, 2018
Re-measurement gains (losses) on defined benefit plans	0.54	7.17
Total	**0.54**	**7.17**

36. Earnings / (loss) per equity share (EPS)

	March 31, 2019	March 31, 2018
Basic		
Net profit / (loss) after tax	(7,413.33)	(1,156.14)
Weighted average number of equity shares	5,319,774,121	5,257,378,830
Basic earnings / (loss) per share of ₹ 2 each	(13.94)	(2.20)
Diluted		
Profit / (loss) attributable to equity shareholders	(7,413.33)	(1,156.14)
Add: Interest on foreign currency convertible bonds (net of tax)	104.09	50.84
Adjusted net profit / (loss) after tax	(7,309.24)	(1,105.30)
Weighted average number of equity shares	5,319,774,121	5,257,378,830
Add: Potential weighted average equity shares that could arise on		
conversion of foreign currency convertible bonds	670,040,133	733,244,674
conversion of employee stock option	-	3,109,312
Weighted average number of equity shares for diluted EPS	5,989,814,254	5,993,732,816
Diluted earnings / (loss) per share (₹) of face value of ₹ 2 each	(13.94)*	(2.20)*

*Since the earnings / (loss) per share computation based on diluted weighted average number of shares is anti-dilutive, the basic and diluted earnings / (loss) per share is the same.

37. Post-employment benefit plans

Defined contribution plan:

During the year the Company has recognised ₹ 11.54 Crore (previous year: ₹ 12.04 Crore) in the statement of profit or loss towards employer contribution to provident fund/ pension fund.

Defined benefit plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five or more years of service is eligible for gratuity. Gratuity is computed based on 15 days salary based on last drawn salary for each completed year of service. The scheme is partially funded with an insurance company in the form of a qualifying insurance policy.

Net employees benefit expense recognised in statement of profit and loss and in other comprehensive income:

	March 31, 2019	March 31, 2018
Current service cost	4.96	5.84
Net interest cost	0.94	0.92
Net defined benefit cost recognised in statement of profit and loss	**5.90**	**6.76**
Other comprehensive income		
Re-measurement for the period - obligation (gain) / loss	(0.73)	(7.11)
Re-measurement for the period – plan assets (gain) / loss	0.19	(0.06)
Total defined benefit expense recognised in OCI	**(0.54)**	**(7.17)**
Total	**5.36**	**(0.41)**

Changes in the defined benefit obligation:

	March 31, 2019	March 31, 2018
Opening defined benefit obligation	42.82	46.44
Current service cost	4.96	5.84
Interest cost	3.30	3.25
Benefits paid	(4.26)	(4.19)
Acquisition adjustment / settlement cost	(0.04)	(1.41)
Re-measurement adjustment:		
Experience adjustments	(1.29)	0.95
Actuarial changes arising from changes in demographic assumptions	0.03	0.18
Actuarial changes arising from changes in financial assumptions	0.54	(8.24)
Closing defined benefit obligation	**46.05**	**42.82**

Changes in the fair value of plan assets:

	March 31, 2019	March 31, 2018
Opening fair value of plan assets	30.73	33.27
Interest income	2.36	2.33
Contributions by employer towards approved fund	0.48	0.67
Benefits paid	(4.26)	(4.19)
Acquisition adjustment / settlement cost	(0.04)	(1.41)
Re-measurements - return on plan assets, excluding amount recognised in net interest expense	(0.19)	0.06
Closing fair value of plan assets	**29.08**	**30.73**
Actual return on plan assets	2.13	2.33

Major categories of plan assets of the fair value of total plan assets

	March 31, 2019	March 31, 2018
Funds managed by insurer	100%	100%

The composition of investments in respect of funded defined benefit plans are not available, the same has not been disclosed

Net asset / (liability) recognised in the balance sheet:

	March 31, 2019	March 31, 2018
Current portion	4.92	4.89
Non-current portion	41.13	37.93
Present value of defined benefit obligation as at the end of the period	46.05	42.82
Fair value of plan assets as at the end of the period	29.08	30.73
Net asset / (liability) recognised in the balance sheet	**(16.97)**	**(12.09)**

Principal assumptions used in determining gratuity obligations:

	March 31, 2019	March 31, 2018
Discount rate (in %)	7.55	7.70
Future salary increases (in %)	8.00	8.00
Life expectation (in years)	8.40	8.26
Attrition Rate	18.65% at younger ages and reducing to 8.69% at older ages according to graduated scale	17.10% at younger ages and reducing to 8.20% at older ages according to graduated scale

During the year, the Company has reassessed the actuarial assumption for attrition rate based on trend of attrition.

Quantitative sensitivity analysis for significant assumption:

Particulars	March 31, 2019		March 31, 2018	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)	3.90	(3.41)	3.58	(3.13)
Future salary increases (- / + 1%)	(3.43)	3.85	(3.14)	3.55
Attrition rate (- / + 50% of attrition rates)	0.58	(0.36)	0.38	(0.23)

For the year ending on March 31, 2020 the Company expects to contribute ₹ 21.88 Crore (previous year: ₹ 16.82 Crore) towards its defined benefit plan.

The average duration of the defined benefit plan obligation at the end of the reporting period is 8 years (previous year: 8 years).

38. Share-based payments

Employees Stock Option Plan 2009

The Scheme shall be applicable to the Company, subsidiary companies and may be granted to the permanent employees of the Company or its subsidiaries or its holding company, as determined by the Compensation Committee. Once the options vest as per the schedule, they would be exercisable by the option holder and the shares arising on exercise of such options shall not be subject to any lock-in period provided however that the shares allotted on such exercise cannot be sold for a period of 30 days from the date of allotment in terms of the Insider Trading Code of the Company. The exercise price for the purposes of the grant of options shall be 20% discount to the closing price of the equity shares of the Company on the Bombay Stock Exchange Limited on the date of the grant. The employee stock options granted shall be capable of being exercised within a period of five years from the date of first vesting. Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or in such other manner as the Compensation Committee may decide.

Employees Stock Option Plan 2014

The Scheme shall be applicable to the employees of the Company, its subsidiary companies in India and abroad, any successor company thereof and may be granted to the employees of the Company and its subsidiary companies, as determined by the Nomination and Remuneration Committee. Options granted under this scheme would vest in tranches not earlier than one year and not later than a maximum of three years (revised to five years) from the date of grant of such options. Vesting of options would be subject to continued employment with the Company or subsidiary companies, as the case may be, and thus the options would vest on passage of time. The options would be granted at an exercise price equal to the closing market price of the shares of the Company or certain discount to the closing market price on the NSE on the date of grant or such other price as may be decided by the Nomination and Remuneration Committee. Once the options vest as per the schedule, they would be exercisable by the option holder and the shares arising on exercise of such options shall not be subject to any lock-in period provided however that the shares allotted on such exercise cannot be sold for a period of 30 days from the date of allotment in terms of the Insider Trading Code of the Company. The employee stock options granted shall be capable of being exercised within a period of three years (revised to five years) from the date of first vesting. Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or in such other manner as the Nomination and Remuneration Committee may decide.

The expenses arising from equity settled shared-based payment transaction is ₹ Nil (previous year: ₹ Nil)

a) The following schemes were in operation during April 1, 2018 to March 31, 2019:

Particulars	ESOP Perpetual-I (Tranche VIII)	Special ESOP 2014
	Scheme XII	Scheme XIV
Grant date	25-May-12	23-Jun-14
Board approval date	16-Jun-08	14-Feb-14
Shareholder approval	13-Aug-09	27-Mar-14
Options granted (Nos)	25,000	4,50,00,000
Exercise price (₹)	20.85	26.95
Method of settlement	Equity	Equity

Particulars	ESOP Perpetual-I (Tranche VIII)	Special ESOP 2014
	Scheme XII	Scheme XIV
Vesting period		
Tranche 1	26-May-13	23-Jun-15
Tranche 2	26-May-14	23-Jun-16
Tranche 3	26-May-15	-
Vesting %		
Tranche 1	50%	50%
Tranche 2	25%	50%
Tranche 3	25%	-
Exercise period (end date)	Till 25-May-2017	Till 31-Mar -2019

b) **The movement in the stock options during the year ended March 31, 2019 and March 31, 2018 are as below:**

Particulars	Special ESOP 2014 Scheme XIV	
	March 31, 2019	March 31, 2018
Opening balance	31,041,300	37,821,800
Granted during the year	-	-
Forfeited / cancelled during the year	1,596,300	6,780,500
Exercised during the year	-	-
Expired during the year	29,445,000	-
Closing balance	-	31,041,300
Exercisable at the end of the year (included in closing balance of option outstanding)	-	31,041,300

The following tables list the inputs to the models used for the two plans for the years ended March 31, 2019 and March 31, 2018, respectively:

Particulars	Special ESOP 2014 Tranche I Scheme XIV	Special ESOP 2014 Tranche II Scheme XIV
Dividend yield (%)	Nil	Nil
Expected volatility (%)	65.45%	63.79%
Risk–free interest rate (%)	8.63%	8.64%
Expected life of share options (years)	2.0	2.50
Weighted average share price (INR)	13.37	14.51
Model used	Lattice Model	Lattice Model

39. Operating leases

The Company has taken certain premises under operating leases.

Expenses under cancellable operating lease and rental contracts during the year is ₹ 21.23 Crore (previous year: ₹ 27.47 Crore).

Expenses under non-cancellable operating lease and rental contracts during the year is ₹ 10.31 Crore (previous year: ₹ 9.98 Crore).

Future minimum rentals payable under non-cancellable operating lease and rental contracts as per the respective agreements are as follows:

Obligation under non-cancellable operating leases:

	March 31, 2019	March 31, 2018
Not later than one year	10.63	10.31
Later than one year and not later than five years	45.18	44.38
Later than five years	-	23.36

40. Capital and other commitments

	March 31, 2019	March 31, 2018
Estimated amount of contract remaining to be executed on capital accounts and not provided for, net of advances	22.66	42.71
Commitments for investments in subsidiaries and joint ventures	405.00	405.00
Commitments relating to lease arrangements	refer Note 39	refer Note 39
	427.66	**447.71**

41. Contingent liabilities

	March 31, 2019	March 31, 2018
Customs duty, service tax and VAT related matters pending in appeal *	87.77	87.88
Amounts in respect of MSMED	2.59	59.38
Guarantees given on behalf of subsidiaries in respect of loans / guarantee granted to them by banks / financial institutions	125.45	53.55

* includes demand from tax authorities for various matters. The Company / tax department has preferred appeals on these matters and the same are pending with various appellate authorities. Considering the facts of the matters, no provision is considered necessary by management.

A few law suits have been filed on the Company by some of their suppliers for disputes in fulfilment of obligations as per supply agreements. Further, few customers of the Company have disputed certain amount as receivable which the Company believes is contractually not payable. These matters are pending for hearing before respective courts, the outcome of which is uncertain. The management has provided for an amount as a matter of prudence which it believes shall be the probable outflow of resources.

The Company has stood as co-borrower for loans granted to the Company and its fellow subsidiaries for which certain securities defined in Note 21(b) are provided, the amount of which liability of each of parties is not ascertainable.

42. Disclosure required under Sec 186(4) of the Companies Act, 2013

For details of loans and guarantees given to related parties refer Note 44 and Note 41.

For details of securities provided on behalf of borrowers under the CDR package refer Note 21(a) and Note 21(b).

For details of investments made refer Note 11.

43. Segment information

As permitted by paragraph 4 of Ind AS-108, 'Operating Segments', if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need to be presented only on the basis of the consolidated financial statements. Thus, disclosures required by Ind AS-108 are given in consolidated financial statements.

44. Related party transactions

A. List of subsidiaries, joint ventures and associates

Sl. No.	Name of the entity	Nature of relationship
1	AE-Rotor Holding B.V.	Subsidiary company
2	Anshuman Renewables Limited	Subsidiary company
3	Ataegina Forge Limited (iii)	Subsidiary company
4	Avind Desenvolvimento De Projetos De Energia Ltda (i)	Subsidiary company
5	Gale Green Urja Limited	Subsidiary company
6	Gale Solarfarms Limited (ii)	Subsidiary company
7	Hoenir Forge Limited (iii)	Subsidiary company
8	Jawbone Holdings LLC	Subsidiary company
9	Lacy Creek Windpower LLC	Subsidiary company
10	Lane City Wind LLC	Subsidiary company
11	Manas Renewables Limited	Subsidiary company
12	Parque Eolico El Almendro S.L.	Subsidiary company
13	SE Blades Technology B.V.	Subsidiary company
14	SE Drive Technik GmbH	Subsidiary company
15	SE Forge Limited	Subsidiary company
16	Sharanya Renewables Limited	Subsidiary company
17	Sirocco Renewables Limited	Subsidiary company
18	Seventus Development Holdings LLC	Subsidiary company
19	Seventus LLC (formerly Sure Power LLC)	Subsidiary company
20	Suryoday Renewables Limited	Subsidiary company
21	Suyash Renewables Limited	Subsidiary company
22	Suzlon Energia Elocia do Brasil Ltda (i)	Subsidiary company
23	Suzlon Energy A/S	Subsidiary company
24	Suzlon Energy Australia Pty Ltd	Subsidiary company
25	Suzlon Energy B.V.	Subsidiary company
26	Suzlon Energy Korea Co., Ltd.	Subsidiary company
27	Suzlon Energy Limited, Mauritius	Subsidiary company
28	Suzlon Global Services Limited	Subsidiary company
29	Suzlon Gujarat Wind Park Limited	Subsidiary company
30	Suzlon Power Infrastructure Limited	Subsidiary company
31	Suzlon Project VIII LLC	Subsidiary company
32	Suzlon Rotor Corporation	Subsidiary company
33	Suzlon Wind Energy (Lanka) Pvt Limited	Subsidiary company

Sl. No.	Name of the entity	Nature of relationship
34	Suzlon Wind Energy BH	Subsidiary company
35	Suzlon Wind Energy Corporation	Subsidiary company
36	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	Subsidiary company
37	Suzlon Wind Energy Espana, S.L	Subsidiary company
38	Suzlon Wind Energy Limited	Subsidiary company
39	Suzlon Wind Energy Nicaragua Sociedad Anonima	Subsidiary company
40	Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	Subsidiary company
41	Suzlon Wind Energy Romania SRL	Subsidiary company
42	Suzlon Wind Energy South Africa (PTY) Ltd	Subsidiary company
43	Suzlon Wind Energy Uruguay SA	Subsidiary company
44	Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	Subsidiary company
45	Tarilo Holding B.V.	Subsidiary company
46	Tornado Solarfarms Limited [ii]	Subsidiary company
47	Tsovinar Energy Limited [iii]	Subsidiary company
48	Vakratunda Renewables Limited	Subsidiary company
49	Valum Holding B.V.	Subsidiary company
50	Varadvinayak Renewables Limited	Subsidiary company
51	Vignaharta Renewable Energy Limited	Subsidiary company
52	Weyland Energy Limited [iii]	Subsidiary company
53	Wharton Wind, LLC	Subsidiary company
54	Aalok Solarfarms Limited	Joint venture
55	Abha Solarfarms Limited	Joint venture
56	Amun Solarfarms Limited [ii]	Joint venture
57	Avighna Solarfarms Limited [ii]	Joint venture
58	Consortium Suzlon Padgreen Co Ltd	Joint venture
59	Heramba Renewables Limited	Joint venture
60	Prathamesh Solarfarms Limited [ii]	Joint venture
61	Rudra Solarfarms Limited [ii]	Joint venture
62	SE Solar Limited [ii]	Joint venture
63	Shreyas Solarfarms Limited	Joint venture
64	Suzlon Generators Limited	Joint venture
65	Vayudoot Solarfarms Limited	Joint venture
66	Suzlon Energy (Tianjin) Limited	Associate company

[i.] Under liquidation and ceased to be subsidiary we.f. July 14, 2017.
[ii.] Sold during the year
[iii.] Liquidated during the year.

B. Other related parties with whom transactions have taken place during the year

a. Entities where Key Management Personnel ('KMP') / Relatives of Key Management Personnel ('RKMP') have significant influence (EKMP)

Aarav Renewable Energy, Aspen infra Padubidri Private Limited, Aspenpark infra Coimbatore Private Limited, Aspen Infrastructures Limited[i], Brij Wind Energy, Girish R. Tanti (HUF), PT Wind Energy, Rajan Renewable Energy, Sandla Wind Project Private Limited[ii], Sarjan Realities Limited, Saroja Renewables Limited[ii], SE Freight & Logistics India Private Limited, Shanay Renewables Limited[ii], Skeiron Renewable Energy Amidyala Limited[ii], Skeiron Renewable Energy Kustagi Limited[ii], Skeiron Renewable Energy Private Limited[ii], Skeiron Green Power Private Limited[ii], Synefra Infrastructures Limited and Windforce Management Services Private Limited.

b. Key Management Personnel (KMP)

Biju George Kozhippattu, Brij Mohan Sharma[iii], Girish R. Tanti, Hemal Kanuga, Jayarama Prasad Chalasani, Kirti J. Vagadia, Marc Desaedeleer, Per Hornung Pedersen, Pratima Ram, Rajiv Jha[iv], Ravi Uppal, Tulsi R. Tanti, Vaidhyanathan Raghuraman[v], Venkataraman Subramanian, Vijaya Sampath and Vinod R. Tanti

c. Relatives of Key Management Personnel (RKMP)

Nidhi T. Tanti, Rajan Tanti

d. Employee funds

Superannuation fund

Employees group gratuity scheme

i. Ceased w.e.f. April 1, 2018
ii. Ceased w.e.f. October 31, 2018
iii. Ceased w.e.f. November 29, 2018
iv. Ceased w.e.f. April 06, 2018
v. Ceased w.e.f. March 31, 2019

C. **Transactions between the Company and related parties during the year and the status of outstanding balances as at March 31, 2019:**

Particulars	Subsidiaries	EKMP	Joint ventures	Associate	KMP	RKMP	Employee funds
Purchase of property, plant and equipment (including Intangibles)	14.86 (53.28)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Sale of property, plant and equipment	0.01 (0.00*)	- (11.80)	- (-)	- (-)	- (-)	- (-)	- (-)
Consideration received towards sale of WTG's under slump sale	- (8.51)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Subscription to / purchase of equity shares	33.52 (457.72)	- -	- (28.89)	- -	- (-)	- (-)	- (-)
Subscription to / purchase of CCD's	- (13.55)	- (-)	- (4.83)	- (-)	- (-)	- (-)	- (-)
Conversion of CCD's to equity shares	24.40 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Conversion of CCD's to non convertible debenture ('NCD')	32.78 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Sale of investments	- (-)	- (0.00)*	- (-)	- (-)	- (-)	- (-)	- (-)
Loan given	1,652.63 (1,840.74)	- (-)	34.16 (60.37)	- (-)	- (-)	- (-)	- (-)
Purchase of goods and services	288.53 (503.57)	191.32 (385.61)	78.28 (73.08)	- (-)	- (-)	- (-)	- (-)
Guarantee and warranty charges	- (-)	18.65 (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Sale of goods and services	154.84 (661.88)	- (682.15)	3.26 (757.51)	- (-)	- (-)	- (-)	- (-)
Interest income	420.95 (330.58)	9.72 (6.42)	0.69 (5.48)	- (-)	- (-)	- (-)	- (-)
Lease rent expense	- (-)	7.18 (8.80)	- (-)	- (-)	- (-)	- (-)	- (-)
Lease rent income	0.01 (0.01)	1.04 (1.04)	- (-)	- (-)	- (-)	- (-)	- (-)
Other operating Income	40.00 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Managerial remuneration	- (-)	- (-)	- (-)	- (-)	14.83 (23.60)	- (-)	- (-)
Remuneration	- (-)	- (-)	- (-)	- (-)	- (-)	0.85 (0.49)	- (-)
Director sitting fess	- (-)	- (-)	- (-)	- (-)	0.36 (0.38)	- (-)	- (-)
Contribution to various funds	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	0.38 (0.44)
Guarantee given	158.26 (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses payable	40.15 (18.73)	0.38 (4.89)	- (30.18)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses receivable	2.96 (61.46)	- (-)	0.08 (-)	- (-)	- (-)	- (-)	- (-)

*Less than ₹ 0.01 Crore

Outstanding balances:

Particulars	Subsidiaries	EKMP	Joint ventures	Associates	KMP	RKMP	Employee funds
Contract Liabilities	83.00 (80.78)	0.72 (0.35)	- (0.79)	- (-)	- (-)	- (-)	- (-)
Investments in equity shares and preference shares	9,211.74 (9,231.22)	- (-)	85.70 (221.70)	58.33 (58.33)	- (-)	- (-)	- (-)
Impairment allowance on investments	7,663.51 (6,814.11)	- (-)	- (-)	58.33 (-)	- (-)	- (-)	- (-)
Investments in CCD's	403.12 (453.81)	- (-)	45.34 (81.93)	- (-)	- (-)	- (-)	- (-)
Trade receivables	55.04 (119.73)	0.20 (99.45)	4.28 (40.31)	- (6.67)	- (-)	- (-)	- (-)
Loan given	3,355.80 (3,409.68)	- (-)	6.95 (10.93)	- (-)	- (-)	- (-)	- (-)
Impairment allowance on loans	1,974.48 (511.28)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Prepaid expense	- (-)	15.33 (18.76)	- (-)	- (-)	- (-)	- (-)	- (-)
Security deposit taken	- (-)	0.08 (0.08)	- (-)	- (-)	- (-)	- (-)	- (-)
Security deposits given	- (-)	45.17 (54.75)	- (-)	- (-)	- (-)	- (-)	- (-)
Impairment allowance on security deposit given	- (-)	3.53 (3.53)	- (-)	- (-)	- (-)	- (-)	- (-)
Financial assets	- (0.00)*	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Advance to supplier and other asset	344.78 (249.75)	4.39 (8.19)	- (2.93)	- (-)	- (-)	- (-)	- (-)
Impairment allowance on other assets	264.41 (221.41)	2.00 (2.00)	- (-)	- (-)	- (-)	- (-)	- (-)
Trade payables	634.33 (868.22)	17.08 (3.10)	3.32 (1.46)	- (123.38)	- (-)	- (-)	- (-)
Guarantees**	4,063.14 (3,759.19)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)

*Less than ₹ 0.01 Crore

** Guarantees includes guarantee given to AERH amounting to ₹ 3,937.69 Crore (previous year : ₹ 3,711.95 Crore) (refer Note 4)

Figures in bracket are in respect of previous year.

D. Disclosure of significant transactions with related parties

Type of transaction	Type of relationship	Name of the entity	Year ended March 31, 2019	2018
Purchase of property, plant and equipment (including intangibles)	Subsidiary	SE Blades Technology B.V.	-	10.44
	Subsidiary	Suzlon Gujarat Wind Park Limited	4.41	-
	Subsidiary	Suzlon Energy A/s	9.67	-
	Subsidiary	SE Drive Technik Gmbh	-	42.83
Sale of property, plant and equipment	Subsidiary	Suzlon Gujarat Windpark Limited	0.00*	0.00*
	Subsidiary	Suzlon Global Services Limited	0.01	-
	EKMP	Brij Wind Energy	-	11.80
Consideration received towards sale of WTG's under slump sale	Subsidiary	Suzlon Gujarat Windpark Limited	-	8.51

Type of transaction	Type of relationship	Name of the entity	Year ended March 31, 2019	2018
Subscription to / Purchase of equity shares	Subsidiary	AE Rotor Holding B.V.	33.52	363.68
	Subsidiary	Gale Solarfarms Limited	-	8.42
	Subsidiary	Suzlon Energy Limited, Mauritius	-	81.25
	Joint venture	SE Solar Limited	-	22.95
Conversion of CCD's to Equity Shares	Subsidiary	Gale Solarfarms Limited	18.01	-
	Subsidiary	Tornado Solarfarms Limited	6.39	-
Conversion of CCD's to NCD's	Subsidiary	Gale Solarfarms Limited	20.29	-
	Subsidiary	Tornado Solarfarms Limited	12.49	-
Subscription to / Purchase of CCD's	Subsidiary	Gale Solarfarms Limited	-	8.09
	Subsidiary	Tornado Solarfarms Limited	-	5.46
	Joint venture	Heramba Renewables Limited	-	2.09
	Joint venture	Rudra Solarfarms Limited	-	2.73
Sale of investments	EKMP	Skeiron Renewable Energy Private Limited	-	0.00*
Loan given	Subsidiary	Suzlon Gujarat Windpark Limited	990.81	1,267.01
	Subsidiary	Suzlon Power Infrastructure Limited	235.79	149.84
	Subsidiary	Suzlon Global Services Limited	425.98	396.24
Purchase of goods and services	Subsidiary	Suzlon Gujarat Wind Park Limited	56.64	51.15
	Subsidiary	SE Forge Limited	57.83	145.92
	Subsidiary	Suzlon Global Services Limited	138.51	164.10
	Joint venture	Suzlon Generators Limited	78.28	73.08
	EKMP	SE Freight & Logistics India Private Limited	167.73	333.38
Sale of goods and services	Subsidiary	Seventus LLC (formerly Sure Power LLC)	-	219.34
	Subsidiary	Gale Solarfarms Limited	-	245.73
	Subsidiary	Suzlon Global Services Limited	28.42	22.37
	Subsidiary	Suzlon Gujarat Wind Park Limited	116.02	42.53
	Joint venture	SE Solar Limited	0.02	273.26
	EKMP	Skeiron Renewable Energy Amidyala Limited	-	233.72
Other income	Subsidiary	Suzlon Gujarat Windpark Limited	163.86	128.84
	Subsidiary	Suzlon Power Infrastructure Limited	36.42	42.68
	Subsidiary	AE Rotor Holding B.V.	82.32	28.87
	Subsidiary	Suzlon Global Services Limited	135.93	128.25
Guarantee and Warranty Charges	EKMP	Skeiron Renewable Energy Amidyala Limited	10.03	-
	EKMP	Saroja Renewables Limited	3.24	-
	EKMP	Shanay Renewables Limited	2.49	-
Lease rent expense	EKMP	Aspen Infrastructure Limited	-	8.80
	EKMP	Aspen Infra Padubidri Private Limited	7.06	-
Lease rent income	EKMP	Skeiron Green Power Private Limited	-	0.64
	EKMP	Aspen Infrastructures Limited	-	0.29
	EKMP	Sarjan Realties Limited	0.94	-
Other operating income	Subsidiary	Suzlon Global Service Limited	40.00	-
Guarantees Given	Subsidiary	Suzlon Wind Energy Corporation	123.01	-
	Subsidiary	Suzlon Wind Energy Uruguay SA	35.25	-
Managerial remuneration	KMP	Tulsi R. Tanti	2.40	3.93
	KMP	Kirti J Vagadia	3.75	4.31
	KMP	J. P. Chalasani	5.71	9.03
	KMP	Vinod R Tanti	2.40	4.07
Remuneration	RKMP	Nidhi T. Tanti	0.50	0.49
	RKMP	Rajan Tanti	0.35	-
Director sitting fees	KMP	Girish R. Tanti	0.02	0.04
	KMP	Marc Desaedeleer	0.04	0.04
	KMP	Pratima Ram	0.04	0.04
	KMP	Vijaya Sampath	0.04	0.04
	KMP	Per Hornung Pedersen	0.05	0.05
	KMP	Vaidhyanathan Raghuraman	0.06	0.06
	KMP	Venkataraman Subramanian	0.04	0.04

Type of transaction	Type of relationship	Name of the entity	Year ended March 31, 2019	2018
Contribution to various funds	Employee funds	Suzlon Energy Limited-Superannuation fund	0.12	0.16
	Employee funds	Suzlon Energy Limited-Employees company gratuity scheme	0.26	0.28
Reimbursement of expenses payable	Subsidiary	Suzlon Energy Australia Pty. Limited	10.58	17.74
	Subsidiary	Suzlon Gujarat Wind Park Limited	17.54	-
	Subsidiary	Gale Solarfarms Limited	7.81	-
	Subsidiary	Tornado Solarfarms Limited	4.13	-
	Joint venture	SE Solar Limited	-	30.18
Reimbursement of expenses receivable	Subsidiary	Suzlon Gujarat Wind Park Limited	0.60	-
	Subsidiary	Suzlon Global Services Limited	2.06	-
	Subsidiary	AE Rotor Holding B.V.	-	59.15

Compensation of key management personnel of the Company recognised as an expense during the reporting period:

	March 31, 2019	March 31, 2018
Short-term employee benefits	13.05	21.76
Post-employment benefits	1.78	1.84
Total	**14.83**	**23.60**

Terms and conditions of transactions with related parties

Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

45. Fair value measurements

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements.

	Carrying value		Fair value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Financial assets				
Investments	1,951.37	2,762.92	1,951.37	2,762.92
Loans	1,392.78	2,948.26	1,392.78	2,948.26
Trade receivables	1,090.61	1,896.77	1,090.61	1,896.77
Cash and cash equivalents	16.20	446.70	16.20	446.70
Other financial assets	693.50	683.76	693.50	683.76
Total	**5,144.46**	**8,738.41**	**5,144.46**	**8,738.41**
Financial liabilities				
Borrowings	5,100.51	7,129.69	5,100.51	7,129.69
Trade payables	1,793.34	2,434.08	1,793.34	2,434.08
Other financial liabilities	2,697.69	1,347.31	2,697.69	1,347.31
Total	**9,591.54**	**10,911.08**	**9,591.54**	**10,911.08**

The carrying amounts of cash and cash equivalents, trade receivables, trade payables, and other current liabilities are considered to be same as their fair values, due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Non-current investments

  The fair value of investments in unquoted redeemable cumulative preference shares has been estimated using the discounted cash flow ('DCF') model. The valuation requires the management to make certain assumptions about the model inputs, including forecast cash flows, the discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted instruments.

- Current investments

  The Company's current investments consist of investment in units of mutual funds and unquoted investments in compulsory convertible debentures. The fair value of investments in mutual funds is derived from the NAV of the respective units in the active market at the measurement date. Investment in debentures have been classified as equity instruments measured at cost as per Ind AS 27.

Description of significant unobservable inputs to valuation:

	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
FVTPL redeemable preference shares	DCF method	Incremental borrowing rate	March 31, 2018 : 10 % to 12% March 31, 2019 : 10% to 12%	1% increase in growth rate would result in increase of income by ₹ 0.05 Crore (previous year: ₹ 0.23 Crore) and 1% decrease in growth rate would result in decrease of income by ₹ 0.06 Crore (previous year: ₹ 0.20 Crore)

46. Fair value hierarchy

There are no transfers between level 1 and level 2 during the year and earlier comparative periods. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The following table provides the fair value measurement hierarchy of the Company's assets:

	March 31, 2019			
	Level 1	Level 2	Level 3	Total
Quantitative disclosures fair value measurements hierarchy for assets				
Assets measured at fair value				
Investments at fair value through profit or loss				
Investment in Saraswat Co-operative Bank Limited	-	-	0.01	0.01
Investment in government securities	-	-	0.01	0.01
Investment in redeemable preference shares	-	-	20.37	20.37
			20.39	**20.39**

	March 31, 2018			
	Level 1	Level 2	Level 3	Total
Quantitative disclosures fair value measurements hierarchy for assets				
Assets measured at fair value				
Investments at fair value through profit or loss				
Investment in Saraswat Co-operative Bank Limited	-	-	0.01	0.01
Investment in government securities	-	-	0.01	0.01
Investment in redeemable preference shares	-	-	19.15	19.15
	-	**-**	**19.17**	**19.17**

Reconciliation financial instruments measured at fair value through profit or loss

	March 31, 2019	March 31, 2018
Opening balance	19.17	17.93
Other income recognised in profit and loss account	1.20	1.24
Closing balance	**20.37**	**19.17**

47. Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTPL investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company has constituted an internal Risk Management Committee ('RMC'), which is responsible for developing and monitoring the Company's risk management framework. The focus of the RMC is that the

Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Risk Management Policy is approved by the Board of Directors.

a. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and price risk, such as commodity risk. The Company's exposure to market risk is primarily on account of interest risk and foreign currency risk. Financial instruments affected by market risk include loans and borrowings, FVTPL investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at March 31, 2019 and March 31, 2018.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Recompense liability payable by the company to CDR lenders could be affected due to changes in market interest rate (refer Note 3(b)).

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's borrowings and loans and investments in foreign subsidiaries.

The Company's exposure to foreign currency risk as at the end of the reporting period expressed in INR are as follows:

Particulars	March 31, 2019			March 31, 2018		
	USD	EURO	Others	USD	EURO	Others
Financial assets						
Loans	-	520.93	-	-	511.28	-
Investments	-	6,898.85	68.44	-	6,865.33	68.44
Trade receivables	54.28	53.71	6.35	56.14	58.80	7.73
Bank balances	0.34	-	-	0.87	-	0.25
Total	**54.62**	**7,473.49**	**74.79**	**57.01**	**7,435.41**	**76.42**
Financial liabilities						
Borrowings	1,189.48	-	-	1,356.38	115.58	-
Trade payables	304.53	102.49	30.51	488.71	305.30	38.66
Total	**1,494.01**	**102.49**	**30.51**	**1,845.09**	**420.88**	**38.66**

Foreign currency sensitivity

The Company's currency exposures in respect of monetary items at March 31, 2019, March 31, 2018 that result in net currency gains and losses in the income statement and equity arise principally from movement in US Dollar and Euro exchange rates.

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EURO exchange rates, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The other currencies includes Australian Dollar, Great Britain Pound, Danish Kroner etc.

	% Change in currency rate	Effect on profit before tax*
March 31, 2019		
USD	+5%	(71.99)
USD	-5%	71.99
EURO	+5%	23.61
EURO	-5%	(23.61)
March 31, 2018		
USD	+5%	(91.21)
USD	-5%	91.21
EURO	+5%	7.46
EURO	-5%	(7.46)

*Effect on profit before tax is calculated without considering the impact of accumulation and amortisation of exchange differences on long term foreign currency monetary items to FCMITDA.

b. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities (primarily loans). The Company consistently monitors the financial health of its customers and sales proceeds are being realised as per the milestone payment terms agreed to minimise the loss due to defaults or insolvency of the customer. Progressive liquidity management is being followed to de-risk the Company from any non-fulfilment of its liabilities to various creditors, statutory obligations, or any stakeholders.

i) Trade receivables

The Company's exposure to trade receivables is limited due to diversified customer base. The Company consistently monitors progress under its contracts with customers and sales proceeds are being realised as per the milestone payment terms agreed to minimise the loss due to defaults or insolvency of the customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

Refer Note 2.3(p) for accounting policy on financial instruments.

ii) Financial instruments

Financial instruments that are subject to concentrations of credit risk primarily consist of cash and cash equivalents, term deposit with banks, investment in mutual funds, loans given to subsidiaries and other financial assets. Investments of surplus funds are made only with approved counterparties and within credit limits assigned.

The Company's maximum exposure to credit risk as at March 31, 2019 and as at March 31, 2018 is the carrying value of each class of financial assets.

c. Liquidity risk

Liquidity risk refers to that risk where the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement. In doing this, management considers both normal and stressed conditions. The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring cash flow forecast and by matching the maturity profiles of financial assets and liabilities. The Company had losses during the previous year and has continued to incur losses during the current year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in negative net worth during the year and as at March 31, 2019. The net current liabilities as at March 31 2019 were ₹ 5,777.49 Crore. Further, the Company has defaulted in repayment of principal and interest payable to lenders aggregating to ₹ 412.38 Crore in respect of its term loans and working capital facilities as on March 31, 2019 and has also defaulted in making payments to certain overdue creditors. These conditions indicates liquidity stress, management plans to address these conditions are more fully described in the note 5.

The table below summarises the contractual maturity profile of the Company's financial liabilities based on contractual undiscounted payment:

	Up to 1 year	1-5 years	> 5 years	Total
Year ended March 31, 2019				
Borrowings	4,940.62	1,842.53	-	6,783.15
Other financial liabilities	1,015.05	-	-	1,015.05
Trade and other payables	1,793.34	-	-	1,793.34
Total	**7,749.01**	**1,842.53**	**-**	**9,591.54**
Year ended March 31, 2018				
Borrowings	3,994.16	3,362.95	-	7,357.11
Other financial liabilities	1,110.41	9.48	-	1,119.89
Trade and other payables	2,434.08	-	-	2,434.08
Total	**7,538.65**	**3,372.43**	**-**	**10,911.08**

48. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise shareholder value.

The capital structure of the Company is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The calculation of the capital for the purpose of capital management is as below.

	March 31, 2019	March 31, 2018
Equity share capital	1,063.95	1,063.95
Other equity	(8,086.93)	(710.34)
Total capital	**(7,022.98)**	**353.61**

49. The employee benefits expense and other expenses includes expenses of ₹ 107.54 Crore (previous year: ₹ 87.28 Crore) pertaining to research and development.

50. Deferral of exchange differences

The Company has, consequent to the notification issued by the Ministry of Corporate Affairs on December 29, 2011 giving an option to the companies to amortise the exchange differences pertaining to long term foreign currency monetary items up to March 31, 2020 (from March 31, 2012 earlier), adopted the said option given under paragraph 46A of Accounting Standard 11. Accordingly, the Company has revised the amortisation period for such items to the maturity of the long term foreign currency monetary items (all before March 31, 2020).

Net foreign exchange gain aggregating ₹ 69.60 Crore (previous year: gain of ₹ 4.40 Crore) on long term foreign currency monetary items have been adjusted in the foreign currency monetary item translation difference account during the year. Further, foreign exchange loss aggregating ₹ 95.56 Crore (previous year: ₹ 27.86 Crore) have been amortised during the year.

For and on behalf of the Board of Directors of
Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN : 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN : 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date : May 30, 2019

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART A - Subsidiaries

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES AS PER COMPANIES ACT, 2013

(All amounts in ₹ Crore, except % of shareholding and exchange rate)

Sl. No.	Name of subsidiary	Financial period ended	Date of acquisition	Reporting currency	Exchange rate (INR)	Share capital	Reserve & surplus	Total assets	Total liabilities	Investment	Turnover	Profit / (loss) before taxation	Provision for taxation	Profit / (loss) after taxation	Proposed dividend	% of Share-holding
1	Aalok Solarfarms Limited	March 31, 2019	March 31, 2016	INR	1.0000	4.67	2.00	74.66	67.99	-	11.48	0.11	0.25	(0.14)	-	51.00%
2	Abha Solarfarms Limited	March 31, 2019	March 31, 2016	INR	1.0000	4.67	1.85	75.05	68.53	-	11.47	0.16	0.43	(0.27)	-	51.00%
3	AE-Rotor Holding B.V.	March 31, 2019	June 8, 2001	EURO	77.6784	5,338.35	(9,630.58)	424.77	4,717.00	0.14	-	(632.75)	-	(632.75)	-	100.00%
4	Anshuman Renewables Limited	March 31, 2019	NA	INR	1.0000	0.25	24.77	25.02	-*	-	-	-*	-*	-*	-	100.00%
5	Gale Green Urja Limited	March 31, 2019	NA	INR	1.0000	-*	(0.01)	-*	0.01	-	-	(0.01)	-	(0.01)	-	70.00%
6	Heramba Renewables Limited	March 31, 2019	NA	INR	1.0000	9.33	3.49	149.25	136.43	-	23.08	0.58	0.50	0.08	-	51.00%
7	Jawbone Holdings LLC	March 31, 2019	June 14, 2018	USD	69.1550	-	-	-	-	-	-	-	-	-	-	79.90%
8	Lacy Creek Windpower, LLC	March 31, 2019	April 11, 2018	USD	69.1550	-	-	-	-	-	-	-	-	-	-	79.90%
9	Lane City Wind LLC	March 31, 2019	August 17, 2018	USD	69.1550	-	-	-	-	-	-	-	-	-	-	79.90%
10	Manas Renewables Limited	March 31, 2019	NA	INR	1.0000	-*	(0.16)	-*	0.16	-	-	(0.02)	-	(0.02)	-	100.00%
11	Parque Eolico El Almendro S.L.	December 31, 2018	March 12, 2010	EURO	76.5279	0.02	5.87	42.73	36.84	-	-	(0.72)	-	(0.72)	-	100.00%
12	SE Blades Technology B.V.	March 31, 2019	June 8, 2001	EURO	77.6784	0.14	(7.17)	81.10	88.13	-	-	(7.99)	-	(7.99)	-	100.00%
13	SE Drive Technik GmbH	March 31, 2019	NA	EURO	77.6784	0.19	(1,251.51)	125.93	1,377.25	-	-	(9.26)	(5.19)	(4.07)	-	100.00%
14	SE Forge Limited	March 31, 2019	NA	INR	1.0000	784.92	(526.63)	742.05	483.76	-	356.64	(45.25)	-	(45.25)	-	100.00%
15	Seventus Development Holdings LLC	March 31, 2019	August 30, 2018	USD	69.1550	-	-	-	-	-	-	-	-	-	-	79.90%
16	Sharanya Renewables Limited	March 31, 2019	NA	INR	1.0000	0.13	12.39	12.52	-*	-	-	-*	-*	-*	-	100.00%
17	Shreyas Solarfarms Limited	March 31, 2019	March 31, 2016	INR	1.0000	9.33	3.45	149.93	137.15	-	22.98	0.09	0.52	(0.43)	-	51.00%
18	Sirocco Renewables Limited	March 31, 2019	NA	INR	1.0000	-*	(1.35)	-*	1.35	-	-	(0.14)	-	(0.14)	-	100.00%
19	Seventus LLC (Formerly Sure Power LLC)	March 31, 2019	NA	USD	69.1550	-	(24.17)	358.61	382.78	-	-	(42.34)	-	(42.34)	-	79.90%
20	Suryoday Renewables Limited	March 31, 2019	NA	INR	1.0000	0.06	6.19	6.25	-*	-	-	-*	-*	-*	-	100.00%
21	Suyash Renewables Limited	March 31, 2019	NA	INR	1.0000	-*	(0.01)	-*	0.01	-	-	(0.01)	-	(0.01)	-	70.00%
22	Suzlon Energy A/S	March 31, 2019	NA	EURO	77.6784	594.01	(527.72)	216.82	150.53	49.81	48.35	(24.15)	0.02	(24.17)	-	100.00%
23	Suzlon Energy Australia Pty. Ltd.	March 31, 2019	NA	AUD	49.0205	528.33	(515.27)	113.81	100.75	-	100.30	9.61	-	9.61	-	100.00%
24	Suzlon Energy B.V.	March 31, 2019	June 8, 2001	USD	69.1550	723.27	(638.35)	102.58	17.66	-	-	(34.73)	-	(34.73)	-	100.00%
25	Suzlon Energy Korea Co., Ltd.	March 31, 2019	NA	KRW	0.0609	0.59	(0.59)	-	-	-	-	-	-	-	-	100.00%
26	Suzlon Energy Limited, Mauritius	March 31, 2019	NA	EURO	77.6784	90.47	(33.14)	57.37	0.04	48.11	-	(30.03)	-	(30.03)	-	100.00%
27	Suzlon Generators Limited(1)	March 31, 2019	December 31, 2004	INR	1.0000	76.28	(49.10)	74.85	47.67	-	101.63	0.36	-	0.36	-	75.00%
28	Suzlon Global Services Limited	March 31, 2019	January 31, 2005	INR	1.0000	29.37	639.81	2,244.94	1,575.76	-*	1,236.32	10.57	1.09	9.48	-	100.00%
29	Suzlon Gujarat Wind Park Limited	March 31, 2019	NA	INR	1.0000	1,245.92	(1,984.71)	1,745.58	2,484.37	0.01	634.34	(383.44)	-	(383.44)	-	100.00%
30	Suzlon Power Infrastructure Limited	March 31, 2019	NA	INR	1.0000	194.61	(476.71)	401.85	683.95	0.10	105.37	(199.96)	-	(199.96)	-	100.00%
31	Suzlon Project VIII LLC	March 31, 2019	May 4, 2011	USD	69.1550	-	(67.34)	5.59	72.93	-	-	(1.74)	-	(1.74)	-	100.00%
32	Suzlon Rotor Corporation	March 31, 2019	NA	USD	69.1550	0.01	(48.65)	7.23	55.87	-	-	-*	-	-*	-	100.00%
33	Suzlon Wind Energy (Lanka) Pvt. Limited	March 31, 2019	NA	LKR	0.3941	0.01	7.22	10.35	3.12	-	5.56	2.14	0.44	1.70	-	100.00%
34	Suzlon Wind Energy BH	December 31, 2018	NA	BAM	40.4405	0.01	(1.14)	1.53	2.66	-	0.25	(0.03)	-	(0.03)	-	50.00%
35	Suzlon Wind Energy Corporation	March 31, 2019	NA	USD	69.1550	0.01	(142.15)	382.27	524.41	-	370.38	(81.07)	0.87	(81.94)	-	100.00%
36	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	December 31, 2018	NA	RMB	10.1439	15.11	(14.63)	2.17	1.69	-	6.12	0.85	-	0.85	-	100.00%
37	Suzlon Wind Energy Espana, S.L	March 31, 2019	NA	EURO	77.6784	0.02	56.35	63.04	6.67	-	40.33	0.03	0.13	(0.10)	-	100.00%

Sl. No.	Name of subsidiary	Financial period ended	Date of acquisition	Reporting currency	Exchange rate (INR)	Share capital	Reserve & surplus	Total assets	Total liabilities	Investment	Turnover	Profit / (loss) before taxation	Provision for taxation	Profit / (loss) after taxation	Proposed dividend	% of Share-holding
38	Suzlon Wind Energy Limited	March 31, 2019	NA	EURO	77.6784	6,317.61	(6,318.81)	0.02	1.22	-	-	(0.13)	-	(0.13)	-	100.00%
39	Suzlon Wind Energy Nicaragua Sociedad Anonima	March 31, 2019	NA	EURO	77.6784	-	(15.70)	7.90	23.60	-	15.42	3.40	-	3.40	-	100.00%
40	Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	March 31, 2019	NA	EURO	77.6784	1.55	3.33	22.18	17.30	-	21.38	6.49	1.47	5.02	-	100.00%
41	Suzlon Wind Energy Romania SRL	March 31, 2019	NA	RON	16.3082	-*	4.07	8.39	4.32	-	7.60	0.12	0.08	0.04	-	100.00%
42	Suzlon Wind Energy South Africa (PTY) Ltd	March 31, 2019	October 11, 2010	ZAR	4.7693	2.38	(247.63)	63.54	308.79	-	11.68	(26.73)	-	(26.73)	-	80.00%
43	Suzlon Wind Energy Uruguay SA	March 31, 2019	NA	USD	69.1550	4.53	(18.98)	2.44	16.89	-	1.78	(8.47)	0.03	(8.50)	-	100.00%
44	Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	March 31, 2019	NA	TRY	12.2546	0.01	30.27	32.21	1.93	-	17.34	17.48	3.50	13.98	-	100.00%
45	Tarilo Holding B.V.	March 31, 2019	June 18, 2008	EURO	77.6784	66.94	(80.74)	49.76	63.56	-	-	(72.64)	- r	(72.64)	-	100.00%
46	Vakratunda Renewables Limited	March 31, 2019	NA	INR	1.0000	-*	(0.07)	-*	0.07	-	-	(0.01)	-	(0.01)	-	100.00%
47	Valum Holding B.V.	March 31, 2019	October 30, 2009	EURO	77.6784	0.14	2.08	5.94	3.72	-*	-	(0.02)	-	(0.02)	-	100.00%
48	Varadvinayak Renewables Limited	March 31, 2019	NA	INR	1.0000	-*	(0.06)	-*	0.06	-	-	(0.01)	-	(0.01)	-	100.00%
49	Vayudoot Solarfarms Limited [(1)]	March 31, 2019	January 6, 2016	INR	1.0000	1.00	25.83	115.27	88.44	-	17.02	1.70	(9.66)	11.36	-	51.00%
50	Vignaharta Renewable Energy Limited	March 31, 2019	NA	INR	1.0000	0.38	37.26	37.64	-*	-	-	0.07	0.02	0.05	-	100.00%
51	Wharton Wind LLC	March 31, 2019	December 28, 2016	USD	69.1550	-	-	-	-	-	-	-	-	-	-	79.90%

* Less than ₹ 0.01 Crore.

Note:

1 The Company has assessed and determined that these companies are its joint venture entities under Ind AS 111 - Joint Arrangements. As per Companies Act 2013, these entities are still subsidiaries of the Company as at March 31, 2019.

PART B - Associate and joint venture

STATEMENT PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES AND JOINT VENTURE

Sl. No.	Name of associate/ joint ventures	Suzlon Energy (Tianjin) Limited	Consortium Suzlon Padgreen Co Ltd
1	Latest audited / unaudited balance sheet date	December 31, 2018	June 30, 2018
2	Date of acquisition	NA	NA
3	Shares of associate / joint ventures held by the Company on the year end		
a	Number	N. A.	26
b	Amount of investment (at face value)#	58.33	
c	% of holding	25%	26%
4	Description of how there is significant influence	25% stake in equity	26% stake in equity
5	Reason why the associate / joint ventures is not consolidated	N. A.	N. A.
6	Networth attributable to shareholding as per latest audited Balance sheet	45.57	(1.77)
7	Profit / (loss) for the year		
a	Considered in consolidation	(0.95)	-
b	Not considered in consolidation	(2.85)	(0.77)

The amount has been fully impaired as on 31st March, 2019.

For and on behalf of the Board of Directors of Suzlon Energy Limited

Tulsi R. Tanti
Chairman & Managing Director
DIN : 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN : 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A.Kanuga
Company Secretary
Membership No.: F4126

Place : Pune
Date : May 30, 2019

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To The Members of Suzlon Energy Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Suzlon Energy Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of profit / loss in its associate and joint ventures, which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements"), in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the branches of the Group located at Germany and The Netherlands.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the branch auditors and other auditors on separate financial statements of the branches and subsidiaries, associate and joint venture referred to in the Other Matters section below and read with the management assessment of going concern and the reasons for not making any adjustments to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities as more fully explained in Material Uncertainty Related to Going Concern section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the branch auditors and other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

Attention is invited to Note 4 of the consolidated financial statements regarding preparation of the financial statements of the group on a going concern basis notwithstanding the fact that the group had losses during the previous year and has continued to incur losses during the year, primarily due to lower volumes, foreign exchange losses, and finance costs which has resulted in increase in negative net worth during the year and as at March 31, 2019. The net current liabilities were Rs. 4,434.87 crore as at March 31, 2019. Further, the Parent and certain subsidiaries have defaulted in repayment of principal and interest payable to lenders aggregating to Rs. 437.50 crore in respect of their term loans and working capital facilities as on March 31, 2019 and have also defaulted in making payments to certain overdue creditors. The default under term loans and working capital facilities gives right to the holders of the unsecured Foreign Currency Convertible Bonds (FCCB) aggregating Rs. 1,205.08 crore which are due for redemption in July 2019, and to the banks who have issued standby letter of credit (SBLC) for a loan taken by one of the subsidiary company amounting to Rs. 3,923.82 crore, to recall these bonds and facilities immediately. The borrowings repayable after 12 months from the balance sheet date have been classified as 'non-current', based on confirmations /repayment schedule received from lenders after March 31, 2019. The lenders have allowed Parent and certain subsidiary companies continuation of operations, permitting usage of 90% of cash inflows towards business requirements and have invoked the Intercreditor Agreement (ICA) mechanism under 'Project Sashakt' for resolution. The aforesaid conditions indicate existence of liquidity stress and material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern and consequently, the ability of the Company to realise its assets and discharge its liabilities in the normal course of business.

The Parent is working towards a resolution plan with the lenders and has received a non-binding offer from a potential investor, which we are informed is currently valid till June 3, 2019 (the terms of the non-binding offer provide for extension of the validity period of the offer on an exclusive basis as may be mutually agreed by the parties), and envisages infusion of additional equity in the Parent, purchase of a business line by the investor and considerable amount of waiver of the debts by the lenders (including FCCB holders), which will enable the Group to scale up its operations and meet the remaining financial obligations. These measures are contingent upon the approval of the lenders of the resolution plan including waiver of the debts, and the approval of shareholders for the preferential allotment of shares, which events are not wholly within the control of the Group. The Group's ability to continue as a going concern is solely dependent on successful outcome of the above mentioned management plans.

As stated in the note, the management is confident of obtaining required approval of the lenders and the shareholders for raising adequate resources to meet the Group's financial obligations and continuing business operations. Having regards to aforesaid, the consolidated financial statements presently have been prepared on the basis that the Group will continue as a going concern and hence, no adjustments have been made to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Impairment of Property, Plant and Equipment - Refer to notes 5(a) to the consolidated financial statements. As at March 31, 2019, the carrying amounts of Property, Plant and equipment amounted to Rs. 1,147.32 crore. As at March 31, 2019, certain Property, plant and equipment ("PP&E") has impairment indicators on account of challenging industry conditions existing in India and financial condition of the group. The group performance and prospects have impacted increasing the risk that the PP&E are impaired. For cash generation units ("CGU") to which these PP&E belong and contains, the determination of recoverable amount, being the higher of fair value less costs to sell and value in use requires judgment on the part of management in both identifying and then valuing the relevant CGUs. Recoverable amounts are based on management's view of variables. Such as future expected revenue, future expected revenue growth rate, gross margins, future cash flow, determination of historical trends, and the most appropriate discount rate, weighted average cost of capital. We focused on this area due to the significance of management judgements adopted in assessing the recoverable amount with regard to the impairment assessment of PP&E of the group.	We performed the following principal audit procedures in relation to management's assessment of impairment of PP&E: (to be read in the context of the management's assessment of the appropriateness of the going concern assumption as more fully described in the Material Uncertainty Related to Going Concern section above) a) Evaluation of design and implementation of the control relating to management's assessment of impairment of PP&E. b) Tested the controls relating to management's assessment impairment of PP&E. c) Evaluated the appropriateness of management's grouping of these PP&E with the relevant CGUs. d) Compared the input data used in the cash flow forecasts against the historical figures and the business forecasts. e) Involved valuation experts to assist in: - • Evaluation of the appropriateness of the model adopted for impairment assessment; • Assessment on the reasonableness of key assumptions such as future expected revenue growth rates and gross margin by comparing to commercial contracts and historical trend analyses; • Assessment on the discount rates and weighted average cost of capital used, by making reference to comparable companies within the same industry, input data to supporting evidence, such as business forecast, inflation rates, strategic plans and market data; and • Evaluation of management's sensitivity analysis around the key assumptions, to ascertain the extent of change in those assumptions that either individually or collectively would be required for PP&E to be impaired.
2	**Refer to Notes 4 to the Consolidated financial statements and the Material Uncertainty Related to Going Concern section of this report.** The group had losses during the previous year and has continued to incur losses during the year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in negative net worth during the year and as at March 31, 2019. The net current liabilities are Rs. 4,434.87 as at March 31, 2019. We focused on this area due to the significance of management judgements adopted in assessing the material uncertainties related to going concern.	We performed the following principal audit procedures in relation to management's assessment of going concern: a) Evaluation of design and implementation of the control relating to management's assessment of impairment of going concern. b) Tested the controls relating to management's assessment of going concern. c) Evaluation of the appropriateness of identification of material uncertainties. d) Analysed and discussed cash flow, profits and other relevant forecasts with management. e) Read the minutes of the meeting of held between the lenders and the Parent. f) Analysed impact of the default on the covenants and its impact on the Group's cash flow for the purpose of the going concern assessment. g) Obtained and read a copy of the non-binding offer from the investor and evaluated if the terms stated in the non-binding offer were appropriately factored in the estimation of future cash flows. h) Obtained and read communications with the bankers in regard to the investment offer and proposal. i) Assessed the sensitivities and stress testing on the future cash flows that management has considered for the going concern assessment. j) Evaluated disclosure in the financial statements of the Material Uncertainty Related to Going Concern and the related compliance with the requirements of the standard on auditing and applicable reporting standards.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's letter, Group CEO's Letter, Mangement discussion and analysis, Business responsibility Report, Corporate Governance report and Directors' Report including Annexures thereof report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the branches, subsidiaries, joint ventures and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the branches, subsidiaries, joint ventures and an associate, is traced from their financial statements audited by the branch auditors and other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of cash flows and consolidated changes in equity of the Group including its associate and joint ventures in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the Group and of its associate and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associate and joint ventures.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent/ Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the

consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the branches, entities or business activities within the Group and its associate and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such branches or entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other branches or entities or business activities included in the consolidated financial statements, which have been audited by the branch auditors or other auditors, such branch auditors and other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of two branches included in the standalone financial statements of the companies included in the Group whose financial statements reflect total assets of Rs. 241 crore as at March 31, 2019 and total revenue of Rs.215 crore for the year ended on that date, as considered in the respective standalone financial statements of the companies included in the Group. The financial information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid branches, is based solely on the report of such branch auditors.

(b) We did not audit the financial statements of twenty two subsidiaries, whose financial statements reflect total assets of Rs.1,839 crore as at March 31, 2019, total revenues of Rs.571 crore and net cash outflows amounting to Rs.37 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(c) We did not audit the financial statements of twenty one subsidiaries, whose financial statements reflect total assets of Rs.503 crore as at March 31, 2019, total revenues of Rs.66 crore and net cash outflows amounting to Rs.1 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs.6 crore for the year ended March 31, 2019, as considered in the consolidated financial statements, in respect of one associate whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and an associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the branch auditors and other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the branch auditors and other auditors on the financial information of the branches, subsidiaries, an associate and joint ventures referred to in the Other Matters section above we report, to the extent applicable that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept and proper returns adequate for the purposes of our audit have been received from the branches not visited so far as it appears from our examination of those books, returns and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements and with the returns received by us from the branches not visited by us.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) The matter described in the Material uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Group.

f) On the basis of the written representations received from the directors of the Parent as on March 31, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate company and joint venture companies incorporated in India, none of the directors of the Group companies, its associate company and joint venture companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies, an associate company and joint venture companies incorporated in India to whom internal financial controls over financial reporting is applicable. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

   i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and joint ventures, refer note 38 to the consolidated financial statements.;

   ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts, refer note 21 to the consolidated financial statements

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies, an associate company and Joint Ventures Companies incorporated in India.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Place : Pune
Date : May 30, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **Suzlon Energy Limited** (hereinafter referred to as "Parent") and its subsidiary companies, which includes internal financial controls over financial reporting of the Company's branches and joint ventures, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and its joint ventures, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the branch auditors and other auditors of the subsidiary companies and joint ventures, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies, and its joint ventures, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the branch auditors and other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and joint ventures, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to two branches, twelve subsidiary companies and ten joint ventures, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 038019)

Place : Pune
Date : May 30, 2019

Consolidated balance sheet as at March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
Assets			
Non-current assets			
Property, plant and equipment	5 (a)	1,147.32	1,267.32
Capital work-in-progress	5 (b)	218.33	173.42
Investment property	7	37.36	40.79
Goodwill	6	7.63	7.63
Other intangible assets	6	327.44	147.12
Intangible assets under development	8	10.41	179.82
Investments in an associate and joint ventures	9 (a)	20.30	66.86
Financial assets			
Other investment	9 (b)	0.13	0.13
Trade receivables	10	-	4.84
Loans	11	-	1.12
Other financial assets	12	483.81	581.15
Other non-current assets	13	103.84	139.38
		2,356.57	**2,609.58**
Current assets			
Inventories	14	2,913.93	3,026.37
Financial assets			
Trade receivables	10	1,880.59	2,985.15
Cash and cash equivalents	15	74.62	581.07
Loans	11	11.52	49.93
Other financial assets	12	316.31	266.36
Current tax asset, net		16.08	9.33
Other current assets	13	1,211.93	930.61
		6,424.98	**7,848.82**
Assets classified as held for sale	**16**	**89.36**	**662.17**
Total assets		**8,870.91**	**11,120.57**
Equity and liabilities			
Equity			
Equity share capital	17	1,063.95	1,063.95
Other equity	18	(9,561.56)	(8,030.80)
Non-controlling interests	19	(5.48)	10.19
		(8,503.09)	**(6,956.66)**
Non-current liabilities			
Financial liabilities			
Borrowings	20	6,244.14	7,715.71
Other financial liabilities	21	50.49	55.33
Provisions	23	118.46	120.43
Other non-current liabilities	22	11.70	29.98
		6,424.79	**7,921.45**
Current liabilities			
Financial liabilities			
Borrowings	20	3,379.79	3,889.45
Trade payables		2,175.19	2,526.60
Other financial liabilities	21	3,060.65	1,597.93
Contract liabilities	24.2	1,478.08	902.02
Other current liabilities	22	115.98	134.36
Provisions	23	739.52	818.58
		10,949.21	**9,868.94**
Liabilities directly associated with assets classified as held for sale	**16**	**-**	**286.84**
Total equity and liabilities		**8,870.91**	**11,120.57**
Summary of significant accounting policies	**2.4**		

The accompanying notes are an integral part of the consolidated financial statements.
In terms of our report attached

For Deloitte Haskins and Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W/W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

For and on behalf of the Board of Directors of
Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN: 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

Consolidated statement of profit and loss for the year ended March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	March 31, 2019	March 31, 2018
Income			
Revenue from operations	24	4,978.46	8,074.61
Other operating income		46.23	41.59
Other income	25	49.95	79.17
		5,074.64	**8,195.37**
Expenses			
Cost of raw materials, components consumed and services rendered	26	2,956.50	4,031.99
Purchases of stock-in-trade	26	-	987.95
Changes in inventories of finished goods, semi-finished goods and work- in- progress	26	41.85	95.77
Employee benefits expense	27	874.16	804.68
Finance costs	28	1,269.91	1,580.98
Depreciation and amortisation expense	6	341.85	341.61
Other expenses	29	1,160.93	1,192.75
		6,645.20	**9,035.73**
Profit / (loss) before exceptional items and tax		**(1,570.56)**	**(840.36)**
Exceptional items	30	(27.57)	(449.62)
Profit / (loss) before tax		**(1,542.99)**	**(390.74)**
Tax expense	**31**		
Current tax		3.09	(1.56)
Deferred tax		(14.99)	-
Profit/ (loss) after tax		**(1,531.09)**	**(389.18)**
Share of profit/ (loss) of associate and joint ventures		(6.10)	5.17
Net profit/ (loss) for the year		**(1,537.19)**	**(384.01)**
Other comprehensive income	**32**		
Items that will not be reclassified to profit or loss :			
Re-measurements of the defined benefit plans		0.39	11.55
Income tax effect on the above		-	-
Share of other comprehensive income of joint ventures		0.17	0.10
Income tax effect on the above		-	-
		0.56	**11.65**
Items that will be reclassified to profit or loss :			
Gain/(loss) on dilution of investments in subsidiaries		-	1.07
Income tax effect on the above		-	-
Exchange differences on translation of foreign operations		(40.34)	(201.99)
Income tax effect on the above		-	-
		(40.34)	**(200.92)**
Other comprehensive income for the year, net of tax		**(39.78)**	**(189.27)**
Total comprehensive income for the year		**(1,576.97)**	**(573.28)**
Profit/ (loss) for the year attributable to			
Owners of the Company		(1,527.18)	(376.98)
Non-controlling interest		(10.01)	(7.03)
		(1,537.19)	**(384.01)**
Other comprehensive income for the year attributable to			
Owners of the Company		(39.78)	(189.27)
Non-controlling interest		-	-
		(39.78)	**(189.27)**

Consolidated statement of profit and loss for the year ended March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

Particulars	Notes	March 31, 2019	March 31, 2018
Total comprehensive income for the year attributable to:			
Owners of the Company		(1,566.96)	(566.25)
Non-controlling interest		(10.01)	(7.03)
		(1,576.97)	**(573.28)**
Earnings/ (loss) per equity share (EPS)	**33**		
- Basic earnings per share [Nominal value of share ₹ 2 (₹ 2)]		(2.87)	(0.72)
- Diluted earnings per share [Nominal value of share ₹ 2 (₹ 2)]		(2.87)	(0.72)
Summary of significant accounting policies	**2.4**		

The accompanying notes are an integral part of the consolidated financial statements.
In terms of our report attached

For Deloitte Haskins and Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W/W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

For and on behalf of the Board of Directors of
Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN: 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

Consolidated statement of changes in equity for the year ended March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

a. Equity share capital

Equity shares of ₹ 2 each, subscribed and fully paid	No. in Crore	₹ in Crore
At April 1, 2017	**502.44**	**1,004.88**
Issue of share capital (refer Note 17)	29.54	59.07
At March 31, 2018	**531.98**	**1,063.95**
Issue of share capital (refer Note 17)	-	-
At March 31, 2019	**531.98**	**1,063.95**

b. Other equity

	Attributable to owners of the parent company												Non-controlling interest	Total
	Equity component of compound financial instruments	Reserves and surplus										Total other equity		
		Capital reserve	Capital reserve on consolidation	Capital redemption reserve	Legal and statutory reserve	General reserve	Securities premium	Share option outstanding account	Foreign currency monetary item translation difference account	Retained earning	Foreign currency translation reserve			
As at April 1, 2017	**28.50**	**23.30**	**0.03**	**15.00**	**102.59**	**858.69**	**8,841.52**	**58.20**	**(89.76)**	**(17,263.59)**	**(420.69)**	**(7,846.21)**	**8.68**	**(7,837.53)**
Profit/ (loss) for the year	-	-	-	-	-	-	-	-	-	(376.98)	-	(376.98)	(7.03)	(384.01)
Other comprehensive income (refer Note 32)	-	-	-	-	-	-	-	-	-	12.72	(201.99)	(189.27)	-	(189.27)
Total comprehensive income	-	-	-	-	-	-	-	-	-	(364.26)	(201.99)	(566.25)	(7.03)	(573.28)
Conversion of FCCB's	-	-	-	-	-	-	397.58	-	-	-	-	397.58	-	397.58
Options cancelled during the year	-	-	-	-	-	9.46	-	(9.46)	-	-	-	-	-	-
(Gain)/loss and amortisation on long term foreign currency monetary items	-	-	-	-	-	-	-	-	47.59	-	-	47.59	-	47.59
Transfer to reserve	-	-	-	-	(26.72)	-	-	-	-	26.72	-	-	-	-
Foreign currency translation on non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(0.04)	(0.04)
Dilution of non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	8.58	8.58
Loss of control in overseas subsidiary (refer Note 30)	-	-	-	-	(63.51)	-	-	-	-	-	-	(63.51)	-	(63.51)
As at March 31, 2018	**28.50**	**23.30**	**0.03**	**15.00**	**12.36**	**868.15**	**9,239.10**	**48.74**	**(42.17)**	**(17,601.13)**	**(622.68)**	**(8,030.80)**	**10.19**	**(8,020.61)**
As at April 1, 2018	**28.50**	**23.30**	**0.03**	**15.00**	**12.36**	**868.15**	**9,239.10**	**48.74**	**(42.17)**	**(17,601.13)**	**(622.68)**	**(8,030.80)**	**10.19**	**(8,020.61)**
Profit/ (loss) for the year	-	-	-	-	-	-	-	-	-	(1,527.18)	-	(1,527.18)	(10.01)	(1,537.19)
Other comprehensive income (refer Note 32)	-	-	-	-	-	-	-	-	-	0.56	(40.34)	(39.78)	-	(39.78)
Total comprehensive income	-	-	-	-	-	-	-	-	-	(1,526.62)	(40.34)	(1,566.96)	(10.01)	(1,576.97)
Options cancelled/expired during the year	-	-	-	-	-	48.74	-	(48.74)	-	-	-	-	-	-
(Gain)/loss and amortisation on long term foreign currency monetary items	-	-	-	-	-	-	-	-	25.96	-	-	25.96	-	25.96
Transfer to reserve	-	-	-	-	(11.25)	-	-	-	-	11.25	-	-	-	-
Foreign currency translation on non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	0.33	0.33
Purchase of non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(5.99)	(5.99)
Change in accounting policy (refer Note 2.5)	-	-	-	-	-	-	-	-	-	10.24	-	10.24	-	10.24
As at March 31, 2019	**28.50**	**23.30**	**0.03**	**15.00**	**1.11**	**916.89**	**9,239.10**	**-**	**(16.21)**	**(19,106.26)**	**(663.02)**	**(9,561.56)**	**(5.48)**	**(9,567.04)**

a) Refer Note 18 for nature and purpose of reserves

Summary of significant accounting policies (refer note 2.4)

The accompanying notes are an integral part of the consolidated financial statements.
In terms of our report attached

For Deloitte Haskins and Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W/W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

For and on behalf of the Board of Directors of
Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

J. P. Chalasani
Group Chief Executive Officer

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN: 00002266

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

Consolidated statement of cash flows for the year ended March 31, 2019

All amounts in ₹ Crore, unless otherwise stated

Particulars		March 31, 2019	March 31, 2018
Cash flow from operating activities			
Profit/ (loss) before tax		**(1,542.99)**	**(390.74)**
Adjustments for:			
Depreciation and amortisation expense		341.85	341.61
Exceptional items		(27.57)	(449.62)
Gain on disposal of property, plant and equipment, and investment property, net		(14.71)	(26.36)
Other income		(69.72)	(80.11)
Interest expenses and other borrowing cost		1,179.50	1,401.25
Gain on sale of mutual funds		(0.28)	(14.19)
Operation, maintenance and warranty expenditure		23.77	48.10
Liquidated damages expenditure		118.84	100.95
Performance guarantee expenditure		53.96	103.98
Bad debts written off		55.77	15.17
Impairment allowance		(11.45)	(21.93)
Provision/ (reversal) for doubtful debts and advances, net		(42.09)	1.22
Adjustments for consolidation*		57.79	18.12
Exchange differences, net		240.36	51.47
Operating profit before working capital changes		**363.03**	**1,098.92**
Movements in working capital			
(Increase) / decrease in financial assets and other assets		(181.73)	0.43
(Increase) / decrease in trade receivables		1,006.69	687.50
(Increase) / decrease in inventories		112.44	400.83
(Decrease)/ increase in other liabilities, financial liabilities and provisions		(43.39)	(2,356.50)
Cash (used in) / generated from operating activities		**1,257.04**	**(168.82)**
Direct taxes paid (net of refunds)		9.70	59.38
Net cash (used in) / generated from operating activities	**A**	**1,266.74**	**(109.44)**
Cash flow from investing activities			
Payment for purchase of property, plant and equipments including capital work-in-progress and capital advances and assets held for sale		(282.57)	(709.55)
Investment in subsidiaries and joint ventures		(6.81)	(30.72)
Other investments		-	(0.09)
Proceeds from sale of property, plant and equipment and investment property		35.63	55.22
Proceeds from sale of stake in subsidiaries and joint ventures		285.53	0.08
Proceeds from sale of mutual fund		29.68	1,140.22
Purchase of mutual fund		(29.40)	(644.91)
Inter-corporate deposits repaid		39.53	4.31
Income from investment property		20.05	15.13
Interest received		33.51	36.85
Net cash (used in) / generated from investing activities	**B**	**125.15**	**(133.46)**
Cash flow from financing activities			
Repayment of long-term borrowings		(303.57)	(521.61)
Proceeds from long-term borrowings		17.46	248.66
Proceeds / (repayment) from short term-borrowings, net		(509.66)	1,813.07
Interest and other borrowing cost paid		(1,102.57)	(1,047.74)
Net cash (used in) / generated from financing activities	**C**	**(1,898.34)**	**492.38**
Net increase in cash and cash equivalents	**A+B+C**	**(506.45)**	**249.48**
Less: Cash and bank balances adjusted on liquidation		-	(4.53)
Total		**(506.45)**	**244.95**
Cash and cash equivalents at the beginning of year		581.07	336.12
Cash and cash equivalents at the end of year		**74.62**	**581.07**

Components of cash and cash equivalents	As at March 31, 2019	As at March 31, 2018
Balance with banks	73.37	399.12
Cheques on hand	0.18	181.00
Cash on hand	1.07	0.95
	74.62	**581.07**

Summary of significant accounting policies (refer Note 2.4)

Notes:

The figures in brackets represent outflows.

* Primarily includes impact of foreign currency translation in non-integral operations

The accompanying notes are an integral part of the consolidated financial statements.
In terms of our report attached

For Deloitte Haskins and Sells LLP
Chartered Accountants
ICAI Firm Registration
Number: 117366W/W-100018

Hemant M. Joshi
Partner
Membership No.: 038019

Place: Pune
Date: May 30, 2019

For and on behalf of the Board of Directors of
Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN: 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN: 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date: May 30, 2019

All amounts in ₹ Crore, unless otherwise stated

1. Group information

Suzlon Energy Limited (the 'Company') is a public limited company domiciled in India with its registered office located at "Suzlon", 5, Shrimali Society, Near Shree Krishna Complex, Navrangpura, Ahmedabad-380009, India. Its shares are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India. The company has been incorporated under the provisions of the Companies Act applicable in India.

The Company along with its subsidiaries ('the Group'), associate and joint ventures is primarily engaged in the business of manufacturing of wind turbine generators ('WTGs') and related components (refer Note 39).

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2019.

Information about the composition of the Group considered in these consolidated financial statements:

a) Details of subsidiaries:

Sl. No.	Name of subsidiary	Principal activities	Country of incorporation	Effective ownership in subsidiaries as at	
				March 31, 2019	March 31, 2018
1	AE-Rotor Holding B.V.	Investment	The Netherlands	100.00%	100.00%
2	Anshuman Renewables Limited	Solar	India	100.00%	100.00%
3	Ataegina Forge Limited (i)	IPP	India	-	-
4	Avind Desenvolvimento De Projetos De Energia Ltda (ii)	Project development	Brazil	-	-
5	Gale Green Urja Limited	IPP	India	70.00%	70.00%
6	Gale Solarfarms Limited (iii)	Solar	India	-	92.45%
7	Hoenir Forge Limited (i)	IPP	India	-	-
8	Jawbone Holdings LLC	Project development	USA	79.90%	-
9	Lacy Creek Windpower LLC	Project development	USA	79.90%	-
10	Lane City Wind LLC	Project development	USA	79.90%	-
11	Manas Renewables Limited	IPP	India	100.00%	100.00%
12	Parque Eolico El Almendro S.L.	Project development	Spain	100.00%	100.00%
13	SE Blades Technology B.V.	Technology	The Netherlands	100.00%	100.00%
14	SE Drive Technik GmbH	Investment	Germany	100.00%	100.00%
15	SE Forge Limited	Manufacturing	India	100.00%	100.00%
16	Sharanya Renewables Limited	Solar	India	100.00%	100.00%
17	Sirocco Renewables Limited	IPP	India	100.00%	100.00%
18	Seventus Development Holdings LLC	Project development	USA	79.90%	-
19	Seventus LLC (formerly Sure Power LLC)	Marketing	USA	79.90%	79.90%
20	Suryoday Renewables Limited	Solar	India	100.00%	100.00%
21	Suyash Renewables Limited	IPP	India	70.00%	70.00%
22	Suzlon Energia Elocia do Brasil Ltda (ii)	Marketing and OMS	Brazil	-	-
23	Suzlon Energy A/S	Marketing and OMS	Denmark	100.00%	100.00%
24	Suzlon Energy Australia Pty Ltd	Marketing and OMS	Australia	100.00%	100.00
25	Suzlon Energy B.V.	Investment	The Netherlands	100.00%	100.00%
26	Suzlon Energy Korea Co Ltd	Marketing and OMS	Republic of South Korea	100.00%	100.00%
27	Suzlon Energy Limited	Investment	Mauritius	100.00%	100.00%
28	Suzlon Global Services Limited	OMS	India	100.00%	100.00%
29	Suzlon Gujarat Wind Park Limited	Project execution	India	100.00%	100.00%
30	Suzlon Power Infrastructure Limited	Project execution	India	100.00%	100.00%
31	Suzlon Project VIII LLC	Investment	USA	100.00%	100.00%
32	Suzlon Rotor Corporation	Manufacturing	USA	100.00%	100.00%
33	Suzlon Wind Energy (Lanka) Pvt Limited	Marketing and OMS	Sri Lanka	100.00%	100.00%
34	Suzlon Wind Energy BH	Marketing	Bosnia and Herzegovina	50.00%	50.00%

Sl. No.	Name of subsidiary	Principal activities	Country of incorporation	Effective ownership in subsidiaries as at	
				March 31, 2019	March 31, 2018
35	Suzlon Wind Energy Corporation	Marketing and OMS	USA	100.00%	100.00%
36	Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	Marketing	China	100.00%	100.00%
37	Suzlon Wind Energy Espana, S.L	Marketing and OMS	Spain	100.00%	100.00%
38	Suzlon Wind Energy Limited	Investment	United Kingdom	100.00%	100.00%
39	Suzlon Wind Energy Nicaragua Sociedad Anonima	Marketing and OMS	Nicaragua	100.00%	100.00%
40	Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	Marketing and OMS	Portugal	100.00%	100.00%
41	Suzlon Wind Energy Romania SRL	Marketing and OMS	Romania	100.00%	100.00%
42	Suzlon Wind Energy South Africa (PTY) Ltd	Marketing and OMS	South Africa	80.00%	80.00%
43	Suzlon Wind Energy Uruguay SA	Marketing and OMS	Uruguay	100.00%	100.00%
44	Suzlon Wind Enerji Sanayi Ve Ticaret Sirketi	Marketing and OMS	Turkey	100.00%	100.00%
45	Tarilo Holding B.V.	Investment	The Netherlands	100.00%	100.00%
46	Tornado Solarfarms Limited (iii)	Solar	India	-	92.86%
47	Tsovinar Energy Limited (i)	IPP	India	-	-
48	Vakratunda Renewables Limited	IPP	India	100.00%	100.00%
49	Valum Holding B.V.	Investment	The Netherlands	100.00%	100.00%
50	Varadvinayak Renewables Limited	IPP	India	100.00%	100.00%
51	Vignaharta Renewable Energy Limited	IPP	India	100.00%	100.00%
52	Weyland Energy Limited (i)	IPP	India	-	-
53	Wharton Wind, LLC	Project development	USA	79.90%	79.90%

i. Liquidated during the year.
ii. Under liquidation and ceased to be subsidiary w.e.f. July 14, 2017.
iii. Sold during the year.

b) **Details of associate:**

Sl. No.	Name of associate	Principal activities	Country of incorporation	Effective ownership in associate as at	
				March 31, 2019	March 31, 2018
1	Suzlon Energy (Tianjin) Limited	Manufacturing	China	25.00%	25.00%

c) **Details of joint ventures:**

Sl. No.	Name of joint ventures	Principal activities	Country of incorporation	Effective ownership in joint ventures as at	
				March 31, 2019	March 31, 2018
1	Aalok Solarfarms Limited (i)	Solar	India	51.00%	51.00%
2	Abha Solarfarms Limited (i)	Solar	India	51.00%	51.00%
3	Amun Solarfarms Limited (i) & (ii)	Solar	India	-	51.05%
4	Avighna Solarfarms Limited (i) & (ii)	Solar	India	-	51.59%
5	Consortium Suzlon Padgreen Co Ltd	Investment	Mauritius	26.00%	26.00%
6	Heramba Renewables Limited (i)	Solar	India	51.00%	51.00%
7	Prathamesh Solarfarms Limited (i) & (ii)	Solar	India	-	51.00%
8	Rudra Solarfarms Limited (i) & (ii)	Solar	India	-	51.01%
9	SE Solar Limited (i) & (ii)	Solar	India	-	51.02%
10	Shreyas Solarfarms Limited (i)	Solar	India	51.00%	51.00%
11	Suzlon Generators Limited	Manufacturing	India	75.00%	75.00%
12	Vayudoot Solarfarms Limited (i)	Solar	India	51.04%	51.04%

i. The Group has reclassified its investments, who are in the business of generation of electricity through solar energy, as "held for sale".

ii. Sold during the year.

d) **Statutory group information under Schedule III to the Companies Act, 2013, of entities consolidated as subsidiary / joint ventures:**

	March 31, 2019							
	Net assets (total assets less total liabilities)		Share in profit/ (loss)		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity in the Group	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Suzlon Energy Limited	0.83	(7,022.98)	4.82	(7,413.33)	(0.01)	0.54	4.70	(7,412.79)
Subsidiaries								
Indian								
Anshuman Renewables Limited	(0.00)	25.02	-	0.00*	-	-	-	0.00*
Ataegina Forge Limited	-	-	-	-	-	-	-	-
Gale Green Urja Limited	0.00	(0.01)	0.00	(0.01)	-	-	0.00	(0.01)
Gale Solarfarms Limited	-	-	0.01	(15.45)	-	-	0.01	(15.45)
Hoenir Forge Limited	-	-	-	-	-	-	-	-
Manas Renewables Limited	0.00	(0.16)	0.00	(0.02)	-	-	0.00	(0.02)
SE Forge Limited	(0.03)	258.28	0.03	(45.26)	0.00	(0.12)	0.03	(45.38)
Sharanya Renewables Limited	(0.00)	12.51	-	0.00*	-	-	-	0.00*
Sirocco Renewables Limited	0.00	(1.35)	0.00	(0.14)	-	-	0.00	(0.14)
Suryoday Renewables Limited	(0.00)	6.26	-	0.00*	-	-	-	0.00*
Suyash Renewables Limited	0.00	(0.01)	0.00	(0.01)	-	-	0.00	(0.01)
Suzlon Global Services Limited	(0.08)	709.61	(0.00)	5.57	(0.01)	0.34	(0.00)	5.91
Suzlon Gujarat Wind Park Limited	0.09	(738.79)	0.25	(383.44)	0.01	(0.31)	0.24	(383.75)
Suzlon Power Infrastructure Limited	0.03	(282.10)	0.13	(199.96)	0.00	(0.06)	0.13	(200.02)
Tornado Solarfarms Limited	-	-	0.00	(5.03)	-	-	0.00	(5.03)
Tsovinar Energy Limited	-	-	-	-	-	-	-	-
Vakratunda Renewables Limited	0.00	(0.07)	0.00	(0.01)	-	-	0.00	(0.01)
Varadvinayak Renewables Limited	0.00	(0.06)	0.00	(0.01)	-	-	0.00	(0.01)
Vignaharta Renewable Energy Limited	(0.00)	37.63	(0.00)	0.02	-	-	(0.00)	0.02
Weyland Energy Limited	-	-	-	-	-	-	-	-
Overseas								
AE-Rotor Holding B.V.	0.50	(4,292.76)	0.43	(661.84)	-	-	0.42	(661.84)
Avind Desenvolvimento De Projetos De Energia Ltda	-	-	-	-	-	-	-	-
Jawbone Holdings LLC	-	-	-	-	-	-	-	-
Lacy Creek Windpower LLC	-	-	-	-	-	-	-	-
Lane City Wind LLC	-	-	-	-	-	-	-	-
Parque Eolico El Almendro S.L.	(0.00)	5.97	0.00	(0.64)	-	-	0.00	(0.64)
SE Blades Technology B.V.	0.00	(7.03)	0.01	(8.33)	-	-	0.01	(8.33)
SE Drive Technik GmbH	0.15	(1,251.34)	0.00	(4.25)	-	-	0.00	(4.25)
Seventus Development Holdings LLC	-	-	-	-	-	-	-	-
Seventus LLC	0.00	(24.17)	0.03	(42.82)	-	-	0.03	(42.82)
Suzlon Energia Elocia do Brasil Ltda	-	-	-	-	-	-	-	-
Suzlon Energy A/S	(0.01)	59.65	0.02	(31.64)	-	-	0.02	(31.64)
Suzlon Energy Australia Pty. Ltd.	(0.00)	13.17	(0.01)	10.06	-	-	(0.01)	10.06
Suzlon Energy B.V.	(0.01)	83.91	0.02	(34.92)	-	-	0.02	(34.92)
Suzlon Energy Korea Co., Ltd.	-	-	-	-	-	-	-	-
Suzlon Energy Ltd., Mauritius	(0.01)	57.32	0.02	(31.34)	-	-	0.02	(31.34)
Suzlon Rotor Corporation	0.01	(48.64)	-	0.00*	-	-	-	0.00*
Suzlon Wind Energy (Lanka) Pvt Ltd	(0.00)	7.23	(0.00)	1.76	-	-	(0.00)	1.76
Suzlon Wind Energy BH	0.00	(1.11)	0.00	(0.03)	-	-	0.00	(0.03)
Suzlon Wind Energy Corporation	0.02	(142.91)	0.05	(82.81)	-	-	0.05	(82.81)
Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	(0.00)	9.41	(0.00)	1.00	-	-	(0.00)	1.00
Suzlon Wind Energy Espana, S.L	(0.01)	54.36	0.00	(0.10)	-	-	0.00	(0.10)
Suzlon Wind Energy Ltd	0.00	(1.20)	0.00	(0.14)	-	-	0.00	(0.14)
Suzlon Wind Energy Nicaragua Sociedad Anonima	0.00	(15.70)	(0.00)	3.55	-	-	(0.00)	3.55
Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	(0.00)	4.88	(0.00)	5.25	-	-	(0.00)	5.25
Suzlon Wind Energy Romania SRL	(0.00)	4.09	(0.00)	0.05	-	-	(0.00)	0.05
Suzlon Wind Energy South Africa (PTY) Ltd	0.03	(244.12)	0.02	(30.38)	-	-	0.02	(30.38)
Suzlon Wind Energy Uruguay SA	0.00	(14.45)	0.01	(19.12)	-	-	0.01	(19.12)
Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	(0.00)	30.33	(0.01)	15.48	-	-	(0.01)	15.48
Tarilo Holding B.V.	0.00	(13.79)	0.05	(75.69)	-	-	0.05	(75.69)
Valum Holding B.V.	(0.00)	2.22	0.00	(0.02)	-	-	0.00	(0.02)
Wharton Wind, LLC	-	-	-	-	-	-	-	-
Non-controlling interests	0.00	(5.48)	(0.01)	10.01	-	-	(0.01)	10.01
Joint ventures								
Indian								
Aalok Solarfarms Limited	-	-	-	-	-	-	-	-
Abha Solarfarms Limited	-	-	-	-	-	-	-	-
Amun Solarfarms Limited	-	-	-	-	-	-	-	-
Avighna Solarfarms Limited	-	-	-	-	-	-	-	-
Heramba Renewables Limited	-	-	-	-	-	-	-	-
Prathamesh Solarfarms Limited	-	-	-	-	-	-	-	-
Rudra Solarfarms Limited	-	-	-	-	-	-	-	-

March 31, 2019

Name of the entity in the Group	Net assets (total assets less total liabilities)		Share in profit/ (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
SE Solar Limited	-	-	-	-	-	-	-	-
Shreyas Solarfarms Limited	-	-	-	-	-	-	-	-
Suzlon Generators Limited	-	-	(0.00)	0.27	(0.00)	0.17	(0.00)	0.44
Vayudoot Solarfarms Limited	-	-	-	-	-	-	-	-
Overseas								
Consortium Suzlon Padgreen Co Ltd	-	-	-	-	-	-	-	-
Associates								
Overseas								
Suzlon Energy (Tianjin) Ltd.	-	-	0.00	(6.37)	-	-	0.00	(6.37)
Eliminations	**(0.51)**	**4,223.29**	**(4.87)**	**7,502.90**	**1.01**	**(40.34)**	**(4.73)**	**7,462.56**
Total	**1.00**	**(8,503.09)**	**1.00**	**(1,537.19)**	**1.00**	**(39.78)**	**1.00**	**(1,576.97)**

March 31, 2018

Name of the entity in the Group	Net assets (total assets less total liabilities)		Share in profit/ (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Suzlon Energy Limited	(0.05)	353.61	3.01	(1,156.14)	(0.04)	7.17	2.00	(1,148.97)
Subsidiaries								
Indian								
Anshuman Renewables Limited	(0.00)	25.02	-	0.00*	-	-	-	0.00*
Ataegina Forge Limited	-	-	-	0.00*	-	-	-	0.00*
Gale Green Urja Limited	-	0.00*	-	0.00*	-	-	-	0.00*
Gale Solarfarms Limited	(0.01)	67.94	0.03	(11.96)	-	-	0.02	(11.96)
Hoenir Forge Limited	-	-	-	0.00*	-	-	-	0.00*
Manas Renewables Limited	0.00	(0.14)	0.00	(0.01)	-	-	0.00	(0.01)
SE Forge Limited	(0.04)	303.12	0.06	(22.62)	(0.00)	0.34	0.04	(22.28)
Sharanya Renewables Limited	(0.00)	12.51	-	0.00*	-	-	-	0.00*
Sirocco Renewables Limited	0.00	(1.21)	0.00	(0.12)	-	-	0.00	(0.12)
Suryoday Renewables Limited	(0.00)	6.26	-	0.00*	-	-	-	0.00*
Suyash Renewables Limited	-	0.00*	-	0.00*	-	-	-	0.00*
Suzlon Global Services Limited	(0.09)	610.75	0.75	(288.76)	(0.01)	2.10	0.50	(286.66)
Suzlon Gujarat Wind Park Limited	0.05	(352.66)	0.72	(278.36)	(0.01)	1.69	0.48	(276.67)
Suzlon Power Infrastructure Limited	0.01	(82.08)	0.11	(41.18)	(0.00)	0.25	0.07	(40.93)
Tornado Solarfarms Limited	(0.00)	31.51	0.01	(4.60)	-	-	0.01	(4.60)
Tsovinar Energy Limited	-	-	-	0.00*	-	-	-	0.00*
Vakratunda Renewables Limited	0.00	(0.06)	0.00	(0.01)	-	-	0.00	(0.01)
Varadvinayak Renewables Limited	0.00	(0.05)	0.00	(0.01)	-	-	0.00	(0.01)
Vignaharta Renewable Energy Limited	(0.01)	37.61	(0.00)	0.06	-	-	(0.00)	0.06
Weyland Energy Limited	-	-	-	0.00*	-	-	-	0.00*
Overseas								
AE-Rotor Holding B.V.	0.55	(3,839.04)	(0.92)	351.55	-	-	(0.61)	351.55
Avind Desenvolvimento De Projetos De Energia Ltda	-	-	-	-	-	-	-	-
Parque Eolico El Almendro S.L.	(0.00)	6.86	0.00	(0.01)	-	-	0.00	(0.01)
SE Blades Technology B.V.	(0.00)	1.01	0.02	(6.12)	-	-	0.01	(6.12)
SE Drive Technik GmbH	0.19	(1,297.60)	(0.00)	0.05	-	-	(0.00)	0.05
Sure Power LLC	(0.00)	17.13	0.09	(34.09)	-	-	0.06	(34.09)
Suzlon Energia Elocia do Brasil Ltda	-	-	0.04	(16.77)	-	-	0.03	(16.77)
Suzlon Energy A/S	(0.04)	301.26	1.94	(746.46)	-	-	1.30	(746.46)
Suzlon Energy Australia Pty. Ltd.	(0.00)	3.48	0.56	(213.27)	-	-	0.37	(213.27)
Suzlon Energy B.V.	(0.02)	112.56	0.12	(46.21)	-	-	0.08	(46.21)
Suzlon Energy Korea Co., Ltd.	-	-	-	-	-	-	-	-
Suzlon Energy Ltd., Mauritius	(0.01)	90.92	0.01	(3.11)	-	-	0.01	(3.11)
Suzlon Rotor Corporation	0.01	(45.85)	(0.33)	128.28	-	-	(0.22)	128.28
Suzlon Wind Energy (Lanka) Pvt Ltd	(0.00)	6.10	(0.00)	1.34	-	-	(0.00)	1.34
Suzlon Wind Energy BH	0.00	(1.11)	0.00	(0.13)	-	-	0.00	(0.13)
Suzlon Wind Energy Bulgaria EOOD	-	-	(0.00)	0.46	-	-	(0.00)	0.46
Suzlon Wind Energy Corporation	0.01	(56.81)	0.31	(120.31)	-	-	0.21	(120.31)
Suzlon Wind Energy Equipment Trading (Shanghai) Co., Ltd.	(0.00)	8.46	(0.02)	6.39	-	-	(0.01)	6.39
Suzlon Wind Energy Espana, S.L	(0.01)	56.62	(0.03)	10.20	-	-	(0.02)	10.20
Suzlon Wind Energy Italy s.r.l.	-	-	0.00	(0.59)	-	-	0.00	(0.59)
Suzlon Wind Energy Ltd	0.00	(1.12)	0.00	(0.02)	-	-	0.00	(0.02)
Suzlon Wind Energy Nicaragua Sociedad Anonima	0.00	(19.01)	(0.01)	3.06	-	-	(0.01)	3.06

Name of the entity in the Group	March 31, 2018							
	Net assets (total assets less total liabilities)		Share in profit/ (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Suzlon Wind Energy Portugal Energia Elocia Unipessoal Lda	0.00	(0.15)	(0.02)	7.09	-	-	(0.01)	7.09
Suzlon Wind Energy Romania SRL	(0.00)	4.23	0.00	(0.27)	-	-	0.00	(0.27)
Suzlon Wind Energy South Africa (PTY) Ltd	0.04	(252.16)	0.02	(8.73)	-	-	0.02	(8.73)
Suzlon Wind Energy Uruguay SA	(0.00)	4.20	(0.01)	2.05	-	-	(0.00)	2.05
Suzlon Wind Enerji Sanayi Ve Ticaret Limited Sirketi	(0.00)	21.71	(0.03)	9.69	-	-	(0.02)	9.69
Tarilo Holding B.V.	(0.01)	61.22	0.00	(0.60)	-	-	0.00	(0.60)
Valum Holding B.V.	(0.00)	2.32	(0.00)	0.65	-	-	(0.00)	0.65
Non-controlling interests	(0.00)	10.19	(0.02)	7.03	-	-	(0.01)	7.03
Joint ventures								
Indian								
Aalok Solarfarms Limited	-	-	0.01	(3.58)	-	-	0.01	(3.58)
Abha Solarfarms Limited	-	-	(0.01)	3.86	-	-	(0.01)	3.86
Amun Solarfarms Limited	-	-	0.00	(1.06)	-	-	0.00	(1.06)
Avighna Solarfarms Limited	-	-	0.01	(2.34)	-	-	0.00	(2.34)
Heramba Renewables Limited	-	-	(0.02)	8.96	-	-	(0.02)	8.96
Prathamesh Solarfarms Limited	-	-	0.02	(9.05)	-	-	0.02	(9.05)
Rudra Solarfarms Limited	-	-	0.00	(0.49)	-	-	0.00	(0.49)
SE Solar Limited	-	-	(0.01)	4.89	-	-	(0.01)	4.89
Shreyas Solarfarms Limited	-	-	(0.01)	5.59	-	-	(0.01)	5.59
Suzlon Generators Limited	-	-	(0.00)	0.23	(0.00)	0.10	(0.00)	0.33
Vayudoot Solarfarms Limited	-	-	(0.00)	1.50	-	-	(0.00)	1.50
Overseas								
Consortium Suzlon Padgreen Co Ltd	-	-	-	-	-	-	-	-
Associates								
Overseas								
Suzlon Energy (Tianjin) Ltd.	-	-	0.01	(3.34)	-	-	0.01	(3.34)
Eliminations	**0.45**	**(3,164.21)**	**(5.43)**	**2,083.38**	**1.06**	**(200.92)**	**(3.28)**	**1,882.46**
Total	**1.00**	**(6,956.66)**	**1.00**	**(384.01)**	**1.00**	**(189.27)**	**1.00**	**(573.28)**

*Less than ₹ 0.01 Crore

2. Basis of preparation and significant accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("the Rules").

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments and
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest Crore (INR 0,000,000) up to two decimals, except when otherwise indicated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of Suzlon Energy Limited ('SEL' or 'the Company') and its subsidiaries (together referred to as 'Suzlon' or 'the Group'). Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements

- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 *Income Taxes* applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 Recent accounting developments

Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and has amended the following standard:

Ind AS 116 *Leases* was notified in as on March 30, 2019 and it replaces Ind AS 17 *Leases*, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Ind AS 116 is effective for annual periods beginning on or after April 1, 2019. The Group will adopt the standard on April 1, 2019. The Group currently evaluating the impact and the method of adoption and based on the preliminary assessment believes that the transition impact to leased assets in property, plant and equipment may represent approximately 1% of the total assets with the equivalent impact on related lease liabilities within liabilities and impact on statement of profit and loss will be insignificant.

2.4 Summary of significant accounting policies

a. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 *Financial Instruments*, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

b. Investment in associates and joint ventures

An associate is an entity over which the Suzlon Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit and loss.

c. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Group classifies all other liabilities as non-current. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

d. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupees (₹), which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses line by line consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and balances

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to continue with the policy of accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements prepared as per IGAAP for the year ended March 31, 2016. Accordingly, exchange differences arising on other long-term foreign currency monetary items (existing as at March 31, 2016) are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised over the remaining life of the concerned monetary item. It is presented as a part of "Other Equity".

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

e. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group management determines the policies and procedures for recurring and non-recurring fair value measurement. Involvement of external valuers is decided upon annually by Company management. The management decodes after discussion with external valuers about valuation technique and inputs to use for each case.

At each reporting date, the Group's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (refer Note 42)
- Investment properties (refer Note 2.4 (k))
- Financial instruments (including those carried at amortised cost) (refer Note 2.4 (t))

f. Revenue from contracts with customers

Revenue from contracts with customers is recognised at the point in time when control of the assets is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Sale of goods

Revenue from sale of goods is recognised in the statement of profit and loss at the point in time when control of the asset is transferred to the buyer as per the terms of the respective sales order, generally on delivery of the goods. Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns, allowances and discounts.

Payment terms:

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties,). In determining the transaction price for the sale of equipment, the Group considers the effects of variable consideration and consideration payable to the customer (if any).

i. Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The contracts for sale of equipment provide customers with a right for penalty in case of delayed delivery or commissioning and in some contracts compensation for performance shortfall expected in future over the life of the guarantee assured.

ii. Significant financing component

Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

iii. Cost to obtain a contract

The Group pays sales commission for contracts obtained. The Group has elected to apply the optional practical expedient for costs to obtain a contract which allows the Group to immediately expense sales commissions because the amortisation period of the asset that the Group otherwise would have used is one year or less.

Warranty obligations

The Group typically provides warranties for operations and maintenance that existed at the time of sale. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in section (q) Provisions.

The Group provides standard period warranty for all contracts and extended warranty beyond standard in few contracts at the time of sale. These service-type warranties are bundled together with the sale of equipment. Contracts for bundled sales of goods and a service-type warranty comprise two performance obligations because the promises to transfer the equipment and to provide the service-type warranty are capable of being distinct. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as a contract liability. Revenue is recognised over the period in which the service-type warranty is provided based on the time elapsed.

Operation and maintenance income ('OMS')

Revenues from operation and maintenance contracts are recognised pro-rata over the period of the contract and when services are rendered.

Project execution income

Revenue from services relating to project execution is recognised on completion of respective service, as per terms of the respective sales order.

Power evacuation infrastructure facilities

Revenue from power evacuation infrastructure facilities is recognised upon commissioning and electrical installation of the Wind Turbine Generator (WTG) and solar park to the said facilities followed by approval for commissioning of WTG from the concerned authorities.

Land revenue

Revenue from land lease activity is recognised upon the transfer of leasehold rights to the customers. Revenue from sale of land / right to sale land is recognised at the point in time when control of asset is transferred to the customer as per the terms of the respective sales order. Revenue from land development is recognised upon rendering of the service as per the terms of the respective sales order.

Sale of services

Revenue from sale of services is recognised in the statement of profit and loss as and when the services are rendered.

Contract balances

i. Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

ii. Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (t) Financial instruments – initial recognition and subsequent measurement.

iii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Interest income

For all financial assets measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend income

Dividend income from investments is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend.

g. Government grants and subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/ subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

h. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in equity. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates the positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

i. Non-current asset held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered high probable to be concluded within 12 months of the balance sheet date.

Such non-current assets or disposal groups are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets including those that are part of a disposal group held for sale are not depreciated or amortised while they are classified as held for sale.

j. Property, plant and equipment ('PPE')

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss when they are incurred.

Depreciation is calculated on the written down value method ('WDV') based on the useful lives and residual values estimated by the management in accordance with Schedule II to the Companies Act, 2013. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

Leasehold land is amortised on a straight line basis over the period of lease.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and are recognised in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

k. Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Group depreciates building component of investment property over 58 years from the date of original purchase / date of capitalisation.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

l. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life. Amortisation is recognised in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

Intangible assets are amortised on a straight line basis over the estimated useful economic life which generally does not exceed five years.

m. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

n. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets, other than land and building subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss.

o. Inventories

Inventories of raw materials including stores and spares and consumables, packing materials, semi-finished goods, components, work-in-progress, project work-in-progress and finished goods are valued at the lower of cost and estimated net realisable value. Cost is determined on weighted average basis.

The cost of work-in-progress, project work-in-progress, semi-finished goods and finished goods includes the cost of material, labour and a proportion of manufacturing overheads.

Stock of land and land lease rights is valued at lower of cost and estimated net realisable value. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

p. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ('CGU') net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/ forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

The impairment loss recognised in prior accounting periods is reversed if there has been a change in estimates of recoverable amount. The carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

Goodwill and intangible assets with indefinite useful life are tested for impairment annually as at March 31. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

q. Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Liquidity damages

Liquidated damages ('LD') represents the expected claims which the Company may need to pay for non-fulfilment of certain commitments as per the terms of the respective sales / purchase contracts. These are determined on a case to case basis considering the dynamics of each contract and the factors relevant to that sale.

Operation, maintenance and warranty provisions

Operation, maintenance and warranty ('O&M') represents the expected liability on account of field failure of parts of Wind Turbine Generators ('WTG') and expected expenditure of servicing the WTGs over the period of free operation, maintenance and warranty, which varies according to the terms of each sales order.

r. Retirement and other employee benefits

Retirement benefits in the form of provident fund, employee state insurance and superannuation fund are defined contribution schemes. The Group has no obligation other than the contribution payable to the funds and the contribution payable to fund is recognised as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Retirement benefits in the form of gratuity is defined benefit obligations and is provided for on the basis of an actuarial valuation, using projected unit credit method as at each balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognised the following changes in defined benefit obligation as an expense in statement of profit or loss.

- Service cost comprising of current service cost, past service cost gains and loss on entitlements and non-routine settlement.
- Net interest expenses or income.

Short-term compensated absences are provided based on estimates. Long term compensated absences and other long-term employee benefits are provided for on the basis of an actuarial valuation, using projected unit credit method, as at each balance sheet date. The entire leave is presented as a current liability in the balance sheet and expenses recognised in statement and profit and loss account, since the Group does not have an unconditional right to defer its settlement for 12 months after the reporting date.

s. Share-based payments

Employees of the Group receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share option outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

t. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

The Group has not designated any financial asset as at FVTOCI.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - a) the group has transferred substantially all the risks and rewards of the asset, or
  - b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from contracts with customers

d) Loan commitments which are not measured as at FVTPL

e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivables balance and historical experience. Individual trade receivables are written off when management deems them not to be collectible.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation for various financial instruments is described below:

- *Financial assets measured as at amortised cost and contractual revenue receivables:* ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

- *Loan commitments and financial guarantee contracts:* ECL is presented as a provision in the balance sheet, i.e. as a liability.
- *Debt instruments measured at FVTOCI:* Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a nonfinancial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the group's operations. Such changes are evident to external parties. A change in the business model occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses. Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

iii) Foreign exchange forward contract

While the Group entered into other foreign exchange forwards contract with the intention of reducing the foreign exchange risk of expected sales and purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit and loss.

v. Earnings / (loss) per share

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors. For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

w. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

x. Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resource embodying economic benefit will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognise a contingent liability but discloses it as per Ind AS 37 in the financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

2.5 Changes in accounting policies and disclosure

New and amended standards

The Group applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in March 2019, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards or amendments that have been issued but are not yet effective.

Ind AS 115 Revenue from contracts with customers

Ind AS 115 was issued on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Group adopted Ind AS 115 using the cumulative catch-up transition method and applied to contracts that were not completed as of April 1, 2018, accordingly, comparatives for the year ended March 31, 2018 will not be retrospectively adjusted. Application of this Standard has resulted into positive impact on opening reserves amounting to ₹ 10.24 Crore. The effect of the transition on the current period has not been disclosed as the standard provides an optional practical expedient. The Group did not apply any of the other available optional practical expedients.

Appendix B to Ind AS 21 Foreign currency transactions and advance considerations:

On March 28, 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration. The appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the date of the transactions for each payment or receipt of advance consideration. This interpretation does not have any impact on the Group's consolidated financial statements.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Significant judgements in applying the Group's accounting policy

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Operating lease commitments – Group as a lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- *Identifying performance obligations*

The Group supplies WTG's that are either sold separately or bundled together with project execution activities to customers.

The Group determined that both the supply of WTGs and project execution activities can be performed distinctly on a stand-alone basis which indicates that the customer can benefit from respective performance obligations on their own. The Group also determined that the promises to supply the WTG and execute projects are distinct within the context of the contract and are not inputs to a combined item in the contract. Further, the WTG supply and project execution activities are not highly interdependent or highly interrelated, as the Group would be able to supply WTGs wherein the project execution activities can be performed by customers directly. Further, the Group chose output method for measuring the progress of performance obligation.

- *Determining method to estimate variable consideration and assessing the constraint*

Contracts for the supply of WTGs and project execution activities include a right for penalty in case of delayed delivery or commissioning and compensation for performance shortfall expected in future over the life of the guarantee assured that give rise to variable consideration. In estimating the variable consideration, the Group considers the dynamics of each contract and the factors relevant to that sale on a case to case basis.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Taxes

The Group does not recognise deferred tax liability with respect to unremitted retained earnings and associated foreign currency translation reserve of Group subsidiaries and joint ventures wherever it controls the timing of the distribution of profits and it is probable that the subsidiaries and joint ventures will not distribute the profit and foreseeable future. Also, the Group does not recognised deferred tax liability on the unremitted earnings of its subsidiaries wherever it believes that it would avail the tax credit for the dividend distribution tax payable by the subsidiaries on its dividend distribution.

Classification of interest as associate/ joint venture

The Group has analysed the contractual terms with the parties in order to determine classification of an entity as associate/ joint venture.

b. Significant accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Uncertainty about these assumption and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Allowance for trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. The Group recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. The carrying value of allowance for doubtful debts is ₹ 19.09 Crore and ₹ 30.54 Crore as at March 31, 2019 and March 31, 2018 respectively refer Note 10.

Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 35.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of international business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumption made, or future changes to such assumption, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretations may arise on a wide variety of issues depending on the conditions prevailing in the respective Group Company's domicile.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, future tax planning strategies. The company has unabsorbed depreciation, unabsorbed business loss, unutilised MAT and credit and capital loss details which are given in Note 31. The unabsorbed depreciation can be carried forward indefinitely. The business loss can be carried forward for 8 years, MAT credit for 15 years and capital loss for 8 years. Majority of business losses will expire in between March 2021 to March 2023, MAT credit in between March 2022 to March 2024 and capital loss in between March 2024 to March 2025. As there is no certainty of taxable temporary differences, the Company has not recognised deferred tax assets on conservative basis.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate used in determining the defined benefit plan obligations differ from subsidiary to subsidiary. The estimates of future salary increases take into account the inflation, seniority, promotion and other relevant factors.

Further details about gratuity obligations are given in Note 34.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 41 for further disclosures.

Intangible asset under development

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

The carrying value of intangible assets has been disclosed in Note 6.

Property, plant and equipment

The carrying value of property, plant and equipment has been disclosed in Note 5 (a).

Recompense liability

The Group is in negotiation with CDR lenders for a voluntary exit from CDR scheme. The Group has recognised recompense liability payable to CDR lenders based on management estimate which is derived considering certain scenarios and assumptions in relation to interest rate, waiver in recompense, timing of loan repayment and CDR exit etc. The amount payable by the Group as recompense is dependent on various factors and also on discussions and negotiations with the CDR lenders (refer Note 21).

4. Going concern

The Group had losses during the previous year and has continued to incur losses during the current year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in increase in negative net worth during the year and as at March 31, 2019. The net current liabilities in consolidated financial statement were ₹ 4,434.87 Crore as at March 31, 2019.

Further, the Group has defaulted in repayment of principal and interest payable to lenders aggregating to ₹ 437.50 Crore at consolidated level in respect of its term loans and working capital facilities as on March 31, 2019 and has also defaulted in making payments to certain overdue creditors.

The default under term loans and working capital facilities give right to the holders of the unsecured Foreign Currency Convertible Bonds (FCCB) aggregating ₹ 1,205.08 Crore which are due for redemption in July 2019, and to the banks who have issued standby letter of credit (SBLC) for a loan taken by one of the subsidiary company amounting to ₹ 3,937.69 Crore, to recall these bonds and facilities immediately.

The borrowings repayable after 12 months from the balance sheet date have been classified as 'non-current', based on confirmations / repayment schedule received from lenders after March 31, 2019. The lenders have allowed continuation of operations, permitting usage of 90% of cash inflows towards business requirements and have invoked the Inter Creditor Agreement (ICA) mechanism under 'Project Sashakt' for resolution.

The aforesaid conditions indicate liquidity stress and existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

The Board of directors has evaluated these conditions and has advised the management to take measures to improve liquidity condition of the Group. The Group is working towards a resolution plan with the lenders and has received a non-binding offer from a potential investor, which is currently extended and valid till June 3, 2019 (the terms of the non-binding offer provide for extension of the validity period of the offer on an exclusive basis as may be mutually agreed by the parties), and envisages infusion of additional equity in the Company, purchase of a business line by the investor and considerable amount of waiver of the debts by the lenders (including FCCB holders), which will enable the Group to scale up its operations and meet the remaining financial obligations. These measures are contingent upon the approval of the lenders of the resolution plan including waiver of the debts, and the approval of shareholders for the preferential allotment of shares, which events are not wholly within the control of the Company.

In addition, the Group has confirmed customer orders for installation of 1,320 MW approximating ₹ 7,557 Crore, the fulfilment of which is contingent on the Company's ability to obtain sufficient funds to meet its working capital requirements which is also contingent on acceptance and implementation of resolution plan.

The Group's ability to continue as a going concern is solely dependent on successful outcome of the aforesaid management's plans. The Management is confident of obtaining the required approvals of the lenders and shareholders as stated above for raising adequate resources to meet its financial obligations and continuing business operations in the foreseeable future.

Accordingly, the consolidated financial statements have been prepared on the basis that the Group will continue as a going concern and no adjustments have been made to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities.

5(a). Property, plant and equipment ('PPE')

Particulars	Gross block					Accumulated depreciation / impairment					Net block
	As at April 1, 2018	Additions	Translation adjustment	Deductions / adjustments	As at March 31, 2019	As at April 1, 2018	Charge for the year	Translation adjustment	Deductions / Adjustments	As at March 31, 2019	As at March 31, 2019
Land	138.44	12.79	(0.02)	0.42	150.79	2.50	1.13	-	-	3.63	147.16
Buildings	524.75	6.62	0.21	1.86	529.72	126.65	41.93	0.09	0.88	167.79	361.93
Site development	72.44	-	-	-	72.44	5.99	2.73	-	-	8.72	63.72
Plant and machinery	983.31	99.89	1.72	21.67	1,063.25	393.95	164.06	1.22	9.74	549.49	513.76
Wind research and measuring equipments	31.09	4.11	(0.02)	8.20	26.98	16.86	7.86	(0.02)	5.03	19.67	7.31
Computer and office equipments	76.20	10.09	0.82	0.38	86.73	45.28	14.04	0.06	0.17	59.21	27.52
Furniture and fixtures	48.26	3.86	0.13	0.27	51.98	29.83	6.72	(0.04)	0.14	36.37	15.61
Vehicles	23.32	0.02	0.04	0.14	23.24	9.43	3.57	0.04	0.11	12.93	10.31
Total	**1,897.81**	**137.38**	**2.88**	**32.94**	**2,005.13**	**630.49**	**242.04**	**1.35**	**16.07**	**857.81**	**1,147.32**

Particulars	Gross block						Accumulated depreciation / impairment						Net block
	As at April 1, 2017	Additions	Translation adjustment	Deductions/ Adjustments	Classified as held for sale	As at March 31, 2018	As at April 1, 2017	Charge for the year	Translation adjustment	Deductions/ adjustments	Classified as held for sale	As at March 31, 2018	As at March 31, 2018
Land	165.51	1.99	0.01	9.93	19.14	138.44	1.40	1.14	-	0.04	-	2.50	135.94
Buildings	525.99	21.48	0.02	22.74	-	524.75	84.34	45.87	0.01	3.57	-	126.65	398.10
Site development	72.44	-	-	-	-	72.44	3.26	2.73	-	-	-	5.99	66.45
Plant and machinery	927.07	453.11	0.32	17.89	379.30	983.31	271.20	142.86	0.19	6.50	13.80	393.95	589.36
Wind research and measuring equipments	21.36	11.16	0.07	1.50	-	31.09	9.73	7.73	0.07	0.67	-	16.86	14.23
Computer and office equipments	64.32	15.31	0.59	4.02	-	76.20	27.27	19.37	0.54	1.90	-	45.28	30.92
Furniture and fixtures	50.68	3.06	0.23	5.71	-	48.26	24.54	8.10	0.14	2.95	-	29.83	18.43
Vehicles	20.06	4.83	0.02	1.59	-	23.32	5.51	4.38	0.01	0.47	-	9.43	13.89
Total	**1,847.43**	**510.94**	**1.26**	**63.38**	**398.44**	**1,897.81**	**427.25**	**232.18**	**0.96**	**16.10**	**13.80**	**630.49**	**1,267.32**

Notes:

a) Buildings include those constructed on leasehold land.

b) For details of property, plant and equipment given as security to lenders refer Note 20(b)

5(b). Capital work-in-progress

Capital work-in-progress as at March 31, 2019 stand at ₹ 218.33 Crore (previous year: ₹ 173.42 Crore), which primarily includes building and plant and machineries under construction.

6. Other intangible assets and goodwill

Particulars	Gross block					Accumulated amortisation / impairment					Net block
	As at April 1, 2018	Additions	Translation adjustment	Deductions/ adjustments	As at March 31, 2019	As at April 1, 2018	Charge for the year	Translation adjustment	Deductions/ adjustments	As at March 31, 2019	As at March 31, 2019
Other intangible assets											
Design and drawings	533.16	271.96	11.02	-	816.14	407.26	90.10	10.01	-	507.37	308.77
SAP and other softwares	33.00	3.41	0.57	-	36.98	11.78	6.38	0.15	-	18.31	18.67
Total	**566.16**	**275.37**	**11.59**	**-**	**853.12**	**419.04**	**96.48**	**10.16**	**-**	**525.68**	**327.44**
Goodwill on consolidation	**7.63**	**-**	**-**	**-**	**7.63**	**-**	**-**	**-**	**-**	**-**	**7.63**

Particulars	Gross block					Accumulated amortisation / impairment					Net block
	As at April 1, 2017	Additions	Translation adjustment	Deductions/ adjustments	As at March 31, 2018	As at April 1, 2017	Charge for the year	Translation adjustment	Deductions/ adjustments	As at March 31, 2018	As at March 31, 2018
Other intangible assets											
Design and drawings	495.21	37.04	0.91	-	533.16	308.70	97.86	0.70	-	407.26	125.90
SAP and other softwares	21.18	11.82	-	-	33.00	4.34	7.44	-	-	11.78	21.22
Total	**516.39**	**48.86**	**0.91**	**-**	**566.16**	**313.04**	**105.30**	**0.70**	**-**	**419.04**	**147.12**
Goodwill on consolidation	**7.62**	**-**	**0.01**	**-**	**7.63**	**-**	**-**	**-**	**-**	**-**	**7.63**

Notes:

a) For details of intangible assets given as security to lenders refer Note 20(b)

Depreciation and amortisation details:

Particulars	March 31, 2019	March 31, 2018
Depreciation on property, plant and equipment (refer Note 5 (a))	242.04	232.18
Amortisation of intangible assets (refer Note 6)	96.48	105.30
Depreciation on investment property (refer Note 7)	3.33	4.13
Total	**341.85**	**341.61**

7. Investment property

	March 31, 2019	March 31, 2018
Gross block		
Opening balance	53.84	40.57
Additions	-	0.32
Classified as investment property from PPE	-	17.56
Deduction / adjustments	(0.17)	-
Less: Classified as held for sale	-	(4.61)
Closing balance	**53.67**	**53.84**
Depreciation and impairment		
Opening balance	13.05	6.43
Depreciation	3.33	4.13
Classified as investment property from PPE	-	3.15
Deduction / adjustments	(0.07)	-
Less: Classified as held for sale	-	(0.66)
Closing balance	**16.31**	**13.05**
Net block	**37.36**	**40.79**

The Group has classified certain office premises given on lease as investment property. For details of investment property given as security to lenders refer Note 20(b).

Information regarding income and expenditure of investment property:

	March 31, 2019	March 31, 2018
Rental income derived from investment property	18.83	15.13
Direct operating expenses (including repairs and maintenance)		
generating rental income	-	-
not generating rental income	1.81	1.16
Profit before depreciation and indirect expenses	17.02	13.97
Depreciation	3.33	4.13
Profit before indirect expenses	**13.69**	**9.84**

The Group's investment property consist of three commercial properties. As at March 31, 2019 and March 31, 2018 the fair value of the properties are ₹ 186.46 Crore and ₹ 183.84 Crore respectively. The fair valuation is derived by management internally.

Description of valuation techniques used and key inputs to valuation on investment properties:

Investment property	Valuation technique	Significant unobservable inputs	Range	
			March 31, 2019	March 31, 2018
Godrej Millennium	DCF method	Rent growth p.a.	5%	5%
		Rent growth p.a. (for terminal value)	2%	2%
		Long term vacancy rate	0%	0%
		Long term vacancy rate (for terminal value)	7%	7%
		Discount rate	8.28%	7.10%
Aqua Lounge One Earth	DCF method	Rent growth p.a.	5%	5%
		Rent growth p.a. (for terminal value)	2%	2%
		Long term vacancy rate	10%	10%
		Long term vacancy rate (for terminal value)	7%	7%
		Discount rate	8.28%	7.10%
Sun Lounge One Earth	DCF method	Rent growth p.a.	5%	5%
		Rent growth p.a. (for terminal value)	2%	2%
		Long term vacancy rate	10%	10%
		Long term vacancy rate (for terminal value)	7%	7%
		Discount rate	8.28%	7.10%

Under the DCF method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, a market-derived discount rate is applied to establish the present value of the income stream associated with the asset.

8. Intangible assets under development

Intangible assets under development as at March 31, 2019 stand at ₹ 10.41 Crore (previous year: ₹ 179.82 Crore) which primarily includes design and drawings under development.

9. Investments

	March 31, 2019	March 31, 2018
Non-current		
(a) Investment in an associate and joint ventures		
Accounted using equity method		
(i) Investment in associate		
Suzlon Energy (Tianjin) Limited, China	40.36	46.99
Less: Impairment allowance	(40.36)	-
Total	**-**	**46.99**
(ii) Investment in joint ventures		
Investment in equity instruments		
26 (26) equity shares of MUR 1,000 each fully paid of Consortium Suzlon-Padgreen Co Ltd	-	-
57,210,247 (57,210,247) equity shares of ₹ 10 each fully paid of Suzlon Generators Limited	20.30	19.87
Total	**20.30**	**19.87**
Total investments in an associate and joint ventures	**20.30**	**66.86**
(b) Other investments		
Investments at fair value through profit or loss		
(i) Investment in government securities	0.02	0.02
	0.02	**0.02**
(ii) Other investments		
7,550 (7,550) equity shares of ₹ 10 each of Saraswat Co-operative Bank Limited	0.01	0.01
30 (30) equity shares of ₹ 10 of Godrej Millennium Condominium	0.00*	0.00*
100,000 (100,000) equity shares of ₹ 10 each of Green Infra Renewable Energy Limited	0.10	0.10
	0.11	**0.11**
	0.13	**0.13**
Aggregate amount of unquoted investments (cost)	**115.67**	**115.67**
Aggregate impairment allowance	**(40.36)**	**(-)**

Figures in bracket are in respect of previous year.

For details of investments given as security to lenders refer Note 20(b).

*Less than ₹ 0.01 Crore

a) Interest in joint ventures

The Group has interest in various joint ventures as listed in Note 1(c). Further as on March 31, 2019, few joint ventures have been classified under assets held for sale as explained in Note 1(c). Details of financial information of the joint ventures, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised balance sheet as at March 31, 2019:

	March 31, 2019	March 31, 2018#
Current assets		
Cash and cash equivalents	0.04	1.02
Other current assets	69.46	63.99
Non-current assets	21.37	24.82
Total assets	**90.87**	**89.83**
Current liabilities		
Financial liabilities	66.29	63.09
Other current liabilities	3.10	4.65
Non-current liabilities		
Financial liabilities	0.61	0.64
Other non-current liabilities	0.50	0.89
Total liabilities	**70.50**	**69.27**
Equity	**20.37**	**20.56**
Carrying amount of investment	**20.30**	**19.87**
Group's share in capital and other commitment	0.27	0.24
Group's share in contingent liabilities	4.24	7.16

Summarised statement of profit and loss:

	March 31, 2019	March 31, 2018
Revenue	101.63	240.35
Other income	0.36	6.23
Cost of goods sold	(80.25)	(73.58)
Employee benefits expenses	(6.92)	(6.81)
Other expenses	(7.50)	(26.69)
Depreciation and amortisation	(4.35)	(47.51)
Finance cost	(3.37)	(80.52)
Profit / (loss) before tax	**(0.40)**	**11.47**
Income tax expense	-	(2.65)
profit / (loss) for the year	**(0.40)**	**8.82**
Other comprehensive income	0.22	0.13
Total comprehensive income for the year	**(0.18)**	**8.95**
Unrealised share of profit / (loss)	-	7.24
Group's share of profit / (loss) for the year	**0.44**	**8.61**

refer Note 1 (c) (i)

b) **Investment in an associate**

The Group has 25% interest in Suzlon Energy (Tianjin) Limited ('SETL')#, a private unlisted company which is involved in manufacturing of WTG's in China. The Group's interest in SETL is accounted for using the equity method in the consolidated financial statements. Details of financial information of the associate and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised balance sheet as at March 31, 2019:

	March 31, 2019	March 31, 2018
Current assets		
Cash and cash equivalents	0.92	1.84
Other current assets	501.68	527.80
Non-current assets	110.16	123.88
Total assets	**612.76**	**653.52**
Current liabilities		
Financial liabilities	284.52	317.20
Other current liabilities	141.60	123.16
Total liabilities	**426.12**	**440.36**
Equity	**186.64**	**213.16**
Carrying amount of investment	**-**	**46.99**
Group's share in capital and other commitment	-	-
Group's share in contingent liabilities	-	-

Summarised statement of profit and loss:

	March 31, 2019	March 31, 2018
Revenue	1.58	116.75
Cost of goods sold	(2.27)	(95.05)
Employee benefits expenses	(8.48)	(11.80)
Other expenses	(3.26)	(5.87)
Depreciation and amortisation	(13.03)	(17.28)
Finance cost	(0.01)	(0.11)
Profit / (loss) before tax	**(25.47)**	**(13.36)**
Income tax expense	-	-
Profit / (loss) for the year	**(25.47)**	**(13.36)**
Other comprehensive income	-	-
Total comprehensive income for the year	**(25.47)**	**(13.36)**
Unrealised share of profit / (loss)	-	-
Group's share of profit / (loss) for the year	**(6.37)**	**(3.34)**

refer Note 30

10. Trade receivables

	March 31, 2019	March 31, 2018
Non-current		
Unsecured, considered good	-	4.89
Credit impaired	78.21	88.67
	78.21	**93.56**
Less : Impairment allowance	-	(0.05)
Less: Allowance of doubtful debts	(78.21)	(88.67)
Total	**-**	**4.84**
Current		
Unsecured, considered good	1,899.68	3,015.64
Less : Impairment allowance	(19.09)	(30.49)
Total	**1,880.59**	**2,985.15**

The movement in impairment allowance as per ECL model is as under:

	March 31, 2019	March 31, 2018
Balance as at the beginning of the year	30.54	52.47
Impairment allowance during the year	(11.45)	(21.93)
Balance as at the end of the year	**19.09**	**30.54**

For details of receivable given as security to lenders refer Note 20(b).

11. Loans

	March 31, 2019	March 31, 2018
Non-current		
Unsecured, considered good		
Loans to others	-	1.12
	-	**1.12**
Current		
Unsecured, considered good		
Loans to employees	0.41	0.80
Inter-corporate deposits	11.11	49.13
	11.52	**49.93**

For details of loans given as security to lenders refer Note 20(b).

12. Other financial assets

	March 31, 2019	March 31, 2018
Non-current		
Bank balances	336.19	348.25
Security deposits		
Unsecured, considered good	96.25	87.89
Unsecured, considered doubtful	3.53	3.53
	99.78	**91.42**
Less : Allowance for doubtful deposits	(3.53)	(3.53)
	96.25	**87.89**
Other assets (refer Note a below)	51.37	145.01
Total	**483.81**	**581.15**
Current		
Security deposits (unsecured, considered good)	1.11	20.09
Interest accrued on deposits, loans and advances	8.75	8.24
Other assets (refer Note a below)	306.45	238.03
Total	**316.31**	**266.36**

Other financial assets include deposits of ₹ 47.73 Crore (previous year: ₹ 3.53 Crore) from private companies in which director is a director or member.

a) The Company incurs expenditure on development of infrastructure facilities for power evacuation arrangements as per authorisation of the State Electricity Boards ('SEB')/ Nodal agencies in Maharashtra and Tamil Nadu. The expenditure is reimbursed, on agreed terms, by the SEB/ Nodal agencies. In certain cases, the Company recovers the cost from customers in the ordinary course of business. The cost incurred towards development of infrastructure facility inventory is reduced by the reimbursements received from SEB/Nodal agencies and the net amount is shown as 'Infrastructure Development Asset' under other assets. The excess of cost incurred towards the infrastructure facilities net of reimbursement received from SEB/Nodal agencies/customers is charged to statement of profit and loss as infrastructure development expenses.

For details of financial assets given as security to lenders refer Note 20(b).

Break up of financial assets at amortised cost

Particulars	March 31, 2019	March 31, 2018
Loans (refer Note 11)	11.52	51.05
Trade receivable (refer Note 10)	1,880.59	2,989.99
Security deposits (refer Note 12)	97.36	107.98
Other financial assets (refer Note 12)	702.76	739.53
Total	**2,692.23**	**3,888.55**

13. Other assets

	March 31, 2019	March 31, 2018
Non-current		
Capital advances (unsecured, considered good)	1.43	10.07
Advances recoverable in kind		
Unsecured, considered good	4.85	8.68
Unsecured, considered doubtful	43.47	106.96
	48.32	115.64
Less : Allowance for doubtful advances	(43.47)	(106.96)
	4.85	8.68
Advance income tax (net of provisions)	22.06	36.26
Prepaid expenses	75.50	84.37
Total	**103.84**	**139.38**
Current		
Advances recoverable in kind (unsecured, considered good)	598.94	537.45
Prepaid expenses	72.89	95.04
Balances with government/ statutory authorities	540.10	298.12
Total	**1,211.93**	**930.61**

For details of other assets given as security to lenders refer Note 20(b).

Other assets include advances recoverable of ₹ 4.39 Crore (previous year: ₹ 2.00 Crore) from private companies in which director is a director or member.

14. Inventories (valued at lower of cost and net realisable value)

	March 31, 2019	March 31, 2018
Raw materials	1,054.26	1,097.60
Finished goods, semi-finished goods and work- in- progress	1,451.50	1,505.86
Stores and spares	237.02	264.27
Land and lease rights	171.15	158.64
Total	**2,913.93**	**3,026.37**

For details of inventories given as security to lenders refer Note 20(b).

15. Cash and cash equivalents

	March 31, 2019	March 31, 2018
Balances with banks	73.37	399.12
Cheques on hand	0.18	181.00
Cash on hand	1.07	0.95
Total	**74.62**	**581.07**

There are no restrictions with regard to cash and cash equivalents at the end of the reporting period and previous period.

16. Assets classified as held for sale

	March 31, 2019	March 31, 2018
Investment property held for sale (refer Note a below)	-	3.95
Investments in joint ventures (refer Note b below)	89.36	223.09
Assets related to solar business (refer Note c below)	-	435.13
Total	**89.36**	**662.17**
Liabilities associated with assets related to solar business	-	286.84
Total	**-**	**286.84**

a. During the year, the Group disposed one of its commercial property given on lease. The property was previously used as its corporate office for carrying out the business.

b. During the year, the Group has disposed of its investments in five out of ten joint ventures who are in the business of generation of electricity through solar energy. These investments have been accounted for using the equity method. The disposal group does not constitute a separate major component of the Group and therefore has not been classified as discontinued operations.

Joint venture name	Investment type	March 31, 2019	March 31, 2018
Aalok Solarfarms Limited	Equity shares and compulsorily convertible debentures	6.52	6.77
Abha Solarfarms Limited	Equity shares and compulsorily convertible debentures	13.97	14.22
Amun Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	11.28
Avighna Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	8.66
Heramba Renewables Limited	Equity shares and compulsorily convertible debentures	28.93	29.13
Prathamesh Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	42.73
Rudra Solarfarms Limited	Equity shares and compulsorily convertible debentures	-	9.19
SE Solar Limited	Equity shares	-	60.68
Shreyas Solarfarms Limited	Equity shares and compulsorily convertible debentures	25.82	26.31
Vayudoot Solarfarms Limited	Equity shares	14.12	14.12
Total		**89.36**	**223.09**

c. During the year, the Group disposed of its two subsidiaries having solar business. The major class of assets and liabilities as at the end of the reporting period are as follows:

	March 31, 2019	March 31, 2018
Property, plant and equipment	-	384.65
Trade receivables	-	4.43
Cash and cash equivalents	-	1.10
Other financial assets	-	38.98
Other current assets	-	5.97
Assets of solar business classified as held for sale	**-**	**435.13**
Borrowings	-	(239.05)
Other non-current liabilities	-	(32.88)
Trade payables	-	(0.02)
Other financial liabilities	-	(13.36)
Other current liabilities	-	(1.53)
Liabilities of solar business associated with assets classified as held for sale	**-**	**(286.84)**
Net assets of solar business classified as held for sale	**-**	**148.29**

17. Equity share capital

	March 31, 2019	March 31, 2018
Authorised shares		
12,490,000,000 (12,490,000,000) equity shares of ₹ 2/- each	2,498.00	2,498.00
	2,498.00	**2,498.00**
Issued shares		
5,338,706,098 (5,338,706,098) equity shares of ₹ 2/- each	1,067.74	1,067.74
	1,067.74	**1,067.74**
Subscribed and fully paid-up shares		
5,319,774,121 (5,319,774,121) equity shares of ₹ 2/- each	1,063.95	1,063.95
	1,063.95	**1,063.95**

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the financial year

	March 31, 2019		March 31, 2018	
	Number of shares (Crore)	**₹ Crore**	**Number of shares (Crore)**	**₹ Crore**
At the beginning of the year	531.98	1,063.95	502.44	1,004.88
Issued during the year				
- Conversion of bonds	-	-	29.54	59.07
Outstanding at the end of the year	**531.98**	**1,063.95**	**531.98**	**1,063.95**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 each. Each holder of equity shares is entitled to one vote per share except for the underlying depository shares held against the Global Depository Receipts (‘GDRs’).

Holders of the GDR have no voting rights with respect to the equity shares represented by the GDRs Deutsche Bank Trust Company Americas (the ‘Depository’), which is the shareholder on record in respect of the equity shares represented by the GDRs, will not exercise any voting rights in respect of the equity shares against which GDRs are issued, unless it is required to do so by law. Equity shares which have been withdrawn from the Depository facility and transferred on the Company's register of members to a person other than the Depository, ICICI Bank Limited (the ‘Custodian’) or a nominee of either the Depository or the Custodian may be voted by the holders thereof.

As regard the shares which did not have voting rights as on March 31, 2019 are GDRs – 20,70,210 / (equivalent shares – 82,80,840) and as on March 31, 2018 are GDRs – 2,261,816 / (equivalent shares – 9,047,264).

The Company declares and pays dividends in Indian rupees (₹). The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company on February 13, 2015 signed a Shareholder Agreement as amended by an Amendment Agreement dated December 11, 2015 (collectively the "Agreement") with the Investor Group in terms of which the Investor Group agreed to subscribe to 100 Crore equity shares at the rate of ₹ 18 per shares aggregating to ₹ 1,800.00 Crore, which were allotted on May 15, 2015. This is in addition to shares acquired under an Open Offer under SEBI Takeover Regulations. The key terms of the Agreement with the Investor Group are as follows;

- Appointment of one nominee director.
- Certain decisions by virtue of the agreement need shareholder approval.
- Investor group and Promoters of the Company shall be considered as Persons Acting in Concert under Regulation 2(1) (q) of the SEBI Takeover Regulations.
- If the Promoters decide to transfer any of their shareholding in the Company, they shall first offer these to the Investor Group. Also, if the Investor Group decide to transfer any of their shareholding in the Company, they shall first offer these to the Promoter Group.
- The Investor Group shares shall be subject to a lock-in period applicable under applicable regulations or one-year whichever is later.
- The Investor Group shall be consulted in accordance with the provisions of the Agreement.

c. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company issued 10,095,000 shares (10,095,000 shares) to employees under Employee stock purchase scheme, wherein part consideration was received in the form of employee services.

d. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer Note 35(b), under heading of “Closing balance”.

For details of shares reserved for issue on conversion of FCCBs, refer Note 20(d) (i) for terms of conversion / redemption.

For details of shares reserved for issue on conversion of Funded Interest Term Loan (‘FITLs’) into equity shares or compulsory convertible debentures and issue of equity shares in lieu of sacrifice of the CDR Lenders, refer Note 20(a) (iv) for terms of conversion. There are no shares reserved for issue under options as at the balance sheet date.

e. **Details of shareholders holding more than 5% equity shares in the Company: Nil (previous year : Nil)**

Note: As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

18. Other equity

Refer Statement of Changes in Equity for detailed movement in equity balance.

	March 31, 2019	March 31, 2018
Equity component of compound financial instruments	28.50	28.50
Capital reserve	23.30	23.30
Capital reserve on consolidation	0.03	0.03
Capital redemption reserve	15.00	15.00
Legal and statutory reserve	1.11	12.36
General reserve	916.89	868.15
Securities premium	9,239.10	9,239.10
Share option outstanding account	-	48.74
Foreign currency monetary item translation difference account (FCMITDA)	(16.21)	(42.17)
Retained earnings	(19,106.26)	(17,601.13)
Foreign currency translation reserve	(663.02)	(622.68)
Total	**(9,561.56)**	**(8,030.80)**

Nature and purposes of various items in other equity:

a. **Equity component of compound financial instruments**

The FCCB has been classified as compound instrument. This instrument has been split between equity and liability by primarily valuing the liability portion without equity conversion options. The balance between instrument value and liability component has been the value of equity conversion options. On the date of transition the amount of FCMITDA has been recomputed under Ind AS. The difference in the value as a result has been transferred to retained earnings.

b. **Capital reserve**

The Group recognises profit or loss on purchase / sale of the equity instruments in case of merger to capital reserve.

c. **Capital redemption reserve**

The Group has transferred amount from statement of profit or loss to capital redemption reserve on redemption of preference shares issued by the company.

d. **Legal and statutory reserve**

The legal and statutory reserve relates to the research created as per regulations of few overseas subsidiaries.

e. **General reserve**

The Company has transferred a portion of the net profit of the company before declaring dividend or a portion of net profit kept separately for future purpose is disclosed as general reserve.

f. **Securities premium**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

g. **Share option outstanding account**

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

h. **Foreign currency monetary item translation difference account ('FCMITDA')**

The Group recognises FCMITDA for unamortised exchange difference pertaining to long term foreign currency monetary items. (refer Note 2.4 (d))

i. **Foreign currency translation reserve ('FCTR')**

It is the reserve generated due to exchange fluctuation resulting from translation of the financial statements of overseas subsidiaries into reporting currency of the parent company i.e. INR (₹).

19. Non-controlling interests

Non-controlling interest having a deficit balance of ₹ 5.48 Crore (previous year: surplus of ₹ 10.19 Crore) relates to interest in the subsidiaries of the Group which is held by entities / persons other than the Group. Movement in interest held by the Group during the year is mainly on account of acquisition of non-controlling interest from Gale Solarfarms Limited and Tornado Solarfarms Limited and subsequently disposing off those subsidiaries resulting in loss of control.

20. Borrowings

	March 31, 2019	March 31, 2018
Non-current		
Term loan from banks (secured)	5,255.20	5,343.15
Loans from banks (unsecured)	33.46	44.18
Term loan from financial institutions (secured)	955.48	1,189.08
Foreign currency convertible bonds (unsecured)	-	1,139.30
Total	**6,244.14**	**7,715.71**
Current		
Working capital facilities from banks (secured)	3,379.79	3,889.45
Total	**3,379.79**	**3,889.45**

a) Corporate debt restructuring (CDR)

During the financial year ended March 31, 2013, Suzlon Energy Limited ('SEL') along with its identified domestic subsidiaries and a joint venture collectively referred to as the 'Borrowers' and individually as the 'Borrower', had restructured various financial facilities (restructured facilities) from the secured CDR lenders under the Corporate Debt Restructuring Proposal. Pursuant to approval of CDR Package by the CDR Empowered Group ('CDR EG'), the implementation of the CDR package was formalised upon execution of Master Restructuring Agreement (MRA) between the CDR Lenders and Borrowers during the financial year ending March 31, 2013. The MRA inter-alia covers the provisions to govern the terms and conditions of restructured facilities.

The key features of the CDR package are as follows:

i. Repayment of Restructured Term Loans ('RTL') after moratorium of 2 years from cut-off date in 32 structured quarterly instalments commencing from December 2014 to September 2022. The moratorium period of 2 years has expired on September 30, 2014.

ii. Conversion of various irregular / outstanding / devolved financial facilities into Working Capital Term Loan ('WCTL') and the repayment terms of which are in similar to that of RTL with enabling mandatory prepayment obligations on realisation of proceeds from certain asset sale and capital infusion.

iii. Restructuring of existing fund based and non-fund based working capital facilities, subject to renewal and reassessment every year.

iv. Unpaid Interest due on certain existing facilities on cut-off date, interest accrued during the moratorium period on RTL and WCTL and interest on fund based working capital facilities for certain period were to be converted into FITL and which were to be converted into equity shares of the Company.

v. The rate of interest on RTL, WCTL, FITL and fund based working capital facilities were reduced to 11.00% per annum with reset option in accordance with MRA.

vi. Waiver of existing events of defaults, penal interest and charges etc. in accordance with MRA.

vii. Contribution of ₹ 250.00 Crore in SEL by promoters, their friends, relatives and business associates as stipulated, conversion of existing promoter's loan of ₹ 145.00 Crore into equity shares / Compulsorily convertible debentures at the price determined in compliance with Securities and Exchange Board of India.

Other key features of the CDR Package are:

i. Right of Recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines and MRA and;

ii. SEL to issue equity shares in lieu of sacrifice of the CDR Lenders for the first three years from cut-off date at the price determined in compliance with Securities and Exchange Board of India, if exercised by CDR lenders.

In case of financial facilities availed from the non-CDR Lenders, the terms and conditions shall continue to be governed by the provisions of the existing financing documents.

During the financial year ended March 31, 2015, the restructuring proposal with Power Finance Corporation ('PFC') which is a non-CDR lender was approved by CDR EG. As per the terms of restructuring, the PFC has converted certain portion of interest accrued into FITL I and FITL II. Repayment of outstanding term loan would be in accordance with terms and conditions similar to those of RTL, whereas repayment of FITL I would be made in 32 equal quarterly instalments and should be co-terminus with RTL. Repayment of FITL II would be made in 16 quarterly instalments from December 2018 to September 2022. To give effect to the restructuring a bilateral agreement between the Borrower and PFC was entered into on November 27, 2018.

SE Forge Limited ('SEFL') a wholly-owned subsidiary of the Company on request was referred to CDR cell which was approved by CDR EG in financial year 2013-14. On receipt of consent from CDR EG, SEFL exit from CDR scheme in its meeting held on December 28, 2015. Repayment of Restructured Term Loan ('RTL') after moratorium of 2 years from cut-off date in 32 structured quarterly instalments commencing from December 2014 to September 2022 did not undergo any change and continues as it is.

b) The details of security for the current and non-current secured loans are as follows:

i) In case of financial facilities from CDR lenders in accordance with MRA and non-CDR lenders, RTL, WCTL, FITL aggregating ₹ 2,408.25 Crore (previous year: ₹ 2,532.76 Crore) of which ₹ 1,927.60 Crore (previous year: ₹ 2,315.41 Crore) classified as long-term borrowings and ₹ 480.64 Crore (previous year: ₹ 217.35 Crore) classified as current maturities of long-term borrowings, fund based working capital facilities of ₹ 2,090.30 Crore (previous year: ₹ 2,349.68 Crore), and non-fund based working capital facilities are secured by first pari passu charge on all chargeable present and future tangible / intangible movable assets of each of the Borrowers, first charge on all chargeable present and future immovable assets (excluding the identified properties) of each of the Borrowers, first charge on all present and future chargeable current assets of each of the Borrowers, first charge over Trust and Retention Account ('TRA') and other bank accounts of the Borrowers, pledge of equity shares held by SEL in identified domestic subsidiaries and a joint venture which are forming part of the Borrowers, negative lien over the equity shares held by SEL in SE Forge Limited, pledge on shares of Suzlon Energy Limited, Mauritius ('SELM') held by SEL, negative lien over the equity shares of certain overseas subsidiaries of SEL held by its step down overseas subsidiaries, pledge of certain equity shares of SEL held by its promoters, personal guarantee of the chairman and managing director of SEL and limited personal guarantee of an erstwhile director of a subsidiary.

ii) ₹ 44.00 Crore (previous year: ₹ 49.71 Crore) of which ₹ 35.00 Crore (previous year: ₹ 42.25 Crore) classified as long-term borrowings and ₹ 9.00 Crore (previous year: ₹ 7.46 Crore) classified as current maturities of long-term borrowings secured by first pari passu charge on all the assets of the borrowers provided to the CDR lenders shown in long-term borrowings. This loan is repayable in 24 quarterly structured instalments starting from March 2018 quarter.

iii) ₹ 5.36 Crore (previous year: ₹ 6.13 Crore) of which ₹ 3.45 Crore (previous year: ₹ 4.98 Crore) classified as long-term borrowings and ₹ 1.91 Crore (previous year: ₹ 1.15 Crore) classified as current maturities of long-term borrowings secured by first pari passu charge on all the assets of the borrowers provided to the CDR lenders shown in long-term borrowing. This loan is repayable in 15 quarterly structured instalments starting from October 2018 quarter.

iv) ₹ Nil (previous year: ₹ 403.82 Crore) secured by way of pari passu charge on the stock receivables and escrow bank account maintained for the specific projects with the lender, pledge of shares and corporate guarantee of third parties shown in short-term borrowings.

v) ₹ 583.66 Crore (previous year: ₹ 472.74 Crore) secured by first pari-passu charge on all the existing domestic assets as available with existing lenders, both CDR and non-CDR lenders (excluding offshore securities) and escrowing the receivables from the identified projects.

vi) ₹ 677.12 Crore (previous year: ₹ 614.10 Crore) secured by first pari-passu charge on all current assets (except for land considered as stock in trade) and first pari-passu charge on all property, plant and equipment and this is shown in short term borrowings.

vii) ₹ 206.06 Crore (previous year: ₹ 251.65 Crore) of which ₹ 44.44 Crore (previous year: ₹ 44.44 Crore) classified as current portion of long-term borrowings and working capital loans of ₹ 28.71 Crore (previous year: ₹ 49.11 Crore) secured by pari passu charge on all movable assets (both fixed and current assets) and immovable assets of one of the subsidiaries. It is also secured by personal guarantee of one of the directors of the said subsidiary and personal guarantee of managing director of the Company.

viii) ₹ 82.99 Crore (previous year: ₹ 130.36 Crore) of which ₹ 55.32 Crore (previous year: ₹ 52.14 Crore) classified as current portion of long-term borrowings secured by way of specific receivables of few subsidiaries and corporate guarantee of wholly owned subsidiary of the Company and personal guarantee of chairman and managing director of the Company shown in long-term borrowings.

ix) Vehicle loan of ₹ 0.99 Crore (previous year: ₹ 2.37 Crore) of which ₹ 0.86 Crore (previous year: ₹ 1.45 Crore) classified as current portion of long-term borrowings is secured against vehicle under hire purchase contract.

x) ₹ 242.04 Crore (previous year: ₹ 237.74 Crore) of which ₹ 110.65 Crore (previous year: ₹ 47.55 Crore) classified as current portion of long-term borrowings secured by way of wind turbine components, proceeds from project of one of the subsidiary along with 100% pledge of its shares, advance payment guarantee of the Company and assignment of all contracts and its benefits entered into by the subsidiary shown in long-term borrowings.

xi) AE Rotor Holding B.V. (AERH), a wholly owned subsidiary of the Company, has outstanding borrowings of ₹ 3,923.82 Crore [USD 569.40 Million] (previous year: ₹ 3,693.05 Crore [USD 569.40 Million]), of which ₹ Nil (previous year: ₹ Nil) has been included as part of current maturities of long term borrowing. AERH have refinanced USD 569.40 Million from March 2018 to February 2023. These borrowings are secured by an unconditional and irrevocable Stand-by Letters of Credit ("SBI SBLC") issued by State Bank of India. The SBI SBLC is backed by Stand-by Letters of Credit issued by certain Indian lenders (Indian Lenders SBLCs) and Stand-by Letters of Credit issued by certain overseas branches of domestic lenders (Offshore SBLCs) (Indian Lenders SBLCs and Offshore SBLCs collectively referred to as "Participating SLBCs") and such Participating SBLCs are secured by first ranking pari passu charge, in terms of the respective agreements, on all chargeable present and future tangible/ intangible movable assets of each of the Borrowers, first charge on all chargeable present and future immovable assets (excluding the carve out properties) of each of the Borrowers, first charge on all present and future chargeable current assets of each of the Borrowers, first charge over Trust and Retention Account ('TRA') and other bank accounts of the Borrowers, pledge of equity shares held by SEL in its 3 Indian subsidiaries and SGL which are forming part of the Borrowers, pledge on shares of Suzlon Energy Limited, Mauritius ('SELM') held by SEL, negative lien over the equity shares of certain overseas subsidiaries of SEL held by its step down overseas subsidiaries, pledge of certain equity shares of SEL held by its promoters, pledge of certain equity shares of SEL held by its promoters on exclusive basis to SBI, personal guarantee of the managing director of SEL and limited personal guarantee of one director of SSL. The Offshore SBLCs are guaranteed by the Borrowers.

c) Foreign currency convertible bonds (FCCBs)

i) Following are the key terms of the bonds post restructuring:

Particulars	July 2019 Bonds
Issue date	July 15, 2014
Outstanding post restructuring (in USD)	546.92 Million
Face value per bond (in USD)	1,000
Conversion price per share (₹)	15.46
Fixed exchange rate (₹/ USD)	60.225
Redemption amount as a % of principal amount (%)	100.00
Coupon rate	3.25% for first 18 months 5.75% for balance 42 months
Maturity date	July 16, 2019
Current outstanding (in USD)	172.00 Million

Since the date of issuance, bonds equivalent to USD 374.92 Million of July 2019 have been converted into shares by March 31, 2019.

d) The details of repayment of long-term borrowings are as follows:

Particulars	Up to 1 year	2 to 5 years	Above 5 years	Total
Secured loans*				
March 31, 2019	702.82	6,210.68	-	6,913.50
March 31, 2018	371.55	6,321.61	210.62	6,903.78
Unsecured loans				
March 31, 2019	1,225.28	33.46	-	1,258.74
March 31, 2018	18.81	1,183.48	-	1,202.29
Total				
March 31, 2019	**1,928.10**	**6,244.14**	**-**	**8,172.24**
March 31, 2018	**390.36**	**7,505.09**	**210.62**	**8,106.07**

* The effective rate of interest on long-term borrowings availed in INR ranges between 10.50% p.a. to 14.65% p.a., availed in foreign currency ranges between from 4% p.a. to 6% p.a. and on short-term borrowing ranges between 9.25% p.a. to 12.75% p.a. during the year, depending upon the prime lending rate of the banks and financial institutions at the time of borrowing, wherever applicable, and the interest rate spread agreed with the banks.

e) A financial institution has converted interest of ₹ 37.99 Crore (previous year: ₹ 53.75 Crore) to long term borrowings.

f) The Group has made certain defaults in repayment of financial facilities and payment of interest. The details of continuing default as at March 31, 2019 is as below:

Particulars	March 31, 2019		March 31, 2018	
	Amount	Period of delay	Amount	Period of delay
	₹ Crore	in days	₹ Crore	in days
Repayment of term loan	85.09	Upto 1 days	-	-
Repayment of interests and other finance cost	7.88	Upto 6 days	-	-
Repayment of working capital facility	283.66	Upto 1 day	-	-
Letter of credit devolvement	60.87	Upto 12 day	-	-

g) During the year and as at March 31, 2019, the Group has made defaults in payment of dues towards term loan, working capital facility and interest. After March 31, 2019, the Group has obtained balance confirmation and repayment schedule of outstanding Rupee Term Loan as of March 31, 2019 from the lenders. Based on the maturity of the term loan installments payables as per the balance confirmation, the Group has classified the borrowings under current and non-current.

21. Other financial liabilities

	March 31, 2019	March 31, 2018
Non-current		
Other liabilities	50.49	55.33
Total	**50.49**	**55.33**
Current		
Current maturities of long-term borrowings	1,928.10	390.36
Interest accrued on borrowings	52.94	31.54
Other liabilities*	1,079.61	1,176.03
Total	**3,060.65**	**1,597.93**

* Primarily includes provision for recompense and SEB / nodal agencies deposit.

Break up of financial liabilities at amortised cost

Particulars	March 31, 2019	March 31, 2018
Borrowings (refer Note 20)	9,623.93	11,605.16
Trade payables	2,175.19	2,526.60
Other financial liabilities (refer Note 21)	3,111.14	1,653.26
Total	**14,910.26**	**15,785.02**

22. Other liabilities

	March 31, 2019	March 31, 2018
Non-current		
Deferred revenue	11.70	29.98
Total	**11.70**	**29.98**
Current		
Statutory dues	78.80	67.24
Deferred revenue	18.29	9.32
Other liabilities *	18.89	57.80
Total	**115.98**	**134.36**

* Primarily includes deposits adjustable against asset and accruals

23. Provisions

	March 31, 2019	March 31, 2018
Non-current		
Employee benefits	34.11	28.00
Provision for performance guarantee, maintenance and warranty and liquidated damages	84.35	92.43
Total	**118.46**	**120.43**
Current		
Employee benefits	48.55	47.37
Provision for performance guarantee, maintenance and warranty and liquidated damages	687.37	768.45
Provision for tax	3.60	2.76
Total	**739.52**	**818.58**

In pursuance of Ind AS 37 - 'Provisions, contingent liabilities and contingent assets', the provisions required have been incorporated in the books of account in the following manner:

Particulars	Performance guarantee	Operation, maintenance and warranty	Liquidated damages
Opening balance	**127.00** (115.80)	**375.47** (431.96)	**358.41** (307.14)
Additions during the year	**89.27** (130.49)	**33.48*** (64.20)*	**240.54** (145.48)
Unwinding of warranty discounting and deferral of O & M	**-** (-)	**7.46** (-3.09)	**-** (-)
Utilisation	**40.94** (92.78)	**78.86**** (105.26)**	**170.89** (49.68)

Particulars	Performance guarantee	Operation, maintenance and warranty	Liquidated damages
Reversal	**35.31** (26.51)	**12.21** (12.34)	**121.70** (44.53)
Closing balance	**140.02** (127.00)	**325.34** (375.47)	**306.36** (358.41)

Figures in bracket are in respect of previous year.
* Includes foreign exchange impact on restatement.
** Includes expenditure booked under various expenditure heads by their nature.

Performance guarantee ('PG') represents the expected outflow of resources against claims for performance shortfall expected in future over the life of the guarantee assured. The period of performance guarantee varies for each customer according to the terms of contract. The key assumptions in arriving at the performance guarantee provisions are wind velocity, plant load factor, grid availability, load shedding, historical data, wind variation factor etc.

Operation, maintenance and warranty ('O&M') represents the expected liability on account of field failure of parts of WTG and expected expenditure of servicing the WTGs over the period of free operation, maintenance and warranty, which varies according to the terms of each sales order.

Liquidated damages ('LD') represents the expected claims which the Group may need to pay for non-fulfilment of certain commitments as per the terms of the sales order. These are determined on a case to case basis considering the dynamics of each sales order and the factors relevant to that sale.

The figures shown against 'Utilisation' represent withdrawal from provisions credited to statement of profit and loss to offset the expenditure incurred during the year and debited to statement of profit and loss.

24. Revenue from operations

24.1 Disaggregated revenue information

	March 31, 2019	March 31, 2018
Type of goods and services		
Sale of wind turbines, solar systems, and other parts	3,189.82	6,445.97
Income from operation and maintenance service	1,788.64	1,628.64
Total	**4,978.46**	**8,074.61**
Geography		
India	4,192.99	7,313.38
Outside India	785.47	761.23
Total	**4,978.46**	**8,074.61**
Timing of revenue recognition		
Goods transferred at a point in time	2,504.37	5,507.64
Services transferred over time	2,474.09	2,566.97
Total	**4,978.46**	**8,074.61**

24.2 Contract balances

	March 31, 2019	March 31, 2018
Trade receivables	1,880.59	2,989.99
Contract liabilities	1,478.08	902.02

24.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	March 31, 2019	March 31, 2018
Revenue as per contracted price	5,155.32	8,292.25
Adjustments		
Liquidated damages	(118.84)	(100.95)
Performance guarantee	(53.96)	(103.98)
Sales commission	(4.06)	(12.71)
	4,978.46	**8,074.61**

24.4 Performance obligation

Information about the Group's performance obligations are summarised below:

WTG equipment

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 30 to 45 days from completion of contract milestone. Standard warranty period beyond fixing the defects that existed at the time of sale is provided to customers. The warranty is accounted for as a separate performance obligation and a portion of transaction price is allocated. The performance obligation for the warranty service is satisfied over the standard period on time elapsed.

Project services

Project services includes civil foundation, electrical, installation and commissioning of WTG's. The performance obligation is satisfied over-time and payment is generally due upon completion of milestone as per terms of the contract.

Power evacuation infrastructure facilities

The performance obligation is satisfied upon commissioning and electrical installation of the Wind Turbine Generator (WTG) and solar park to the said facilities followed by approval for commissioning of WTG from the concerned authorities.

Land revenue

In case of leasehold, the performance obligation is satisfied upon the transfer of leasehold rights to the customers, for outright sale, the performance obligation is satisfied when control of asset in respect of title of land are transferred to the customers as per the terms of the respective sales order. The performance obligation for land development is satisfied upon rendering of the service as per the terms of the respective sales order.

Operation and maintenance income ('OMS')

The performance obligation is satisfied over-time and payment is due within 30 days from invoice date which is raised as per contractual agreement.

25. Other income

	March 31, 2019	March 31, 2018
Interest income on		
Financial assets measured at amortised cost		
on inter corporate deposit	0.59	0.57
on deposits with banks	24.05	22.82
on other financial assets	24.49	40.08
Financial liabilities measured at amortised cost	0.54	0.27
Net gain on assets measured at fair value through profit or loss	-	1.24
Gain on sale of mutual funds measured at fair value through profit or loss	0.28	14.19
Total	**49.95**	**79.17**

26. Cost of raw materials and components consumed

		March 31, 2019	March 31, 2018
Consumption of raw materials (including project business)			
Opening inventory		1,097.60	1,439.62
Add : Purchases		2,913.16	3,689.97
		4,010.76	**5,129.59**
Less : Closing inventory		1,054.26	1,097.60
		2,956.50	**4,031.99**
Purchases of stock-in-trade		**-**	**987.95**
(Increase)/ decrease in stocks:			
Opening inventory			
Finished, semi-finished goods and work- in- progress		1,505.86	1,604.58
Land and land lease rights		158.64	155.69
	(A)	**1,664.50**	**1,760.27**
Closing inventory			
Finished, semi-finished goods and work- in- progress		1,451.50	1,505.86
Land and land lease rights		171.15	158.64
	(B)	**1,622.65**	**1,664.50**
Changes in inventories of finished goods, work-in-progress and stock-in-trade	**(C) = (A) - (B)**	**41.85**	**95.77**

27. Employee benefits expense

	March 31, 2019	March 31, 2018
Salaries, wages, allowances and bonus	763.34	690.70
Contribution to provident fund and other funds*	78.60	79.99
Staff welfare expenses	32.22	33.99
Total	**874.16**	**804.68**

*Includes gratuity expense of ₹ 10.01 Crore (previous year: ₹ 11.70 Crore)

28. Finance costs

	March 31, 2019	March 31, 2018
Interest expense on		
Financial liabilities measured at amortised cost	1,173.87	1,092.49
Financial assets measured at amortised cost	0.13	9.03
Unwinding interest on long term provisions	4.98	4.07
Bank charges	85.16	161.91
Compensation in lieu of bank sacrifice	-	296.52
Exchange difference to the extent considered as an adjustment to borrowing cost	5.77	16.96
Total	**1,269.91**	**1,580.98**

29. Other expenses

	March 31, 2019	March 31, 2018
Stores and spares consumed	82.41	123.91
Power and fuel	57.10	59.36
Factory and site expenses	63.21	80.27
Repairs and maintenance	42.34	39.05
Operation and maintenance charges	19.12	15.38
Rent	62.82	69.24
Rates and taxes	10.75	12.44
Operation, maintenance and warranty expenditure	23.77	48.10
R & D, certification, product development and quality assurance expenses	28.34	0.08
Insurance	21.91	25.44
Advertisement and sales promotion	9.48	9.91
Infrastructure development expenses	-	4.27
Freight outward and packing expenses	78.97	172.41
Travelling, conveyance and vehicle expenses	110.70	114.53
Communication expenses	13.12	16.78
Auditors' remuneration and expenses	3.11	1.76
Consultancy charges	71.19	80.77
CSR, charity and donations	10.61	13.90
Miscellaneous expenses	176.18	191.42
Exchange differences, net	288.28	145.63
Bad debts written off	55.77	15.17
Reversal for doubtful debts and advances, net	(53.54)	(20.71)
Gain on disposal of property, plant and equipment, and investment property, net	(14.71)	(26.36)
Total	**1,160.93**	**1,192.75**

30. Exceptional items

		March 31, 2019	March 31, 2018
i)	Impairment provision of an investment and (write back)/ provision of (liabilities) / assets of an associate, net (refer Note a)	41.77	-
ii)	Gain on disposal of investments and fair value of asset classified as held for sale (refer Note b)	(69.34)	-
iii)	De-recognition of assets and liabilities (refer Note c)	-	(143.07)
iv)	Release of foreign exchange gain (refer Note c)	-	(306.55)
Total		**(27.57)**	**(449.62)**

a) The Group has recognised an impairment provision on investments of ₹ 40.36 Crore and (write back)/ provision of (liabilities) / assets of Suzlon Energy (Tianjin) Limited, an associate company aggregating to ₹ 41.77 Crore.

b) During the year, the Group has disposed off its investments in certain joint ventures and subsidiaries engaged in solar business which were classified as “held for sale” as at March 31, 2018. The net gain arising on disposal of the same and fair value of assets held for sale is ₹ 69.34 Crore.

c) On July 14, 2017, Suzlon Energia EÓlica Do Brasil Ltda (‘SEOB’), a step-down wholly owned subsidiary of the Company filed for voluntary liquidation in the State of Ceará (Brazil) under the federal laws of Brazil in view of continued financial stress sustained by its operations. Accordingly, on loss of control, the amount of ₹ 148.24 Crore on de-recognition of assets and liabilities and ₹ 306.55 Crore towards release of foreign exchange gain from OCI is transferred to statement of profit and loss and disclosed under exceptional items.

31. **Income tax**

a. **Components of income tax expense**

	March 31, 2019	March 31, 2018
Current tax	8.68	7.56
Earlier years tax	(5.59)	(9.12)
Deferred tax	(14.99)	-
Total	**(11.90)**	**(1.56)**

b. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2019 and March 31, 2018:

i) **Current tax**

	March 31, 2019	March 31, 2018
Accounting profit before income tax	**(1,542.99)**	**(390.74)**
Enacted tax rates in India	34.944%	34.608%
Computed tax expense	(539.18)	(135.23)
Non-deductible expenses for tax purpose	21.40	71.92
Deductible expenses for tax purpose	(32.42)	(11.85)
Expense taxable at different rates	130.74	34.86
Adjustments in respect of income tax of previous years	(5.60)	(9.12)
Unused tax credit	0.07	-
Unused tax losses	3,021.02	856.84
Utilisation of previously unrecognised tax losses	(2,607.93)	(808.98)
Tax expense as per statement of profit or loss	**(11.90)**	**(1.56)**

c. The following is the details of carry forward losses and unused credit on which no deferred tax asset is recognized by the Group. Unabsorbed depreciation is available for offsetting all future taxable profits of the Company. Business loss and capital loss of the Company and its domestic and certain overseas subsidiaries are available for offsetting future taxable profits for 8 years from the year in which losses arose and majority of these losses will expire between March 2021 to March 2023. MAT credit will expire between March 2022 to March 2024. The tax assessments of certain overseas entities have been concluded and the losses to a certain extent have been disallowed and same have been revised and considered accordingly for carry forward. However there has not been a considerable impact on the losses of the entities of the group, hence there shall be no impact of the same in the consolidated financial statement as no deferred tax asset is recognised.

	March 31, 2019	March 31, 2018
Business loss (including interest loss)	11,424.52	9,884.80
Unabsorbed depreciation	2,252.83	1,982.52
Long-term and short-term capital loss	2,408.76	2,327.99
MAT credit	103.88	163.79
Total	**16,189.99**	**14,359.10**

32. **Components of other comprehensive income (OCI)**

	March 31, 2019	March 31, 2018
Re-measurement of the defined benefit plans	0.39	11.55
Share of other comprehensive income of joint venture accounted for using the equity method	0.17	0.10
Gain/(loss) on dilution of investments in subsidiaries	-	1.07
Exchange differences on translation of foreign operations	(40.34)	(201.99)
Total	**(39.78)**	**(189.27)**

33. **Earnings / (loss) per equity share (EPS)**

	March 31, 2019	March 31, 2018
Basic		
Net loss for the year attributable to equity shareholders of the parent	(1,527.18)	(376.98)
Weighted average number of equity shares	5,319,774,121	5,257,378,830
Basic earnings / (loss) per share of ₹ 2 each	(2.87)	(0.72)
Diluted		
Loss attributable to equity shareholders of the parent	(1,527.18)	(376.98)
Add: Interest on foreign currency convertible bonds (net of tax)	104.09	50.84
Adjusted net loss after tax	(1,423.09)	(326.14)
Weighted average number of equity shares	5,319,774,121	5,257,378,830

	March 31, 2019	March 31, 2018
Add: Potential weighted average equity shares that could arise on		
conversion of foreign currency convertible bonds	670,040,133	733,244,674
conversion of employee stock purchase scheme	-	3,109,312
Weighted average number of equity shares for diluted EPS	5,989,814,254	5,993,732,816
Diluted earnings / (loss) * per share (₹) of face value of ₹ 2 each	(2.87)	(0.72)

*Since the earnings / (loss) per share computation based on diluted weighted average number of shares is anti-dilutive, the basic and diluted earnings / (loss) per share is the same.

34. Post-employment benefit plans

Defined contribution plan:

During the year the Group has recognised ₹ 20.35 Crore (previous year: ₹ 20.77 Crore) in the statement of profit or loss towards employer contribution to provident fund/ pension fund.

Defined benefit plan:

The Group has a defined benefit gratuity plan. Every employee who has completed five or more years of service is eligible for gratuity. Gratuity is computed based on 15 days salary based on last drawn salary for each completed year of service. The scheme is partially funded with an insurance company in the form of a qualifying insurance policy.

Net employees benefit expense recognised in profit or loss and in other comprehensive income:

	March 31, 2019	March 31, 2018
Current service cost	8.49	9.89
Net interest cost	1.52	1.81
Net defined benefit cost recognised in profit and loss	**10.01**	**11.70**
Other comprehensive income		
Re-measurement for the period - obligation (gain)/ loss	(0.75)	(10.89)
Re-measurement for the period – plan assets (gain)/ loss	0.36	(0.66)
Total defined benefit expenses recognised in OCI	**(0.39)**	**(11.55)**
Total	**9.62**	**0.15**

Changes in the defined benefit obligation:

	March 31, 2019	March 31, 2018
Opening defined benefit obligation	68.28	71.49
Current service cost	8.49	9.89
Interest cost	5.24	5.00
Benefits paid	(6.01)	(7.15)
Acquisition adjustment / settlement cost	0.10	(0.06)
Re-measurement adjustment:		
Experience adjustment	(1.80)	0.79
Actuarial changes arising from changes in demographic assumptions	0.06	0.22
Actuarial changes arising from changes in financial assumptions	0.99	(11.90)
Closing defined benefit obligation	**75.35**	**68.28**

Changes in the fair value of plan assets:

	March 31, 2019	March 31, 2018
Opening fair value of plan assets	48.59	45.48
Interest income	3.72	3.19
Contributions by employer	1.91	6.47
Benefits paid	(6.01)	(7.15)
Acquisition adjustments / settlement cost	0.10	(0.06)
Re-measurement adjustment:		
Experience adjustments	(0.06)	0.30
Actuarial changes arising from changes in financial assumptions	(0.30)	0.36
Closing fair value of plan assets	**47.95**	**48.59**

Major categories of plan assets of the fair value of total plan assets	**March 31, 2019**	**March 31, 2018**
Funds managed by insurer	100%	100%

The composition of investments in respect of funded defined benefits plans are not available with the Company, the same has not been disclosed.

Net asset/ (liability) recognised in the balance sheet:

	March 31, 2019	March 31, 2018
Current portion	5.06	6.69
Non-current portion	70.29	61.59
Present value of defined benefit obligation as at the end of the period	75.35	68.28
Fair value of plan assets as at the end of the period	47.95	48.59
Net asset/ (liability) recognised in the balance sheet	**(27.40)**	**(19.69)**

Principal assumptions used in determining gratuity obligations:

	March 31, 2019	March 31, 2018
Discount rate (in %)	7.55	7.70
Future salary increases (in %)	8.00	8.00
Attrition rate	18.65% at younger ages and reducing to 8.69% at older ages according to graduated scale	17.10% at younger ages and reducing to 8.20% at older ages according to graduated scale

During the year, the Group has reassessed the actuarial assumption for attrition rate based on trend of attrition.

Quantitative sensitivity analysis for significant assumption:

Particulars	March 31, 2019		March 31, 2018	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)	6.72	(5.84)	5.98	(5.20)
Future salary increases (- / + 1%)	(5.85)	6.66	(5.23)	5.92
Attrition rate (- / + 50% of attrition rates)	1.09	(0.65)	0.68	(0.39)

For the year ended March 31, 2020 the Group expects to contribute ₹ 35.99 Crore (previous year: ₹ 27.79 Crore) towards its defined benefit plan.

35. Share-based payments

Employees Stock Option Plan 2009

The Scheme shall be applicable to the Company, subsidiary companies and may be granted to the permanent Employees of the Company or its subsidiaries or its holding company, as determined by the Compensation Committee. Once the Options vest as per the Schedule, they would be exercisable by the option holder and the shares arising on exercise of such Options shall not be subject to any lock-in period provided however that the shares allotted on such exercise cannot be sold for a period of 30 days from the date of allotment in terms of the Insider Trading Code of the Company. The exercise price for the purposes of the grant of options shall be 20% discount to the closing price of the equity shares of the Company on the Bombay Stock Exchange Limited on the date of the grant. The Employee Stock Options granted shall be capable of being exercised within a period of five years from the date of first vesting. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or in such other manner as the Compensation Committee may decide.

Employees Stock Option Plan 2014

The Scheme shall be applicable to the employees of the Company, its subsidiary companies in India and abroad, any successor company thereof and may be granted to the employees of the Company and its subsidiary companies, as determined by the Nomination and Remuneration Committee. Options granted under this scheme would vest in tranches not earlier than one year and not later than a maximum of three years (revised to five years) from the date of grant of such options. Vesting of options would be subject to continued employment with the Company or subsidiary companies, as the case may be, and thus the options would vest on passage of time. The options would be granted at an exercise price equal to the closing market price of the shares of the Company or certain discount to the closing market price on the NSE on the date of grant or such other price as may be decided by the Nomination and Remuneration Committee. Once the options vest as per the schedule, they would be exercisable by the option holder and the shares arising on exercise of such options shall not be subject to any lock-in period provided however that the shares allotted on such exercise cannot be sold for a period of 30 days from the date of allotment in terms of the Insider Trading Code of the Company. The employee stock options granted shall be capable of being exercised within a period of three years (revised to five years) from the date of first vesting. Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or in such other manner as the Nomination and Remuneration Committee may decide.

The expense arising from equity-settled share-based payment transactions is ₹ Nil (previous year: ₹ Nil).

a) The following schemes were in operation during April 1, 2018 to March 31, 2019:

Particulars	ESOP Perpetual-I (Tranche VIII)	Special ESOP 2014
	Scheme XII	Scheme XIV
Grant date	25-May-12	23-Jun-14
Board approval date	16-Jun-08	14-Feb-14
Shareholder approval	13-Aug-09	27-Mar-14
Options granted (Nos)	25,000	4,50,00,000
Exercise price (₹)	20.85	26.95
Method of settlement	Equity	Equity
Vesting period		
Tranche 1	26-May-13	23-Jun-15
Tranche 2	26-May-14	23-Jun-16
Tranche 3	26-May-15	-

Particulars	ESOP Perpetual-I (Tranche VIII)	Special ESOP 2014
	Scheme XII	Scheme XIV
Vesting %		
Tranche 1	50%	50%
Tranche 2	25%	50%
Tranche 3	25%	-
Exercise period (end date)	Till 25-May-2017	Till 31-Mar-2019

b) **The movement in the stock options during the year ended March 31, 2019 and March 31, 2018 are as below:**

Particulars	Special ESOP 2014 Scheme XIV	
	March 31, 2019	March 31, 2018
Opening balance	31,041,300	37,821,800
Granted during the year	-	-
Forfeited / cancelled during the year	1,596,300	6,780,500
Exercised during the year	-	-
Expired during the year	29,445,000	-
Closing balance	-	31,041,300
Exercisable at the end of the year (included in closing balance of option outstanding)	-	31,041,300

The following tables list the inputs to the models used for the two plans for the years ended March 31, 2019 and March 31, 2018, respectively:

Particulars	Special ESOP 2014 Tranche I Scheme XIV	Special ESOP 2014 Tranche II Scheme XIV
Dividend yield (%)	Nil	Nil
Expected volatility (%)	65.45%	63.79%
Risk–free interest rate (%)	8.63%	8.64%
Expected life of share options (years)	2.0	2.50
Weighted average share price (INR)	13.37	14.51
Model used	Lattice Model	Lattice Model

36. Operating leases

The Group has taken certain premises under operating leases.

Expenses under cancellable operating lease and rental contracts during the year is ₹ 43.22 Crore (previous year: ₹ 52.73 Crore).

Expenses under non-cancellable operating lease and rental contracts during the year is ₹ 19.60 Crore (previous year: ₹ 16.51 Crore).

Future minimum rentals payable under non-cancellable operating lease and rental contracts as per the respective agreements are as follows:

Obligation under non-cancellable operating leases:

	March 31, 2019	March 31, 2018
Not later than one year	20.86	17.84
Later than one year and not later than five years	65.01	66.78
Later than five years	22.27	48.51

37. Capital and other commitments

	March 31, 2019	March 31, 2018
Estimated amount of contract remaining to be executed on capital accounts and not provided for, net of advances	56.90	75.46
Commitments for investments in subsidiaries and joint venture	405.00	405.00
Commitments relating to lease arrangements	refer Note 36	refer Note 36
	461.90	**480.46**

38. Contingent liabilities

	March 31, 2019	March 31, 2018
Claims against the Group not acknowledged as debts		
Excise duty, customs duty, service tax, VAT and state levies*	106.77	104.07
Suppliers and service providers	2.70	-
labour related	0.28	0.20
Others	201.35	304.59
	311.10	**408.86**

* includes demand from tax authorities for various matters. The Group / tax department has preferred appeals on these matters and the same are pending with various appellate authorities. Considering the facts of the matters, no provision is considered necessary by management

A few law suits have been filed on the Group by some of their suppliers for disputes in fulfilment of obligations as per supply agreements. Further, few customers of the Group have disputed certain amount as receivable which the Group believes is contractually not payable. These matters are pending for hearing before respective courts, the outcome of which is uncertain. The management has provided for an amount as a matter of prudence which it believes shall be the probable outflow of resources.

39. Segment information

The Group's operations predominantly relate to sale of WTGs and allied activities including sale/sub-lease of land, project execution; sale of foundry and forging components and operation and maintenance services. Others primarily include power generation and Solar operations. Segments have been identified taking into account the internal reporting system and organisation structure.

The Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Also, the Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments. Inter-segment revenues are eliminated upon consolidation and reflected in the 'adjustments and eliminations' column.

Segment revenue, segment result, segment assets and segment liabilities include the respective amount identified to each of the segments on reasonable basis from the internal reporting system. Inter-segment transfers have been carried out at mutually agreed prices.

Interest income and costs are not allocated to individual segments as the underlying instruments are managed on a Group basis. Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a Group basis.

The revenue disclosed in geographical information is based on the location of goods and services delivered to the customers. The non-current assets disclosed in geographical information consist of property, plant and equipment, intangible assets, capital work in progress, goodwill, intangible assets under development and investment properties.

The accounting principles consistently used in the preparation of the consolidated financial statements of Suzlon Group are consistently applied to record income and expenditure in individual segments as set out in note on significant accounting policies.

	March 31, 2019						
Particulars	**Sale of WTG**	**Foundry & Forging**	**OMS**	**Others**	**Total**	**Elimination**	**Grand total**
Total external sales	2,808.08	298.78	1,788.77	82.83	4,978.46	-	4,978.46
Add: Inter segment sales	41.02	57.83	117.96	5.33	222.14	(222.14)	-
Segment revenue	2,849.10	356.61	1,906.73	88.16	5,200.60	(222.14)	4,978.46
Segment results before exceptional items	(798.32)	(11.24)	428.70	30.26	(350.60)	-	(350.60)
Add/(Less) Items to reconcile with statement of profit and loss							
Add : Other income							49.95
Less : Finance costs							(1,269.91)
Loss before exceptional items and tax							(1,570.56)
Add: Exceptional items							(27.57)
Loss before tax							(1,542.99)
Tax expenses							
Current tax							8.68
Earlier year tax							(5.59)
Deferred tax charge							(14.99)
Loss after tax							(1,531.09)
Add: Share of loss of associate and joint ventures							(6.10)
Net loss for the year							(1,537.19)
Segment assets	6,443.01	730.16	1,008.25	73.12	8,254.54	-	8,254.54
Common assets							1,722.86
Enterprise assets							9,977.40
Segment liabilities	630.83	132.40	666.83	31.46	1,461.52	-	1,461.52
Common liabilities							12,375.19
Enterprise liabilities							13,836.71
Segment depreciation	269.16	46.55	17.32	8.82	341.85	-	341.85

Particulars	March 31, 2018						
	Sale of WTG	Foundry & Forging	OMS	Others	Total	Elimination	Grand total
Total external sales	5,330.30	213.91	1,628.64	901.76	8,074.61	-	8,074.61
Add: Inter segment sales	57.42	145.92	125.28	371.03	699.65	(699.65)	-
Segment revenue	5,387.72	359.83	1,753.92	1,272.79	8,774.26	(699.65)	8,074.61
Segment results before exceptional items	334.83	25.31	317.84	(16.53)	661.45	-	661.45
Add/(Less) Items to reconcile with statement of profit and loss							
Add : Other income							79.17
Less : Finance costs							(1,580.98)
Loss before exceptional items and tax							(840.36)
Add: Exceptional items							(449.62)
Loss before tax							(390.74)
Tax expenses							
Current tax							7.56
Earlier year tax							(9.12)
Loss after tax							(389.18)
Add: Share of profit of associate and joint ventures							5.17
Net loss for the year							(384.01)
Segment assets	7,396.59	733.72	1,020.20	599.94	9,750.45	-	9,750.45
Common assets							1,370.12
Enterprise assets							11,120.57
Segment liabilities	4,042.46	68.37	634.38	116.46	4,861.67	-	4,861.67
Common liabilities							13,215.56
Enterprise liabilities							18,077.23
Segment depreciation	255.36	46.81	15.79	23.65	341.61	-	341.61

Geographical information:

a) Revenue from operations

Particulars	India	Europe	USA & Canada	Others	Total
Year ended March 31, 2019	4,192.99	104.18	515.14	166.15	4,978.46
Year ended March 31, 2018	7,313.38	109.85	417.21	234.17	8,074.61

b) Non-current assets

Particulars	India	Europe	USA & Canada	Others	Total
As at March 31, 2019	1,643.38	48.14	51.39	5.58	1,748.49
As at March 31, 2018	1,695.31	84.93	30.49	5.37	1,816.10

Non-current assets consists of property, plant and equipment, investment properties and intangible assets (including assets under development).

Reconciliation of assets

	March 31, 2019	March 31, 2018
Segment operating assets	**8,254.54**	**9,750.45**
Investment property (refer Note 7)	37.36	40.79
Investments (refer Note 9)	20.43	66.99
Loans (refer Note 11)	11.52	51.05
Interest accrued on deposits, loans and advances (refer Note 12)	8.75	8.24
Bank balances (refer Note 12)	336.19	348.25
Cash and cash equivalents (refer Note 15)	74.62	581.07
Current tax asset, net	16.08	9.33
Non-current tax (refer Note 13)	22.06	36.26
Asset classified as held for sale	89.36	228.14
Total assets	**8,870.91**	**11,120.57**

Reconciliation of liabilities

	March 31, 2019	March 31, 2018
Segment operating liabilities	**4,998.81**	**4,861.67**
Borrowings (refer Note 20)	9,623.93	11,605.16
Provisions (refer Note 23)	3.60	2.76
Current maturities of long-term borrowings (refer Note 21)	1,928.10	390.36
Interest accrued on borrowings (refer Note 21)	52.94	31.54
Other financial liabilities (refer Note 21)	766.62	938.84
Liabilities directly associated with assets classified as held for sale	-	246.90
Total liabilities	**17,374.00**	**18,077.23**

40. Related party transactions

A. Related parties with whom transactions have taken place during the year

a. Entities where Key Management Personnel ('KMP') / Relatives of Key Management Personnel ('RKMP') have significant influence ('EKMP')

Aarav Renewable Energy, Aspen infra Padubidri Private Limited, Aspenpark infra Coimbatore Private Limited, Aspen Infrastructures Limited[i], Brij Wind Energy, Girish R. Tanti (HUF), PT Wind Energy, Rajan Renewable Energy, Salene Power Infrastructure Private Limited, Sandla Wind Project Private Limited[ii], Sarjan Realities Limited, Saroja Renewables Limited[ii], SE Freight & Logistics India Private Limited, Shanay Renewables Limited[ii], Shubh Realities (South) Private Limited, Skeiron Renewable Energy Amidyala Limited[ii], Skeiron Renewable Energy Kustagi Limited[ii], Skeiron Renewable Energy Private Limited[ii], Skeiron Green Power Private Limited[ii], Synefra Infrastructures Limited, Tanti Holdings Private Limited and Windforce Management Services Private Limited

b. Joint ventures of Suzlon Group ('JV') [refer Note 1(c)]

c. Associate of Suzlon Group [refer Note 1(b)]

d. Key Management Personnel ('KMP')

Biju George Kozhippattu, Brij Mohan Sharma[iii], Girish R. Tanti, Hemal Kanuga, Jayarama Prasad Chalasani, Kirti J. Vagadia, Marc Desaedeleer, Per Hornung Pedersen, Pratima Ram, Rajiv Jha[iv], Ravi Uppal, Tulsi R. Tanti, Vaidhyanathan Raghuraman[v], Venkataraman Subramanian, Vijaya Sampath and Vinod R. Tanti

e. Relatives of Key Management Personnel ('RKMP')

Gita T. Tanti, Jitendra R. Tanti, Nidhi T. Tanti, Rajan Tanti, Rambhaben Ukabhai

f. Employee funds

Suzlon Energy Limited	Superannuation fund
Suzlon Energy Limited	Employees group gratuity scheme
Suzlon Gujarat Wind Park Limited	Superannuation fund
Suzlon Gujarat Wind Park Limited	Employees group gratuity scheme
Suzlon Power Infrastructure Limited	Superannuation fund
Suzlon Power Infrastructure Limited	Employees group gratuity scheme
Suzlon Global Services Limited	Employees group gratuity scheme

i. Ceased w.e.f. April 1, 2018
ii. Ceased w.e.f. October 31, 2018
iii. Ceased w.e.f. November 29, 2018
iv. Ceased w.e.f. April 06, 2018
v. Ceased w.e.f. March 31, 2019

B. Transactions between the Group and related parties during the year and the status of outstanding balances as at March 31, 2019 :

Particulars	EKMP	JV	Associate	KMP	RKMP	Employee funds
Purchase of property, plant and equipment (including intangibles)	- (-)	- (3.44)	- (-)	- (-)	- (-)	- (-)
Sale of property, plant and equipment (including intangibles)	- (11.80)	- (-)	- (-)	- (-)	- (-)	- (-)
Subscription to / purchase of equity shares	- (-)	- (28.90)	- (-)	- (-)	- (-)	- (-)
Subscription to compulsorily convertible debenture	- (-)	- (4.82)	- (-)	- (-)	- (-)	- (-)
Loan given	- (-)	34.16 (60.37)	- (-)	- (-)	- (-)	- (-)

Particulars	EKMP	JV	Associate	KMP	RKMP	Employee funds
Security deposit given	- (0.32)	- (-)	- (-)	- (-)	- (-)	- (-)
Purchase of goods and services including reimbursement	263.12 (578.09)	99.35 (91.42)	- (-)	- (-)	- (-)	- (-)
Sale of goods and services	0.82 (828.22)	24.50 (912.81)	- (-)	0.68 (0.81)	0.47 (0.50)	- (-)
Interest income	9.72 (6.42)	0.97 (5.48)	- (-)	- (-)	- (-)	- (-)
Lease rent income	1.04 (1.04)	- (-)	- (-)	- (-)	- (-)	- (-)
Lease rent expense	13.82 (14.88)	- (-)	- (-)	- (-)	- (-)	- (-)
Guarantee and warranty charges	18.67 (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Managerial remuneration	- (-)	- (-)	- (-)	17.35 (26.09)	- (-)	- (-)
Remuneration	- (-)	- (-)	- (-)	- (-)	0.85 (0.49)	- (-)
Director sitting fees	- (-)	- (-)	- (-)	0.41 (0.43)	0.00* (0.00)*	- (-)
Contribution to various funds	- (-)	- (-)	- (-)	- (-)	- (-)	1.49 (6.01)
Reimbursement of expenses payable	0.38 (4.93)	0.14 (30.18)	- (-)	- (-)	- (-)	- (-)
Reimbursement of expenses receivable	- (-)	0.08 (-)	- (-)	- (-)	- (-)	- (-)

Outstanding balances:

Particulars	EKMP	JV	Associates	KMP	RKMP	Employee funds
Contract liabilities	0.98 (3.06)	- (0.79)	- (-)	- (-)	- (-)	- (-)
Investments in shares	- (-)	65.35 (161.04)	40.36 (46.99)	- (-)	- (-)	- (-)
Impairment allowance on investments	- (-)	- (-)	40.36 (-)	- (-)	- (-)	- (-)
Investments in compulsorily convertible debentures	- (-)	44.31 (81.92)	- (-)	- (-)	- (-)	- (-)
Trade receivables	3.08 (131.81)	6.20 (132.76)	0.07 (76.69)	0.42 (-)	0.36 (-)	- (-)
Prepaid expenses	15.33 (18.76)	- (-)	- (-)	- (-)	- (-)	- (-)
Loans given	- (-)	6.95 (10.93)	- (-)	- (-)	- (-)	- (-)
Security deposits taken	0.08 (0.08)	- (-)	- (-)	- (-)	- (-)	- (-)
Security deposits given	47.73 (57.28)	- (-)	- (-)	- (-)	- (-)	- (-)
Impairment allowance on deposits given	3.53 (3.53)	- (-)	- (-)	- (-)	- (-)	- (-)
Advance to supplier and other assets	14.70 (19.86)	0.02 (2.95)	- (-)	- (-)	- (-)	- (-)

Particulars	EKMP	JV	Associate	KMP	RKMP	Employee funds
Impairment allowance advance to supplier and other assets	2.00 (2.00)	- (-)	- (-)	- (-)	- (-)	- (-)
Trade payables	32.87 (13.10)	16.05 (15.42)	1.19 (124.58)	- (-)	- (-)	- (-)
Remuneration payable	- (-)	- (-)	- (-)	- (0.11)	- (-)	- (-)

*less than ₹ 0.01 Crore

Figures in the brackets are in respect of previous year.

C. Disclosure of significant transactions with related parties

Type of transaction	Type of relationship	Name of the entity / person	Year ended March 31, 2019	2018
Purchase of property, plant and equipment (including intangibles)	JV	Suzlon Generators Limited	-	3.44
Sale of property, plant and equipment (including intangibles)	EKMP	Brij Wind Energy	-	11.80
Subscription to / purchase of equity shares	JV	SE Solar Limited	-	22.95
		Vayudoot Solarfarms Limited	-	1.90
Subscription to compulsorily convertible debentures	JV	Rudra Solarfarms Limited	-	2.73
		Heramba Renewables Limited	-	2.09
Loan given	JV	Suzlon Generators Limited	34.16	60.37
Security deposit given	EKMP	Aspen Infrastructures Limited	-	0.32
Purchase of goods and services including reimbursement	EKMP	Aspen Infrastructures Limited	-	203.97
		SE Freight & Logistics India Private Limited	171.00	337.99
	JV	Suzlon Generators Limited	96.38	88.58
Guarantee & warranty charges	EKMP	Skeiron Renewable Energy Amidyala Ltd	10.03	-
		Saroja Renewables Limited	3.24	-
		Shanay Renewables Limited	2.49	-
Sale of goods and services	EKMP	Saroja Renewables Limited	-	200.95
		Skeiron Renewable Energy Kustagi Limited	-	294.72
		Skeiron Renewable Energy Amidyala Limited	-	189.23
	JV	SE Solar Limited	5.28	333.71
		Suzlon Generators Limited	4.08	-
		Prathamesh Solarfarms Limited	6.38	-
Interest income	JV	Suzlon Generators Limited	0.59	0.57
		Prathamesh Solarfarms Limited	-	1.78
	EKMP	Aspen Infrastructures Limited	-	5.63
		Saroja Renewables Limited	1.24	-
		Skeiron Renewables Energy Amidyala Limited	3.67	-
		Aspen Infra Padubidri Private Limited	4.05	-
Lease rent expenses	EKMP	Aspen Infrastructures Limited	-	10.79
		Aspen Infra Padubidri Private Limited	7.06	-
		Sarjan Realities Limited	6.57	3.84
Lease rent income	EKMP	Skerion Green Power Private Limited	-	0.64
		Sarjan Realities Limited	0.94	-
		Aspen Infrastructures Limited	-	0.29
Managerial remuneration	KMP	Tulsi R Tanti	3.80	5.30
		Kirti J Vagadia	3.75	4.31
		Vinod R Tanti	2.40	4.07
		Jayarama Prasad Chalasani	5.71	9.03
Remuneration	RKMP	Nidhi T Tanti	0.50	0.49
		Rajan Tanti	0.35	-
Director sitting fees	KMP	Girish R Tanti	0.02	0.04
		Marc Desaedeleer	0.04	0.04
		Per Hornung Pedersen	0.07	0.06
		Pratima Ram	0.04	0.04
		Vijaya Sampath	0.04	0.04
		Vaidhyanathan Raghuraman	0.09	0.09
		Venkataraman Subramanian	0.05	0.06

-

Type of transaction	Type of relationship	Name of the entity / person	Year ended March 31, 2019	2018
Contribution to various funds	Employee funds	Suzlon Energy Limited Superannuation Fund	0.12	0.16
		Suzlon Energy Limited Employee Group Gratuity Scheme	0.26	0.28
		Suzlon Gujarat Wind Park Limited Employee Group Gratuity Scheme	0.06	2.93
		Suzlon Global Services Limited Employee Group Gratuity Scheme	0.61	2.31
Reimbursement of expenses payable	EKMP	Brij Wind Energy	0.38	4.93
	JV	Gale Solarfarms Limited	0.14	-
		SE Solar Limited	-	30.18
Reimbursement of expenses receivable	JV	Suzlon Generators Limited	0.08	-

Compensation of key management personnel of the Group recognised as an expense during the reporting period:

	March 31, 2019	March 31, 2018
Short-term employee benefits	13.05	21.76
Post-employment gratuity	1.78	1.84
Total Compensation	**14.83**	**23.60**

Terms and conditions of transactions with related parties

Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. Impairment assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

41. Fair value measurements

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are recognised in the financial statements.

	Carrying amount		Fair value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Financial assets				
Other investment	0.13	0.13	0.13	0.13
Loans	11.52	51.05	11.52	51.05
Trade receivables	1,880.59	2,989.99	1,880.59	2,989.99
Cash and cash equivalents	74.62	581.07	74.62	581.07
Other financial asset	800.12	847.51	800.12	847.51
Total	**2,766.98**	**4,469.75**	**2,766.98**	**4,469.75**
Financial liabilities				
Borrowings	9,623.93	11,605.16	9,623.93	11,605.16
Trade payables	2,175.19	2,526.60	2,175.19	2,526.60
Other financial liabilities	3,111.14	1,653.26	3,111.14	1,653.26
Total	**14,910.26**	**15,785.02**	**14,910.26**	**15,785.02**

The carrying amounts of cash and cash equivalents, trade receivables, trade payables and other current liabilities are considered to be same as their fair values, due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

- Current investments

  The Group's current investments consist of investment in units of mutual funds and unquoted investments in equity shares. The fair value of investments in mutual funds is derived from the NAV of the respective units in the active market at the measurement date.

42. Fair value hierarchy

There are no transfers between level 1 and level 2 during the year and earlier comparative periods. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

	March 31, 2019			
	Level 1	Level 2	Level 3	Total
Quantitative disclosures fair value measurements hierarchy for assets				
Assets measured at fair value				
Investments at fair value through profit or loss				
Investment in Saraswat Co-operative Bank Limited	-	-	0.01	0.01
Investment in government securities	-	-	0.02	0.02
Investment in Green Infra Renewable Energy Limited	-	-	0.10	0.10
	-	**-**	**0.13**	**0.13**

	March 31, 2018			
	Level 1	Level 2	Level 3	Total
Quantitative disclosures fair value measurements hierarchy for assets				
Assets measured at fair value				
Investments at fair value through profit or loss				
Investment in Saraswat Co-operative Bank Limited	-	-	0.01	0.01
Investment in government securities	-	-	0.02	0.02
Investment in Green Infra Renewable Energy Limited	-	-	0.10	0.10
	-	**-**	**0.13**	**0.13**

43. Financial risk management

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that are derived directly from its operations. The Group also enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company has constituted an internal Risk Management Committee ('RMC'), which is responsible for developing and monitoring the Group's risk management framework. The focus of the RMC is that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Risk Management Policy is approved by the Board of Directors of the Company.

a. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk, such as commodity risk. The Group's exposure to market risk is primarily on account of interest risk and foreign currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at March 31, 2019 and March 31, 2018.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because entities in the Group borrow funds at both fixed and floating interest rates. Recompense liability payable by the Group to CDR lenders could be affected due to changes in market interest rate (refer Note 3(b)). Foreign Currency loans with floating rate are being constantly monitored and the management is considering to de-risk the effects of the LIBOR increase by converting into fixed rate loan. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/(decrease) in basis points	Effect on profit before tax
March 31, 2019		
USD	+0.50%	(1.21)
USD	-0.50%	1.21
March 31, 2018		
USD	+0.50%	(1.19)
USD	-0.50%	1.19

ii) **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's borrowings and investments in foreign currency.

The Group's exposure to foreign currency risk as at the end of the reporting period expressed in INR are as follows:

	March 31, 2019			March 31, 2018		
	USD	Euro	Others	USD	Euro	Others
Financial assets						
Loans	-	617.24	2.60	-	511.28	0.01
Investments	58.33	-	-	58.33	-	-
Trade receivables	302.75	69.08	130.43	201.15	84.10	139.64
Bank balances	2.88	-	-	0.87	-	0.99
Other assets	-	-	0.02	-	71.23	2.68
Total	**363.96**	**686.32**	**133.05**	**260.35**	**666.61**	**143.32**
Financial liabilities						
Borrowings	5,161.64	220.33	-	5,079.95	455.02	-
Trade payable	382.05	189.87	36.80	505.36	348.34	40.09
Other liabilities	2.42	26.18	-	-	7.48	-
Total	**5,546.11**	**436.38**	**36.80**	**5,585.31**	**810.84**	**40.09**

Foreign currency sensitivity

The Group's currency exposures in respect of monetary items at March 31, 2019 and March 31, 2018 that result in net currency gains and losses in the income statement and equity arise principally from movement in US Dollar and EURO exchange rates.

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EURO exchange rates, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material. The other currencies includes Australian Dollar, Great Britain Pound, Danish Kroner etc.

	% Change in currency rate	Effect on profit before tax*
March 31, 2019		
USD	+5%	(237.48)
USD	-5%	237.48
Euro	+5%	12.92
Euro	-5%	(12.92)
March 31, 2018		
USD	+5%	(233.54)
USD	-5%	233.54
Euro	+5%	(9.33)
Euro	-5%	9.33

*Effect on profit before tax is calculated without considering the impact of accumulation and amortisation of exchange differences on long term foreign currency monetary items to FCMITDA.

b. **Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities (primarily loans). The Group consistently monitors the financial health of its customers, progress under its contracts and sales proceeds are being realised as per the milestone payment terms agreed to minimise the loss due to defaults or insolvency of the customer. Progressive liquidity management is being followed to de-risk the Group from any non-fulfilment of its liabilities to various creditors, statutory obligations, or any stakeholders.

i) **Trade receivables**

The Group's exposure to trade receivables is limited due to diversified customer base. The Group consistently monitors progress under its contracts customers and sales proceeds are being realised as per the milestone payment terms agreed to minimise the loss due to defaults or insolvency of the customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Refer Note 2.4(t) for accounting policy on financial instruments.

ii) **Financial instruments**

Financial instruments that are subject to concentrations of credit risk primarily consist of cash and cash equivalents, term deposit with banks, investment in mutual funds, and other financial assets. Investments of surplus funds are made only with approved counterparties and within credit limits assigned.

The Group's maximum exposure to credit risk as at March 31, 2019 and as at March 31, 2018 is the carrying value of each class of financial assets.

c. **Liquidity risk**

Liquidity risk refers to that risk where the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement. In doing this, management considers both normal and stressed conditions. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring cash flow forecast and by matching the maturity profiles of financial assets and liabilities. The Group had losses during the previous year and has continued to incur losses during the current year, primarily due to lower volumes, foreign exchange losses, impairment losses, and finance costs which has resulted in negative net worth during the year and as at March 31, 2019. The net current liabilities as at March 31 2019 were ₹ 4,434.87 Crore. Further, the Group has defaulted in repayment of principal and interest payable to lenders aggregating to ₹ 437.50 Crore in respect of its term loans and working capital facilities as on March 31, 2019 and has also defaulted in making payments to certain overdue creditors. These conditions indicates liquidity stress, management plans to address these conditions are more fully described in the note 4.

The table below summarises the contractual maturity profile of the Group's financial liabilities based on contractual undiscounted payment:

	On demand	Up to 1 year	2 -5 years	> 5 years	Total
Year ended March 31, 2019					
Borrowings	3,379.79	1,928.10	6,244.14	-	11,552.03
Other financial liabilities	-	1,132.55	50.49	-	1,183.04
Trade payables	-	2,175.19	-	-	2,175.19
Total	**3,379.79**	**5,235.84**	**6,294.63**	**-**	**14,910.26**
Year ended March 31, 2018					
Borrowings	3,889.45	390.36	7,505.09	210.62	11,995.52
Other financial liabilities	-	1,207.57	55.33	-	1,262.90
Trade payables	-	2,526.60	-	-	2,526.60
Total	**3,889.45**	**4,124.53**	**7,560.42**	**210.62**	**15,785.02**

44. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise shareholder value.

The capital structure of the Group is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The calculation of the capital for the purpose of capital management is as below.

	March 31, 2019	March 31, 2018
Equity share capital	1,063.95	1,063.95
Other equity	(9,561.56)	(8,030.80)
Total capital	**(8,497.61)**	**(6,966.85)**

45. Disclosure required under Sec 186(4) of the Companies Act, 2013

For details of securities provided on behalf of borrowers under the CDR package refer Note 20(b).

For details of investments made refer Note 9.

46. Deferral of exchange differences

The Group has, consequent to the notification issued by the Ministry of Corporate Affairs on December 29, 2011 giving an option to the companies to amortise the exchange differences pertaining to long term foreign currency monetary items up to March 31, 2020 (from March 31, 2012 earlier), adopted the said option given under paragraph 46A of Accounting Standard 11. Accordingly, the Group has revised the amortisation period for such items to the maturity of the long term foreign currency monetary items (all before March 31, 2020).

Net foreign exchange gain aggregating ₹ 69.60 Crore (previous year: ₹ 49.93 Crore) on long term foreign currency monetary items have been adjusted in the foreign currency monetary item translation difference account during the year. Further, foreign exchange loss aggregating ₹ 95.56 Crore (previous year: gain ₹ 2.34 Crore) have been amortised during the year.

For and on behalf of the Board of Directors of
Suzlon Energy Limited

Tulsi R. Tanti
Chairman and Managing Director
DIN : 00002283

Vinod R. Tanti
Whole Time Director and Chief Operating Officer
DIN : 00002266

J. P. Chalasani
Group Chief Executive Officer

Hemal A. Kanuga
Company Secretary
Membership No.: F4126

Place: Pune
Date : May 30, 2019

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

Notice

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the shareholders of Suzlon Energy Limited will be held on Friday, September 20, 2019 at 11.00 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt Financial Statements, etc. for the financial year 2018-19

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 on standalone and consolidated basis and the reports of the Board of Directors and Auditors thereon.

2. To re-appoint Mr. Vinod R.Tanti as Director

To appoint a Director in place of Mr. Vinod R.Tanti (DIN: 00002266), who retires by rotation and being eligible offers himself for re-appointment.

3. To re-appoint Mr. 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.

SPECIAL BUSINESS:

4. To appoint Mr. Biju George Kozhippattu, 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. Biju George Kozhippattu (DIN: 02405333) who was appointed as an Additional Director in the capacity of a Nominee Director of the Company with effect from November 29, 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 for the financial year 2019-20

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 2019-20, 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 re-appoint Mr. Marc Desaedeleer as an Independent Director for a second term of 5 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), Mr. Marc Desaedeleer (DIN: 00508623), Independent Director, whose current term of office as an Independent Director expires on September 24, 2019 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 Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment for another term of 5 (five) years, be and is hereby appointed as an Independent Director for a second term of 5 (five) years with effect from September 25, 2019 till September 24, 2024, and whose period of office shall not be liable to determination by retirement of directors by rotation."

7. To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), Mr. Ravi Uppal (DIN: 00025970), Independent Director, whose current term of office as an Independent Director expires on September 24, 2019 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 Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment for another term of 5 (five) years, be and is hereby appointed as an Independent Director for a second term of 5 (five) years with effect from September 25, 2019 till September 24, 2024, and whose period of office shall not be liable to determination by retirement of directors by rotation."

8. To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "Listing Regulations"), Mr. Venkataraman Subramanian (DIN: 00357727), Independent Director, whose current term of office as an Independent Director expires on September 24, 2019 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 Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment for another term of 5 (five) years, be and is hereby appointed as an Independent Director for a second term of 5 (five) years with effect from September 25, 2019 till September 24, 2024, and whose period of office shall not be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT pursuant to the Listing Regulations, and other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders be and is hereby also accorded to continue the directorship of Mr. Venkataraman Subramanian (DIN:

00357727) as an Independent Director of the Company on attaining the age of 75 (seventy five) years during his aforesaid second term of office as an Independent Director and till September 24, 2024."

9. To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and such other provisions to the extent applicable, and as recommended and 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 14, 2019 and subject to the approval of the secured lenders of the Company, Mr. Vinod R.Tanti be and is hereby reappointed as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2019 for a further period of 3 (three) years, i.e. up to September 30, 2022 on the same terms and conditions which are as follows:

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:

- Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
- 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 Mediclaim 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 Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Vinod R.Tanti, Wholetime Director & Chief Operating Officer, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard."

"RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company."

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

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : August 14, 2019

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, September 14, 2019 to Friday, September 20, 2019 (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 shareholders 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. Shareholders 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. Shareholders / 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 shareholders in electronic form. Shareholders 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 Agent, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvyfintech.com; Email: einward.ris@karvy.com. Those shareholders 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 shareholder 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 Agent, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, Toll Free No. 1800-3454-001; Website: www.karvyfintech.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 required to be kept open for inspection, 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 the 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 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.

The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No.F2587 and Certificate of Practice No.2407) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. **The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Friday, September 13, 2019, 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. September 13, 2019, 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.4814)+Folio No. to 9212993399

Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical : MYEPWD<SPACE>48141234567

(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 Fintech 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 shareholder(s) 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 / FIs / FIIs / 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 ravi@ravics.com with a copy to 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, September 17, 2019 to 5.00 p.m. on Thursday, September 19, 2019 (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 Fintech Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email: 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) 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 the National Stock Exchange of India Limited and BSE Limited.

8. KPRISM- Mobile service application by Karvy:

Members are requested to note that, the Registrar and Share Transfer Agent, M/s. Karvy Fintech Private Limited has launched a new mobile application - KPRISM and website https://kprism.karvy.com for online service to shareholders.

Members can download the mobile application, register yourself (one time) for availing host of services viz., consolidated portfolio view serviced by Karvy, dividend status and send requests for change of address, change / update bank mandate. Through the mobile app, members 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.karvy.com/app/ to download the mobile application.

KPRISM

https://kprism.karvy.com/app/

EXPLANATORY STATEMENT

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

Agenda Item No.4: To appoint Mr. Biju George Kozhippattu, a nominee of IDBI Bank Limited as Director

Mr. Biju George Kozhippattu (DIN: 02405333) was appointed as an Additional Director in the capacity of a Nominee Director of the Company, with effect from November 29, 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. Biju George Kozhippattu 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. Biju George Kozhippattu, a nominee of IDBI Bank Limited as Director. In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.4 of the accompanying Notice.

Except for Mr. Biju George Kozhippattu, 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 for the financial year 2019-20

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 2019-20. 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 2019-20. 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 Nos.6, 7 and 8: To re-appoint Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors for a second term of 5 (five) years

Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian were appointed as the Independent Directors of the Company for a term of 5 (five) years, which term expires on September 24, 2019. In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian are eligible for appointment as Independent Directors for another term of 5 (five) years subject however to approval of the shareholders by way of a special resolution.

Accordingly, on the basis of performance evaluation, the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company at their meetings held on May 29, 2019 and May 30, 2019 respectively have recommended appointment of Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors of the Company for a second term of 5 (five) years, i.e. for the period from September 25, 2019 till September 24, 2024. Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian have given their consent to act as independent directors for another term of five years along with a declaration to the Board that they meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian fulfil the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Directors and are independent of the management of the Company. None of them is disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. Further, it is felt that the Company would continue to be benefitted by their rich experience and expertise, if they are re-appointed for a second term of 5 (five) years.

A copy of the draft letter of appointment of the Independent Directors 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 (except Saturdays, Sundays and Holidays).

The details of Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian 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 Resolutions to re-appoint Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian as Independent Directors for a second term of 5 (five) years. In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos.6, 7 and 8 of the accompanying Notice.

Except for Mr. Marc Desaedeleer, Mr. Ravi Uppal and Mr. Venkataraman Subramanian, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Agenda Item No.9: To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years

It is proposed to reappoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company with effect from October 1, 2019 for a further period of 3 (three) years, i.e. up to September 30, 2022 on same terms and conditions. As a matter of good governance and prudent practice, 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 24 (twenty four) 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 3 (three) years, at glance:

(Rupees in Crore)

Financial Parameters	Financial Year		
	2018-19	2017-18	2016-17
Turnover	2,471.08[1]	5,953.57[1]	9,229.21
Net Profit / (Loss) (as per Statement of P & L)	(7,413.33)	(1,156.14)	355.70
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, 2019, 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, 2019.

As on March 31, 2019, there were following type of foreign investors in the Company:

Type of Foreign Investor	Shareholding as on March 31, 2019	% to paid-up capital as on March 31, 2019
Foreign Portfolio Investors	33,18,97,859	6.24
Non-Resident Indians	7,97,95,030	1.50
Non-Resident Indians Non Repatriable	2,19,56,276	0.41
Foreign Corporate Bodies	3,34,77,684	0.63
Foreign Nationals	64,000	0.00
Total	**46,71,90,849**	**8.78**

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 a Wholetime Director & Chief Operating Officer with effect from October 1, 2016 till September 30, 2019.

(2) **Past remuneration –** The previous term of Mr. Vinod R.Tanti as a Whole Time Director & Chief Operating Officer was for the period of 3 (three) years from October 1, 2016 till September 30, 2019. In terms of the approval granted by the shareholders at the Twenty First Annual General Meeting of the Company 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 had incurred losses for the financial year 2017-18 and 2018-19, Mr. Vinod R.Tanti was paid remuneration 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 October 1, 2016 till March 31, 2019 are given as under:

Period	Salary (Rs.)	Retirement benefits (Rs.)	Gratuity (Rs.)	Bonus / Commission / Stock option / Incentive	Total (Rs.)
October 1, 2016 to March 31, 2017	1,48,17,702	8,64,000	3,45,600	-	1,60,27,302
April 1, 2017 to March 31, 2018	2,43,11,724	14,20,200	5,68,080	1,44,00,000[1]	4,07,00,004
April 1, 2018 to March 31, 2019	2,21,85,600	12,96,000	5,18,400	-	2,40,00,000

[1] The remuneration paid to Mr. Vinod R.Tanti also includes incentive payment of Rs.1,44,00,000/- pertaining to the financial year 2016-17 which was paid during the financial year 2017-18.

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.

(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.

(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 1,13,67,000 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 Senvion SE and 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 etc.

(3) **Expected increase in productivity and profits in measurable terms:** CY18, once again witnessed investments of US$ 332 Bn in renewable energy globally, with Asia Pacific region leading the pack. Recent developments have shown that the industry is in transition phase, for a better future. More auctions coming online, rise in corporate sourcing and PPAs indicate the appetite for investment in wind energy. Innovation of new solutions like greater heights, range, hybrids and co-located projects, new forms of financing and asset ownership, offshore growth and floating projects will enable the industry to smoothly overcome this transition phase. Suzlon's concept to commissioning business model coupled with its presence across the value chain and Pan-India, positions it well to capitalise on this huge growth opportunity. Suzlon has been the market leader in India with ~35% market share on cumulative installations basis. In FY19 Suzlon also retained its leadership in terms of annual installations, for fifth consecutive year, with 39% market share.

A copy of the draft agreement to be 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 available for inspection at the venue 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 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 Special Resolution for reappointment of Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further period of 3 (three) years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.9 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.

By order of the Board of Directors of Suzlon Energy Limited

Place : Pune
Date : August 14, 2019

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

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 Fourth 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. 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	56 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
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
7.	Shareholding in the Company	2,52,67,000 equity shares aggregating to 0.47% 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. 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
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
	2) Suzlon Power Infrastructure Limited	Audit Committee – Chairman Nomination & Remuneration Committee – Member
	3) Suzlon Global Services 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	None
	7) Samanvaya Holdings Private Limited	None

Mr. Girish R.Tanti (DIN: 00002603)

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

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

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Girish R.Tanti (DIN: 00002603)
2.	Age	49 years
3.	Qualifications	Electronic engineer with a management graduation from the Business School at The Cardiff University UK
4.	Experience	Over 20 years' experience in International Business Development, Human Resources, Information Technology, Corporate Communications and CSR
5.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013. The details of sitting fees paid during the year have been provided in the Corporate Governance Report forming part of the Annual Report
6.	Date of first appointment to the Board	December 4, 1995
7.	Shareholding in the Company	10,00,19,000 equity shares aggregating to 1.88% 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 Wholetime Director & Chief Operating Officer
9.	No. of meetings attended during the year	The details have been provided in the Corporate Governance Report forming part of the Annual Report
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Suzlon Energy Limited	Nomination and Remuneration Committee – Member CSR Committee – Member
	2) Tanti Holdings Private Limited	None
	3) Samanvaya Holdings Private Limited	None

Mr. Biju George Kozhippattu (DIN: 02405333)

Brief resume – Mr. Biju George Kozhippattu, holds B.Tech, MBA, and has 28 years of banking and engineering experience of which 17 years is in banking sector mainly in the fields of project, corporate & infrastructure finance, credit appraisal, monitoring, syndication, advisory services, etc. and 11 years of industrial experience mainly in the fields of projects, planning & maintenance in chemical, petro-chemical and other processing industries.

The details of Mr. Biju George Kozhippattu are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Biju George Kozhippattu (DIN: 02405333)
2.	Age	51 years
3.	Qualifications	B.Tech., MBA
4.	Experience	28 years' experience in the field of banking and engineering
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	November 29, 2018
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Biju George Kozhippattu 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
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) Gas and Power Investment Company Limited	None

Mr. Marc Desaedeleer (DIN: 00508623)

Brief resume – Mr. Marc Desaedeleer retired in early July 2018 from TRG (The Rohatyn Group) where he was a partner and a member of its Executive Committee. Prior to this, he was the Chief Investment Officer of Citigroup Venture Capital International (CVCI) Growth Fund I and Growth Fund II, respectively a $1.6Bn and a $4.3Bn Private Equity Fund focused on Emerging Markets. Before becoming CIO of CVCI, he led CVCI's business in CEEMEA and India from 2001 to 2005. Prior to this he was a senior manager of Citibank's Corporate Banking business covering over 20 countries focusing on Central Europe and Russia. In prior positions within Citigroup, Mr. Marc Desaedeleer was Business Manager for Citibank's Corporate and Investment Banking business in France; managed several international businesses within Citibank's Investment Banking group including ADRs; and was responsible for Citibank's strategy in Global Equities. Before joining Citigroup, Mr. Marc Desaedeleer worked for several international companies including Sulzer (Switzerland) and Lisnave (Portugal).

The details of Mr. Marc Desaedeleer are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Marc Desaedeleer (DIN: 00508623)
2.	Age	68 years
3.	Qualifications	M.B.A. degree from Carnegie Mellon University and Masters in Science degrees from the University of Louvain (Belgium)
4.	Experience	Over 40 years' experience in the field of investment 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	April 1, 2012
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Marc Desaedeleer 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 experience of Mr. Marc Desaedeleer, it is felt that the Company would continue to be benefitted by his rich experience, if he is re-appointed for a second term
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

Mr. Ravi Uppal (DIN: 00025970)

Brief resume – Mr. Ravi Uppal has wide-ranging business experience, spanning over 40 years in engineering, manufacturing and infrastructure segments in India and abroad. He served as the MD & Group CEO of Jindal Steel & Power Limited, Whole-time Director of L&T Group Board and MD & CEO (Power) at L&T, held various positions in ABB Group including Member of the ABB Group Management Board, President of ABB, Asia Pacific and Chairman of ABB India, and is credited as being the Founding MD of Volvo in India. Mr. Uppal has worked for over 15 years in diverse roles in Europe, Middle East, North Africa and South East Asia. He has recently set up a new venture, SISCOL which is undertaking steel based civil & industrial infrastructure in India. He has been on the board of several companies in India and Europe including BAE, UK, and Chairman of Schindlers Asia Advisory Board. He is currently on the Board of Riverina Oils, Australia, Raymond Engineering Business, India, Skill SonicsAG, Switzerland and Surin Auto, Bangalore.

The details of Mr. Ravi Uppal are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Mr. Ravi Uppal (DIN: 00025970)
2.	Age	67 years
3.	Qualifications	Mr. Ravi Uppal holds a degree in Mechanical Engineering from the IIT Delhi, which has honoured him as a Distinguished Alumni. He is also an alumnus of the IIM Ahmedabad. He has also done Advanced Management Program from Wharton Business School, USA
4.	Experience	Over 40 years' experience in the field of engineering, manufacturing and infrastructure segments in India and abroad
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, 2012
7.	Shareholding in the Company	51,000 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. Ravi Uppal 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 experience of Mr. Ravi Uppal in the field of engineering, manufacturing and infrastructure segments, it is felt that the Company would continue to be benefitted by his rich experience, if he is re-appointed for a second term
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
	2) Steel Infra Solutions Private Limited	Audit Committee – Member HSEC Committee – Member
	3) Surin Automotive Private Limited	None
	4) Skillsonics India Private Limited	None
	5) JK Files (India) Limited	None
	6) Ring Plus Aqua Limited	None

Mr. Venkataraman Subramanian (DIN: 00357727)

Brief resume – A retired Indian Administrative Services officer, Mr. Venkataraman Subramanian was the Secretary, Ministry of New and Renewable Energy, Government of India. He has rich experience of policy making and implementation levels in several sectors, including finance, aviation, energy, labour, etc. As Secretary, Ministry of New and Renewable Energy, his path breaking initiatives resulted in doubling the grid connected renewable power generation capacity in less than 3 (three) years. He is a founder member of the Indian Renewable Energy Federation, and serves as a director to leading public and private sector companies. He also works as a freelance consultant and is a well-known speaker on renewable energy.

The details of Mr. Venkataraman Subramanian are given below:

S. N.	Particulars	Details of Director
1.	Name of Director	Venkataraman Subramanian (DIN: 00357727)
2.	Age	71 years
3.	Qualifications	B.Com, C.A.I.I.B. and retired IAS Officer
4.	Experience	Mr. Venkataraman Subramanian has over 32 years of rich experience both at the implementation level and policy making level cuts across various sectors like finance, aviation, energy and labour
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 25, 2014
7.	Shareholding in the Company	Nil
8.	Relationship with other Directors / KMPs	Mr. Venkataraman Subramanian 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 rich experience of Mr. Venkataraman Subramanian, both at the implementation level and policy making level across various sectors like finance, aviation, energy and labour, it is felt that the Company would continue to be benefitted by his rich experience, if he is re-appointed for a second term
11.	Directorships, Memberships / Chairmanship of Committees	
	Name of domestic companies in which director	Name of committees in which member / chairman
	1) Sundaram -Clayton Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	2) Suzlon Energy Limited	Audit Committee - Member Stakeholders' Relationship Committee - Chairman Nomination and Remuneration Committee - Member Securities Issue Committee - Member
	3) Adani Enterprises Limited	Audit Committee - Member Stakeholders' Relationship Committee - Chairman
	4) Nourishco Beverages Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	5) Suzlon Generators Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	6) Engenrin Energy Private Limited	None
	7) Bhoruka Power Corporation Limited	None
	8) Enfragy Solutions India Private Limited	None
	9) Suzlon Gujarat Wind Park Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	10) Suzlon Power Infrastructure Limited	Audit Committee - Member Nomination and Remuneration Committee - Member
	11) Windforce Management Services Private Limited	None
	12) GPS Renewables Private Limited	None
	13) DVS Worldwide Services Private Limited	None

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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:

1. Name : ______________________________ E-mail Id : ______________________________
   Address : ______________________________
   ______________________________ Signature : ______________________________

   or failing him

2. Name : ______________________________ E-mail Id : ______________________________
   Address : ______________________________
   ______________________________ Signature : ______________________________

   or failing him

3. 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 Fourth Annual General Meeting of the Company, to be held on Friday, September 20, 2019 at 11.00 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Particulars	Ordinary / Special Resolution
1.	To adopt Financial Statements, etc. for the financial year 2018-19	Ordinary Resolution
2.	To re-appoint Mr. Vinod R.Tanti as Director	Ordinary Resolution
3.	To re-appoint Mr. Girish R.Tanti as Director	Ordinary Resolution
4.	To appoint Mr. Biju George Kozhippattu, a nominee of IDBI Bank Limited as Director	Ordinary Resolution
5.	To approve remuneration of the Cost Auditors for the financial year 2019-20	Ordinary Resolution
6.	To re-appoint Mr. Marc Desaedeleer as an Independent Director for a second term of 5 (five) years	Special Resolution
7.	To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (five) years	Special Resolution
8.	To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (five) years	Special Resolution
9.	To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years	Special Resolution

Signed this ____________________ day of ____________ 2019

Affix Revenue Stamp

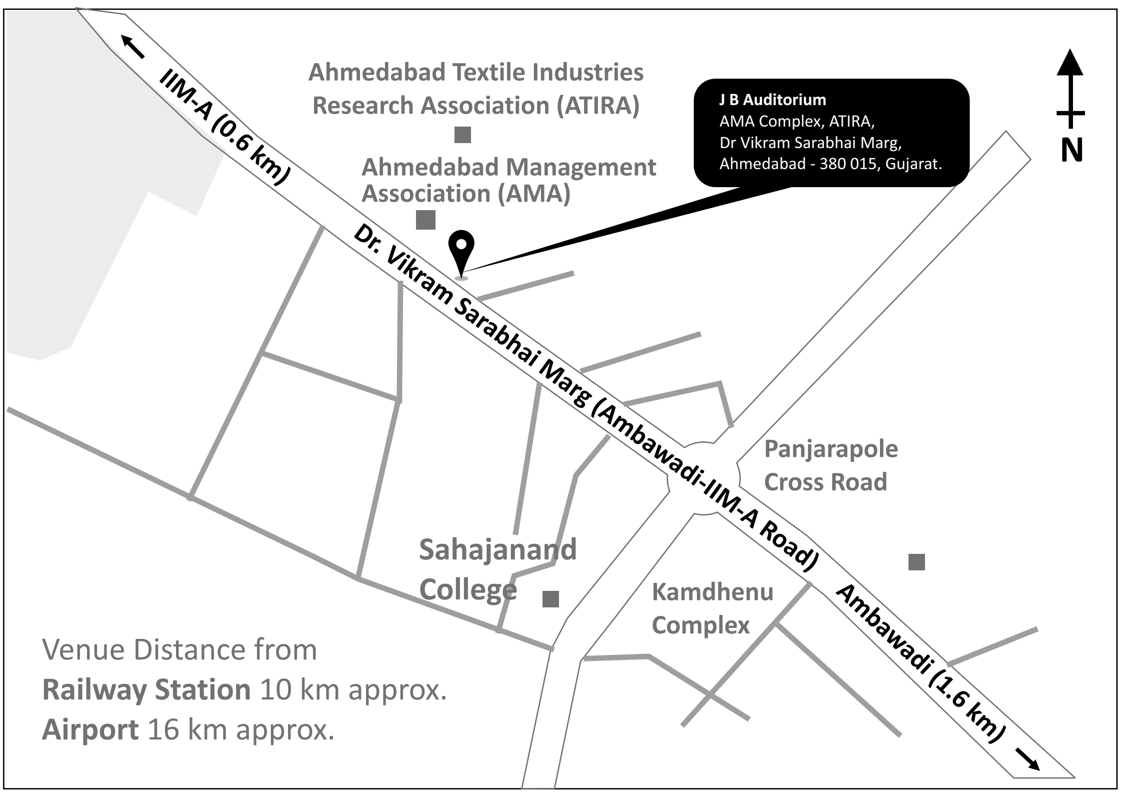
Signature of shareholder: ______________________________

Signature of proxy holder(s): ______________________________

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 Fourth Annual General Meeting of the Company.

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

J.B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.



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

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